

2014 Notice of Annual General Meeting

& EXPLANATORY MEMORANDUM TO SHAREHOLDERS

2nd Floor,
50 St Georges Terrace,
Perth, Western Australia

27 November 2014
at 2.00pm - 3.30pm (AWST)

A PROXY FORM IS ENCLOSED

Please read this Notice and the Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of the Company will be held at:
2nd Floor, 50 St Georges Terrace, Perth, Western Australia, on:
27 November 2014 at 2.00pm - 3.30pm (AWST).

AGENDA ITEMS

1 FINANCIAL REPORT

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2014.

2 ELECTION OF DIRECTORS

To consider, and if thought fit, to pass the following resolutions as separate ordinary resolutions:

- (a) "That Mr. Alex KRUEGER, having been nominated by the Board for election as a Director of the Company in accordance with rule 8.1(k)(2) of the Company's Constitution, and thereby being eligible, is elected as a Director of the Company."
- (b) "That Professor Paul DOUGAS, having given the Company notice of his wish to be considered as a candidate for election as a Director of the Company in accordance with rule 8.1(k)(4) of the Company's Constitution, and thereby being eligible, is elected as a Director of the Company."
- (c) "That Mr. Alex WILLIAMS retires in accordance with rule 8.1(d) of the Company's Constitution, and being eligible, is elected as a Director of the Company."

3 EXECUTIVE EQUITY INVESTMENT PLAN

To consider, and if thought fit, to pass the following resolutions as separate ordinary resolutions:

- (a) "That, for the purposes of ASX Listing Rule 7.9, exception 9(b) and for all other purposes, the future grant of loan funded shares and the issue of shares under the Calibre Group Limited Executive Equity Investment Plan be approved."
- (b) "That, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of benefits under the Calibre Group Limited Executive Equity Incentive Plan to a person by the Company in connection with that person ceasing to hold a managerial or executive office in the Company or a related body corporate on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting be approved."
- (c) "That, subject to resolution 3(a) being passed, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of 2,500,000 Loan Funded Shares in respect of the financial year ending 30 June 2014 to the Managing Director, Mr. Peter Reichler, on the terms set out in the Explanatory Memorandum."

Further information specific to resolutions 3(a), 3(b) and 3(c) (inclusive) is set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

4 REMUNERATION REPORT

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

"That the remuneration report for the year ended 30 June 2014, be adopted."

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

VOTING EXCLUSION STATEMENT

Voting Exclusions will apply to the Resolutions proposed in Items 3(a), 3(b), 3(c) and 4. Please refer to p. 6 of this Notice of Meeting for an explanation of circumstances or relationships that will restrict or exclude a party from voting on these resolutions.

By Order of the Board

21 October 2014

HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

REGISTRATION

The Annual General Meeting is a meeting of shareholders or their proxies or representatives (shareholders) and so registration and an admission card is required to enter the meeting. A registration desk will be located on Level 2 of Calibre House, 50 St Georges Terrace, outside the meeting room. At the discretion of the Company and subject to sufficient capacity, one guest may accompany each shareholder, provided that the shareholder and their guest register at the same time. Similarly, at the discretion of the Company and subject to capacity, visitors will be allowed to enter the meeting. However, all visitors must also register before entering the meeting room.

DISCUSSION AND ASKING QUESTIONS

Discussion will take place on all the agenda items set out in this Notice of Meeting. You can find the agenda items on page 1. The material set out in the Explanatory Memorandum included with this Notice of Meeting provides further information in relation to the agenda items for the Annual General Meeting. Calibre Group publishes a range of information to inform shareholders, such as its Annual Report and this Notice of Meeting. Each of these documents may assist in answering any queries shareholders may have. Shareholders will also have the opportunity to ask questions at the Annual General Meeting (including an opportunity to ask questions of the Company's Auditor).

Questions will be taken on each resolution, prior to shareholders being asked to vote. In addition, Board members and senior executives will be available after the meeting to discuss issues with shareholders.

To ensure that as many shareholders as possible have the opportunity to speak, we ask you to observe the following courtesies:

- Shareholders will have an opportunity to ask broader questions during the time allocated for general questions. It would be appreciated if questions are kept as short as possible and are relevant to the business being discussed.
- Speakers are requested to restrict themselves to two questions or comments initially. Others may have waited for some time to speak. If time permits, anyone wishing to speak more than once will be given a subsequent opportunity.
- Shareholders who are unable to attend the meeting or who may prefer to submit questions in advance, are invited to do so by email to agm@calibregroup.com.

