



AWE LIMITED

ABN 70 077 897 440

**Level 16, 40 Mount Street
North Sydney NSW 2060**

10 October 2014

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to attend the Annual General Meeting ("AGM") of AWE Limited (the "Company") which has been scheduled as follows:

- **Date – Thursday, 20 November 2014**
- **Time – 10:30am (Sydney Time)**
- **Venue – Museum of Sydney, corner Bridge and Phillip Streets, Sydney, New South Wales**

Enclosed with this letter is a Notice of Meeting and proxy form detailing the business to be dealt with at the AGM. Also enclosed is an instruction form to enable shareholders to ask questions of the Chairman or Auditors of the Company.

For those shareholders who have not elected to receive a printed copy of the Company's 2014 Annual Report, an electronic version is available on the Company's website at: www.awexplore.com.

The AGM will also be webcast live on the Company's website.

ATTENDANCE AT THE MEETING

If you decide to attend the AGM, please bring this letter and your proxy form with you to facilitate registration for the AGM.

If you are unable to attend the AGM, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) so that it is received by 10:30am (Sydney Time) on Tuesday, 18 November 2014. Alternatively, you can cast your vote online before 10:30am (Sydney Time) on Tuesday, 18 November 2014 by following the instructions on the proxy form.

I look forward to your attendance at the AGM.

Yours sincerely

**Bruce J Phillips
Chairman**

**Notice of Annual General Meeting
AWE Limited
ABN 70 077 897 440**

NOTICE is hereby given that the Annual General Meeting of members of **AWE Limited** (the “Company”) will be held at the **Museum of Sydney, corner Bridge and Phillip Streets, Sydney, New South Wales on Thursday, 20 November 2014 at 10:30am (Sydney time).**

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the Annual Financial Report and the Reports of the Directors and Auditors for the year ended 30 June 2014.

Resolution 1: Remuneration Report

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

The Remuneration Report for the year ended 30 June 2014 is adopted.

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

Resolution 2: Election of Directors

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

- (a) *Mr Bruce Phillips is re-elected as a director.*
- (b) *Mr David McEvoy is re-elected as a director.*

Resolution 3: Grant of Cash Share Rights to Mr Bruce Clement

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

The grant of 365,552 cash share rights vesting 30 June 2017 to Mr Bruce Clement is approved generally and approved for the purpose of Listing Rule 10.14 (insofar as shares are to be issued on vesting of the rights).

Resolution 4: Increase Non-Executive Director Pool

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

That in accordance with Clause 20.1 of the Constitution of the Company and ASX Listing Rule 10.17, the maximum aggregate amount which can be paid to non-executive directors of the Company be increased by \$300,000, from \$900,000 to \$1,200,000 (all amounts inclusive of superannuation) per annum.

OTHER BUSINESS

To deal with any other business that may be raised at the Annual General Meeting in accordance with the Constitution of the Company and the Corporations Act.

Dated this tenth day of October 2014.

By order of the board.

**Neville F Kelly
Company Secretary**

Note: The Explanatory Memorandum and Voting Exclusion Statement forms part of the Notice of Annual General Meeting and should be read in conjunction with it.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the shareholders of AWE Limited to provide information about the items of business to be considered at the Annual General Meeting ("AGM") of shareholders to be held on Thursday, 20 November 2014 at 10:30am (Sydney Time).

Entitlement to vote

For the purposes of the Corporations Act, the Company has determined in respect of the meeting that all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7pm (Sydney Time) on Tuesday, 18 November 2014 ("**Entitlement Time**").

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting.

Proxies

To be valid, proxies or electronic voting instructions must be received by the Company's share registry, Computershare Investor Services Pty Limited ("Computershare") before **10:30am** (Sydney Time) on **Tuesday, 18 November 2014** ("**Voting Deadline**").

Proxies can be submitted in one of the following ways:

- by post in the pre-addressed envelope provided;
- by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- by hand delivery to Computershare at Level 4, 60 Carrington Street, Sydney, NSW, 2000; or
- on-line by following the instructions on the Proxy Form enclosed with this Explanatory Memorandum.

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint up to two proxies and may specify the percentage of votes each proxy is appointed to exercise.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney must be received by Computershare by the Voting Deadline, unless this document has previously been lodged with Computershare.

Accounts and Reports

No resolution is required for this item, but shareholders will be given reasonable opportunity at the meeting to ask questions or make comments on the management and operations of the Company.