If you would like to submit a written question to the Company's Auditor, please send your question by email to agm@calibregroup.com. Questions for the Auditor (either written or at the meeting) must relate to:

- the preparation and content of the Auditor's Report or the conduct of the audit (including the independence of the Auditor); or
- the accounting policies adopted by the Company in relation to the preparation of its financial statements.

Please note that all written questions must be received, no later than 5.00pm (AWST) Thursday 20 November 2014.

The Board will endeavour to address as many questions as possible during the meeting.

HOW TO VOTE

VOTING GENERALLY

Your vote is important.

Shareholders can vote by:

- attending the meeting and voting in person; or
- appointing an attorney or, in the case of corporate shareholders, a corporate representative to attend and vote; or
- appointing a proxy to attend the meeting and vote on their behalf using the proxy form accompanying this Notice of Meeting, or by submitting their proxy appointment and filling in the voting directions on the Proxy Form for use at the meeting.

For a proxy appointment to be valid shareholders must submit their proxy forms to Link Market Services prior to 2.00pm (AWST), Tuesday, 25 November 2014 (see "Proxy" section below).

Shareholders cannot appoint a proxy on the date of the meeting itself.

VOTING IN PERSON (OR BY ATTORNEY OR REPRESENTATIVE)

If you wish to vote in person, you must register to vote at the Annual General Meeting.

Shareholders (or their attorneys or representatives) who plan to attend the meeting, are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, so that their holding may be checked against the Calibre Share Register and attendances recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend, and vote at the meeting.

A shareholder that is a corporation may appoint an individual to act as its representative and to vote in person at the meeting. In order to attend and vote at the meeting, the representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Calibre Share Registry.

To appoint a corporate representative, a body corporate must provide the Company with a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate shareholder's representative at the Meeting. The certificate of appointment of a corporate representative must be lodged with the Company and/or the Calibre Corporate Share Registry, Link Market Services Limited, before the meeting or at the registration desk on the day of the meeting.

However, to assist in the smooth running of the meeting, we would appreciate such evidence being supplied to Link Market Services at least 48 hours before the meeting. Certificates of appointment of corporate representatives are available on request by contacting Link Market Services Limited on telephone number + 61 1300 554 474. Shareholders can download and fill out the 'Appointment of Corporate Representative' form from the website of the share registry of the Company at www.linkmarketservices.com.au, select the "Investor Services" tab and click on "Forms".

Shareholders who attend in person (or their attorneys or representatives) will be given a voting paper on the back of their entry card.

Shareholders will be asked to vote by marking their voting paper. Voting papers can be deposited in the ballot boxes, which will be located by the meeting room exit doors.

The Chairman will first ask for a show of hands. Should the Chairman determine that a vote by poll is required, shareholders will be asked to vote by marking their voting paper. Ballot boxes will be circulated around the room by the Calibre Share Registry. In the event a shareholder/proxy leaves the meeting prior to the formal part of the business being called, a ballot box will be located by the meeting room exit.

At his discretion, the Chairman may declare a poll on all resolutions open at the commencement of the meeting to assist those shareholders unable to stay for the whole meeting and the polls will close shortly after the end of the meeting.

HOW TO VOTE **CONTINUED**

VOTING BY PROXY

A proxy form accompanies this Notice of Meeting. Further proxy forms are available by contacting the Calibre Share Registry. A shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote on the shareholder's behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting. A shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or the number of votes that each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy need not be a shareholder. A proxy can be either an individual or a body corporate.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received at least 48 hours before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

The company reserves the right to disallow voting participation, should there be inadequate evidence of proper appointment of either a proxy holder or a corporate representative.

If a proxy is not directed how to vote on an item of business, the proxy may vote or withhold their vote on that resolution as they think fit. This applies except in the case of voting by Key Management Personnel and their closely related parties who have a material interest in the outcome of the resolution. Such proxy votes must be directed. When an "open vote" proxy is granted to the Chairman, he will exercise his discretion to vote in favour of the resolutions as proposed.

Should any resolution other than those specified in this Notice of Meeting be proposed at the meeting, a proxy may vote on that resolution as they think fit (unless otherwise directed by the shareholder). If a proxy is instructed to withhold their vote on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote on their behalf, including any voting directions.

It is intended that proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Director that do not contain a direction on how to vote will be voted in favour of each of the resolutions proposed in this Notice of Meeting, subject to any applicable voting exclusions.

HOW TO VOTE **CONTINUED**

PROXY FORM

A Proxy Form accompanies this Notice and to be effective must be received at the Calibre Share Registry:

By Mail: Calibre Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235,
Australia

OR By Facsimile: + 61 2 9287 0309

OR By Hand
Delivery: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
www.linkmarketservices.com.au

OR Online: www.linkmarketservices.com.au

Select 'Investor Login' and enter Calibre Group Limited of the ASX code (CGH) in the Issuer field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'

Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

by no later than 2.00pm (AWST), Tuesday, 25 November 2014

HOW TO VOTE CONTINUED

1 SNAPSHOT DATE FOR VOTING ENTITLEMENTS

It has been determined that under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7:00pm (AEDST) or 4:00pm (AWST) on Tuesday, 25 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

2 VOTING EXCLUSION

Resolutions 3(a), 3(b) and 3(c) Calibre Group Limited Executive Equity Investment Plan (EEIP)

The Company will disregard any votes cast in respect of each of resolutions 3(a), 3(b) and 3(c) by any Director who is eligible to participate in the EEIP.

However, the Company need not disregard a vote in respect of each of resolutions 3(a), 3(b) and 3(c) if:

- It is cast by a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on that resolution but expressly authorises the person chairing the meeting to exercise the proxy as the person chairing the meeting decides. The person chairing the meeting intends to vote all available proxies in favour of each of resolutions 3(a), 3(b) and 3(c).

Resolution 4 (Remuneration Report)

The Corporations Act 2001 (Cth) (**Corporations Act**) restricts members of the Key Management Personnel (**KMP**) of the Company and their closely related parties from voting in relation to Item 4 in certain circumstances.

KMP for the Company are set out in the Remuneration Report in the Annual Report for the year ended 30 June 2014.

'Closely related party' is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The Company will disregard any votes cast (in any capacity) on the proposed resolution in Item 4 by or on behalf of:

- a member of the KMP (being the Directors and the KMP as disclosed in the Remuneration Report which forms part of the Company's Annual Report for the year ended 30 June 2014); and
- a closely related party of those persons (such as close family members and any companies the person controls).

However, the Company need not disregard a vote if it is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form;
- by the Chairman of the meeting as proxy pursuant to an express authorisation to exercise the proxy; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 4. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Item 4 (for example if you wish to vote against or abstain from voting), or you can give the Chairman your express authority to vote your proxy as the Chairman decides (in which case the Chairman of the meeting will vote in favour of this item of business). The Chairman intends to vote all available proxies in favour of this resolution.

The Chairman intends to vote all available proxies **in favour** of these resolutions.

By Order of the Board

21 October 2014

Mr. Michael Silbert - Company Secretary
Calibre Group Limited ACN 100 255 623

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the forthcoming annual general meeting.

1 ANNUAL FINANCIAL REPORT

The Corporations Act 2001 (Cth) (Corporations Act) requires:

- the reports of the Directors and Auditor; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2014,

to be laid before the Annual General Meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in accordance with the directions on page 2 of this Notice of Meeting.

2 RETIREMENT & ELECTION OF DIRECTORS

Mr. Brian MacDonald has advised the Company that he does not intend to stand for re-election at the forthcoming annual general meeting and will retire as a Director of the Company following the conclusion of that meeting. The Board extends its thanks to Mr. MacDonald for his service as a Director since May 2010.

(a) Election of Mr. Alex KRUEGER (Non-Executive Director)

In light of Mr. MacDonald's decision to retire, the Board has resolved to nominate Mr. Krueger for election as a Director of the Company.

Mr. Krueger was a director of the Company between May 2010 and July 2012. The Board considers Mr. Krueger's prior experience as a Director of the Company makes him a suitable replacement for Mr. MacDonald.

In addition, Mr. Krueger is the President and Co-Head of Buyout of First Reserve International Limited, with over 17 years' experience in the global energy industry, with particular expertise in the natural resources sector, including 15 years at First Reserve. Mr. Krueger is currently a non-executive director of DOF Subsea, First Reserve Momentum, Mountaineer Keystone and Sabine Oil & Gas and his previous non-executive directors roles include AMCI Capital GP Limited, Ansaldo Energia, Connect Resource Services, Foundation Coal Holdings, Inc, Midstates Petroleum Company, Inc., New World Resources B.V., Rand Uranium and Whitehaven Coal Limited. Additionally, he is a member of the Board of Overseers for the School of Engineering and Applied Science of the University of Pennsylvania and an Advisory Board Member of AMP Fund II LP. Mr. Krueger holds two B.S. degrees from the University of Pennsylvania.

The Company notes that Mr. Krueger has been nominated by the Board (not First Reserve Corporation) for election as a Director of the Company and that Mr. Alex Williams will continue to be the 'FRC Nominee' for the purpose of rule 8.2 of the Company's Constitution.

The Board unanimously recommends that shareholders vote in favour of the election of Mr. Alex Krueger.

CALIBRE GROUP LIMITED ACN 100 255 623
EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

(b) Election of Professor Paul DOUGAS (Non-Executive Director)

The Company has received a notice from Professor Paul Douglas stating his wish to be considered as a candidate for election as a Director of the Company pursuant to rule 8.1(k)(4) of the Company's Constitution. Professor Douglas is currently a shareholder of the Company and it is in this capacity that he nominates himself for election as a Director of the Company. Professor Douglas has provided the following professional biography:

Professor Douglas has over 40 years' of design, process, project engineering and management, commercial, corporate and leadership experience. Professor Douglas commenced his career at the Melbourne and Metropolitan Board of Works prior to joining engineering consultancy Sinclair Knight Merz (SKM) in 1978. Commencing in a technical role, he soon assumed leadership roles in Sydney before returning to Melbourne as Associate Director and Victorian Branch Manager in 1985. In 1995 he was appointed Managing Director Elect and Director of Marketing before becoming Chief Executive Officer and Managing Director in 1996. Between 1996 and 2011 he led a significant expansion of SKM locally and internationally, including more than 50 local and international mergers and acquisitions as well as developing strong client relationships with a number of major mining, contracting and government agencies.

Professor Douglas is a Professorial Fellow at Melbourne University School of Engineering and is currently the chairman of the Global Carbon Capture and Storage Institute and a non-executive director of Mount Gibson Iron Limited, Epworth HealthCare and the Beacon Foundation, having previously been a non-executive director of ConnectEast Ltd between 2009 and 2011 (prior to its acquisition by Horizon Roads Limited in late 2011) and SKM between 1990 and 2011.

Professor Douglas holds the following qualifications: BEng (Chem), MEng Sc, FAICD, CEng, FATSE, Hon Fellow of Eng. Aust.

The Board unanimously recommends that shareholders vote in favour of the election of Professor Douglas.

(c) Election of Mr. Alex WILLIAMS (Non-Executive Director)

Mr. Williams joined the Board of Calibre Group Ltd in May 2010 and is the Managing Director of First Reserve International Limited, with over 15 years' experience in the investment industry.

Prior to joining First Reserve, Mr. Williams was a Director at 3i PLC, an international private equity firm and prior to that worked at J.P. Morgan in the Corporate Finance and Capital Markets groups.

Mr. Williams is currently a member of the Board, and the Nomination and Remuneration Committee of the Company.

Mr. Williams retires according to rule 8.1(d) of the Company's Constitution and offers himself for election.

The Board (with Mr. Williams abstaining) unanimously recommends that shareholders vote in favour of the election of Mr. Williams.

CALIBRE GROUP LIMITED ACN 100 255 623
EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

3(a) APPROVAL OF THE COMPANY'S EXECUTIVE EQUITY INVESTMENT PLAN ("EEIP")

Background

Subject to approval by the Company's shareholders (Shareholders) of resolution 3(a), the Company will adopt an employee share plan known as the Calibre Group Limited Executive Equity Investment Plan (EEIP), pursuant to which fully paid ordinary shares in the Company are purchased by certain senior executives of the Company using financial assistance given by the Company.

Why is approval being sought?

Broadly, ASX Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12-month period, unless the Company obtains shareholder approval for the issue or an exception applies.

Exception 9(b) in ASX Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to the issue of equity securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within 3 years before the date of issue.

The Company is seeking approval of the EEIP for the purposes of Listing Rule 7.2 exception 9(b) so that further grants of loan funded shares under the EEIP, and shares issued on vesting of those loan funded shares, will not reduce the Company's 15% capacity under Listing Rule 7.1.

The grant of any loan funded shares to a director of the Company will require specific approval under Listing Rule 10.14.

In addition the EEIP constitutes an 'employee share scheme' for the purposes of the Corporations Act as it provides for the acquisition (subject to vesting conditions) of shares in the Company. If an employee share scheme has been approved by resolution passed at a general meeting of the Company then any financial assistance that the Company might give to acquire its own Shares (e.g. the provision of an interest free loan) is exempted from the prohibition in section 260A of the Corporations Act. Therefore, as the provision of an interest free loan to Participants may be considered financial assistance for the purposes of the Corporations Act, the Board considers it desirable and appropriate to seek Shareholder approval under section 260(4) for the EEIP for the purposes of section 260A.

Accordingly, resolution 3(a) seeks the approval of Shareholders to the EEIP for the purposes of section 260C(4) of the Corporations Act and for all other purposes. A copy of the full rules of the EEIP is available from the Company on request.

Chairman's Intentions

The Chairman intends to vote all available proxies in favour of Resolution 3(a).

Please see overleaf for a summary of the EEIP.

CALIBRE GROUP LIMITED ACN 100 255 623
EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

Key features of the EEIP

It is proposed that Mr. Reichler and other senior executives (Participants) selected by the Company's Board will be offered the opportunity to participate in the EEIP. Awards under the EEIP are economically equivalent to an award of options.

The details of the plan are described below. In summary, Participants are permitted by the Company to purchase a specified number of Shares which are held in trust for three years. At the end of three years, to the extent that the Company has achieved financial performance and / or share price hurdles, the Participant will be permitted to repay the loan on those Shares which have vested and are 'in the money'. The value to the Participant will be the gain on the share price from date of purchase to the date of repayment of the loan. Any gain will ultimately be funded by the market.

Details of plan operation

As at a date determined by the Board (Grant Date), Participants will "purchase" (whether by way of market purchase or allotment) fully paid ordinary shares in the Company (Loan Funded Shares) at market value, with the purchase price "loaned" by the Company (Loan). The Loan will be interest-free (unless the Board determines otherwise) and limited recourse in accordance with the loan terms and the rules governing the EEIP (Plan Rules).

The EEIP has been designed to support the achievement of the Company's business strategy by linking executive rewards to improvements in the financial performance of the Company and aligning the interests of executives with those of Shareholders. The Loan Funded Shares cannot vest until achievement of the financial performance conditions and / or share price hurdles. The number of Loan Funded Shares that ultimately vest will be pro-rated based on achievement of threshold or target levels of performance. In addition, Participants will only realise any value if the shares are 'in the money' i.e. to the extent that the share price of the Company (plus any dividends which may be paid to Shareholders) exceeds the market value at which the Loan Funded Shares were purchased.

To the extent vesting is achieved, the Plan Rules require the relevant portion of the Loan to be repaid before a Participant can sell his or her Shares. Repayment of the loan is essentially a capital raising for the company.

Vesting Conditions of Loan Funded Shares

The Board has the discretion to impose such vesting conditions in relation to the Loan Funded Shares as it deems appropriate (Vesting Conditions).

For the purposes of the Grant Date in FY2015, it is intended that Loan Funded Shares will vest on the third anniversary of the Grant Date (such 3-year period being a Vesting Period), subject to the Participant's continuing employment with the Company and its subsidiaries. In addition, there are two separate pathways to vesting – the first is the achievement of a set of financial performance measures and the second is achieving share price hurdles. The total number of Loan Funded Shares that vest will be the higher of the outcomes produced by each pathway.

Restrictions on Disposal of Loan Funded Shares

Each Participant's Loan Funded Shares are subject to disposal restrictions, such that the Loan Funded Shares may not be disposed of until both:

- The Vesting Conditions have been satisfied; and
- Any outstanding Loan balance has been repaid, or the Participant makes arrangements acceptable to the Company to repay the Loan.

Forfeiture of Loan Funded Shares

Forfeiture conditions apply at all times to shares while each Participant holds Loan Funded Shares such that the Participant will forfeit his or her interest in the Loan Funded Shares where the Participant is determined by the Board to:

1. Be a 'Bad Leaver' (as defined below);
2. Be in breach of any terms of the Loan; or
3. Fail to satisfy the Vesting Conditions.

CALIBRE GROUP LIMITED ACN 100 255 623
EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

What happens if the Participant ceases employment with the Company?

If a Participant ceases employment with the Company and its subsidiaries, the Board will determine the category of 'Leaver' that into which the Participant falls, and will make a determination in respect of vesting and/or forfeiture of the Loan Funded Shares held by that Participant. The Board will retain discretion in respect of such determinations.

Source of Loan Funded Shares and Enforcement of Plan Rules

Loan Funded Shares may be issued to the Participant or purchased on-market, at the discretion of the Board. The Loan Funded Shares of each Participant will be held in an Employee Share Trust until such time as the Vesting Conditions applicable to those Loan Funded Shares are satisfied. On satisfaction of those conditions and repayment of the Loan, the trustee of the Employee Share Trust may, at its discretion, transfer the Loan Funded Shares to the Participant or dispose of the Loan Funded Shares and provide any proceeds of the disposal to the Participant.

Loan Terms

The full terms and conditions of the Loan will be detailed in the Loan Agreement between the Participant and the Company.

The Loan commences on the Grant Date and, subject to the Board's discretion to permit the Loan to continue for a further specified period, must be repaid by the earliest of the following:

- a) expiry of the Term of the Loan which is seven years from the Grant Date;
- b) the date the Participant ceases employment with the Company;
- c) the date the Shares are forfeited;
- d) the date the Board determines any of the Vesting Conditions will not be satisfied;
- e) the date that a Change in Control will occur, or is likely to occur; or,
- f) the date, other than above, that the Participant and the Company agree to in writing.

The Loan is interest free (unless the Board determines otherwise) and limited recourse. Limited recourse means the repayment amount will be the lesser of the outstanding Loan value and the market value of the Loan Funded Shares that were acquired using the Loan. If the Participant's Loan Funded Shares are of lower value than the Loan balance at the time that he or she is required to repay the Loan, that Participant's Loan Funded Shares will be disposed of at market value and the proceeds applied in full satisfaction of the Loan obligations. In this situation, there is no gain to the Participant.

The Participant may repay the Loan before the end of the 7 year Loan Term. To the extent Shares have vested, the relevant portion of the Loan must be repaid in full (or arrangements for the repayment of the Loan entered into to the satisfaction of the Board), before the Loan Funded Shares can be disposed of.

If dividends are paid by the Company on the Participant's Loan Funded Shares, the Company will apply the after tax value of the dividends to the repayment of the Loan.

When the Loan is due for repayment, the Company may sell or buy-back some or all of the Participant's Loan Funded Shares to satisfy the outstanding Loan balance. The proceeds from any sale or buy-back of the Loan Funded Shares will be applied to repay the outstanding Loan balance and any excess funds after costs and expenses will be returned to the Participant if he or she is entitled to them under the terms of the Plan Rules and the Loan.

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EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

RESOLUTION 3(b) – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE EEIP

The Corporations Act restricts the benefits that can be given to persons who hold a ‘managerial or executive office’ (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate (the Group).

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office in the Group if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term “benefit” has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the EEIP.

Specifically, where a participant in the EEIP has left employment before their loan funded shares have vested, the Board may exercise its discretion to determine that some or all of the loan funded shares will vest and to determine the basis on which vesting will occur, having regard to the relevant performance hurdles at the time the participant leaves employment with the Group. The Board does not, however, have discretion to vest any unvested loan funded shares if the participant has been dismissed for fraudulent or dishonest behaviour. In those circumstances, the participant’s unvested loan funded shares will lapse.

The exercise of these discretions may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

Shareholder approval sought

The Company is therefore seeking shareholder approval for the exercise of the Board’s discretion in respect of any current or future participant in the EEIP who holds:

- (a) a managerial or executive office in the Group at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) loan funded shares under the EEIP at the time of their leaving.

Provided shareholder approval is given, the value of these benefits will not be counted towards the cap in the termination benefits that can be given to a participant without shareholder approval.

The Board’s current intention is that it would only exercise this discretion in a ‘Good Leaver’ scenario. The Board will determine if a participant is a “Good Leaver”, which could include a person whose employment ceases in certain defined circumstances such as death, ill-health, or permanent disability.

Value of the benefits

The value of the termination benefits that the Board may give under the EEIP cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company’s share price at the time of vesting and the number of loan funded shares that the Board decides to vest.

The following additional factors may also affect the benefit’s value:

- (a) the participant’s length of service and the portion of any relevant performance periods that have expired at the time they leave employment;
- (b) the participant’s total fixed remuneration at the time grants are made under the EEIP and at the time they leave employment; and
- (c) the number of unvested loan funded shares that the participant holds at the time they leave employment.

Chairman’s intentions

The Chairman intends to vote all available proxies in favour of Resolution 3(b).

3(c) APPROVAL OF MR. REICHLER'S PARTICIPATION IN THE EEIP

In accordance with the ASX Listing Rules and the Corporations Act, Shareholders are asked to approve the participation by Mr. Peter Reichler, a Director of the Company, in the EEIP.

Under ASX Listing Rules 10.14 and 10.15B, the acquisition of securities by a Director under an employee incentive scheme requires shareholder approval unless the shares acquired under the scheme are to be purchased on market or the scheme requires the shares to be purchased on market.

Equity participation is an established practice in Australia as part of the remuneration of senior executives. If no equity was issued, the cash remuneration of Mr. Reichler may have to be increased. Issuing shares under the EEIP is considered a preferable alternative as, just like with options, the recipient benefits if the Company's share price increases – in which case all Shareholders also benefit. This part of Mr. Reichler's remuneration is therefore related to the longer-term performance of the Company.

Mr. Reichler's participation in the EEIP is conditional on the passing of Resolution 3(a).

In accordance with ASX Listing Rule 10.15 and the Corporations Act, the following information is provided in relation to Mr. Reichler's participation in the EEIP.

Please refer to the table overleaf:

CALIBRE GROUP LIMITED ACN 100 255 623
EXPLANATORY MEMORANDUM TO SHAREHOLDERS CONTINUED

Names of the allottees or the basis upon which allottees will be identified or selected:	Mr. Peter Reichler, Director.
Mr. Peter Reichler's total remuneration package:	<p>Mr. Reichler's annual total remuneration package for FY15 is \$1,108,000. This is comprised of:</p> <ul style="list-style-type: none"> - Total fixed remuneration of \$750,000 - A short-term incentive opportunity of \$225,000 for achieving target performance - A long-term incentive opportunity (annualised) of \$133,000 at target <p>The long-term incentive opportunity was determined based on an analysis of Mr. Reichler's total remuneration package and having regard to Mr. Reichler's contribution to the Company.</p>
Maximum number of securities to be issued and loan value:	<p>Mr. Reichler will purchase up to a maximum of 2,500,000 Loan Funded Shares, as approved by the Board.</p> <p>The exact value of the loan to purchase Loan Funded Shares (Loan Value) will be known once the Board determines the Grant Date (purchase date), based on a 5 day VWAP of the Company's shares on the ASX up to and including the Grant Date. As an illustration, based on a 5 day VWAP up to and including 20 October 2014 of \$0.39, it is estimated that the Loan Value would be \$975,000.</p>
The date by which the entity will issue the securities:	<p>It is intended that Loan Funded Shares will be issued to Mr. Reichler as soon as is practical after the Company's 2014 AGM is held.</p> <p>In any event, the Grant Date will be no later than 12 months after the date of the Company's 2014 AGM (or such longer period of time as the ASX may in its discretion allow).</p>
Price at which the securities will be issued:	The 5 day VWAP of the Company's shares on the ASX up to and including the Grant Date.
Terms of the securities:	Mr. Reichler's Loan Funded Shares will be granted subject to the same conditions as those that apply to other Participants, as outlined in the Explanatory Memorandum for Resolution 3(a) set out above.
Terms of any loan in relation to the acquisition of Loan Funded Shares:	The terms of the Loan granted to Mr. Reichler will be subject to the same conditions as those that apply to other Participants, as outlined in the Explanatory Memorandum for Resolution 3(a) set out above.
Use (or intended use) of the funds raised:	The funds raised (upon repayment of the loan) will be used for working capital.
Mr. Reichler's existing interest in the Company:	Mr. Reichler or his related parties at the date of this notice holds 602,201 ordinary shares in the Company which represents approximately 0.17% of the total issued shares in the Company.
Maximum extent of voting power in the Company after the issue of shares:	<p>The acquisition of Loan Funded Shares by Mr. Reichler is expected to have a small dilutionary effect on existing shareholders' interests. Notably, no dilution can occur prior to the start of Year 4, i.e. prior to the Shares vesting and repayment of the loan.</p> <p>At the date of this notice, the Company has 347,889,754 ordinary shares on issue.</p> <p>Based on the illustration above, if 2,500,000 Shares are granted to Mr. Reichler, then Mr. Reichler would hold approximately 0.9% of the issued shares in the Company (assuming he ultimately vests in 100% of these Shares).</p>
Trading history of the Company's shares on the ASX in the 12 months to 22 October 2014:	<p>Highest: \$0.56 on 21 February 2014</p> <p>Lowest: \$0.305 on 12 November 2013</p> <p>Last: \$0.39 on 22 October 2014</p>
Information required under ASX Listing Rule 10.15.4	To date, no securities have been issued under the EEIP.
Information required under ASX Listing Rule 10.15.4A	No other directors of the Company are eligible to participate in the EEIP.

Chairman's intentions

The Chairman intends to vote all available proxies in favour of Resolution 3(c).

4 REMUNERATION REPORT

The Remuneration Report is set out on pages 33-41 of the Company's 2014 Financial Report dated 30 June 2014, published as part of the Company's 2014 Annual Report. The purpose of this Report is to:

- describe the relationship between the Company's remuneration policy and the Company's performance; and
- detail the remuneration arrangements for each Director of the Company and other Key Management Personnel.

The vote on the Remuneration Report is 'advisory' only and will not bind the Company or the Directors, as stipulated within the Corporations Act. However, the Company takes the views of the shareholders on this point seriously, particularly when developing future remuneration policies.

CORPORATE DIRECTORY

Calibre Group Limited

ACN 100 255 623

DIRECTORS

Ray Horsburgh AM
Alex Williams
Brian MacDonald
Geoff Tomlinson
Peter Housden
Peter Reichler
Ray Munro

COMPANY SECRETARY

Michael Silbert

HEAD OF CORPORATE AFFAIRS & INVESTOR RELATIONS

Chloe Shorten

REGISTERED OFFICE

Calibre Group Limited
Level 2, 50 St George's Terrace
Perth, Western Australia 6000

PRINCIPAL PLACE OF BUSINESS

Calibre Group Limited
Level 2, 50 St George's Terrace
Perth, Western Australia 6000

SHARE REGISTRY

Link Market Services Limited
Level 4 Central Park
152 St George's Terrace
Perth Western Australia 6000

AUDITORS

Deloitte Touche Tohmatsu
Woodside Plaza
Level 14, 240 St Georges Terrace
Perth, Western Australia 6000

SOLICITORS

Herbert Smith Freehills
GPO Box U1942
Perth, Western Australia 6845

BANKERS

Australia and New Zealand Banking Group Limited
18/100 Queen Street
Melbourne, Victoria 3000



LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail:
Calibre Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Calibre Group Limited (ABN 44 100 255 623) and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐the Chairman
of the Meeting
(mark box)

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

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 2:00pm on Thursday, 27 November 2014 at the 2nd Floor, 50 St George's Terrace, Perth, WA (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolutions

2(a) Election of Mr Alex Krueger

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2(b) Election of Professor Paul Douglas

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2(c) Election of Mr Alex Williams

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3(a) Approval of the Calibre Group Limited Executive Equity Investment Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3(b) Approval of benefits under the Calibre Group Limited Executive Equity Investment Plan to an executive or manager upon ceasing to hold office

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3(c) Approval of the participation of Mr Peter Reichler in the Calibre Group Limited Executive Equity Investment Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 That the Remuneration Report for the year ended 30 June 2014 be adopted

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

CGH PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

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

Signing Instructions

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Tuesday, 25 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Calibre Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

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