Similarly, **a reasonable opportunity will be given to shareholders to ask the Company's external auditors**, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

You can also submit written questions to the Chairman or the Company's auditors by following the instructions on the form provided with this Notice of Meeting. All questions must be received at least five (5) business days before the meeting, that is, by no later than 7pm (Sydney time) on Thursday, 13 November 2014.

During the course of the meeting the Chairman will endeavour to address as many of the more frequently raised written questions as possible and where appropriate, will give Ernst & Young the opportunity to answer written questions submitted to the auditor.

Resolution 1: Remuneration Report

The Remuneration Report, which forms part of the Directors' Report and details the Company's remuneration policies, is set out on pages 40 to 54 of the Company's Annual Report.

Changes to remuneration structures

As noted in the Remuneration Report, refinements to remuneration arrangements to be introduced with effect from the June 2015 financial year include:

(a) Deferral and Clawback of Performance – Based Remuneration

Scope

- A deferral and clawback policy has been adopted for performance-based remuneration which applies to the managing director and senior executives;
- The policy is to apply on a prospective basis for Short-Term Incentives ("STI") and Long-Term Incentives ("LTI") awards granted from July 2014; and
- The Board (or delegated committee of the Board) has the discretion and authority to make determinations under this policy.

Application

- Clawback can include reduction, clawback or cancellation of awards;
- Clawback applies to both vested awards which have been deferred and awards granted but not yet vested; and
- Once an STI or LTI award is vested, 50% of that award will be deferred for a period of 12 months and will be subject to clawback.

Clawback Circumstances

- Serious misconduct;
- Material misstatement in AWE's financial statements; or
- Material error or miscalculation that results in the award of performance based remuneration that would not have otherwise been awarded.

(b) Relative Total Shareholder Return ("TSR") Comparator Group

AWE acknowledges that an inherent difficulty in determining appropriate peer group companies to be included in the comparator group of companies for Relative TSR purposes is that over the testing period of three years this peer group of companies can change. These changes could be caused by a number of factors including companies no longer being listed on ASX or when better performing companies subsequently gain entry to the nominated ASX index, or alternatively when poorer performing companies are no longer included in the nominated ASX index.

Accordingly for grants of rights for the three year period commencing from 1 July 2014, the Board has determined that the comparator group of companies to be used in determining Relative TSR performance will be upstream oil and gas companies in the ASX Energy 300 Index at the end of the measurement period in 30 June 2017. The TSR performance of these comparator companies over the three year period will be measured at the end of the three year period to determine the relative performance of the Company.

This vote is advisory only and does not bind the Directors or the Company but shareholders will be given reasonable opportunity to ask questions and to make comments on the Remuneration Report. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

The Directors recommend that you vote in favour of this ordinary resolution.

Resolution 2 (a): Re-Election of Director – Mr Bruce Phillips

Term:	Independent non-executive director since November 2009 and non-executive Chairman since November 2010.
Independent:	Yes
Committees:	Member of the People Committee.
Directorships:	Currently a non-executive director of AGL Energy Ltd and non-executive chairman of Platinum Capital Ltd. Formerly a non-executive director of Sunshine Gas Limited.
Qualifications:	BSc (Hons) Geol
Experience:	<p>Mr Phillips is a petroleum explorationist who has more than 30 years of technical, financial and managerial experience in the upstream energy sector of the oil and gas industry. He has broad domestic and international exploration and production experience throughout Australia, South East Asia, Africa and South America. He is an active member of PESA and the Australian Society of Exploration Geophysicists.</p> <p>Mr Phillips was founder and Managing Director of AWE and retired as Managing Director in August 2007. His technical, commercial, strategic and leadership skills are highly regarded in the industry and he is extremely well qualified to continue in the role of both director and Chairman.</p>

Mr Phillips retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a director of the Company.

The Directors (excluding Mr Phillips) recommend that you vote in favour of this ordinary resolution.

Resolution 2 (b): Re-Election of Director – Mr David McEvoy

Term:	Independent non-executive director since June 2006.
Independent:	Yes
Committees:	Chair of Sustainability Committee and member of Audit and Governance Committee.
Directorships:	Currently a non-executive director of Woodside Petroleum Ltd and formerly a non-executive director of ACER Energy Limited (formerly Innamincka Petroleum Ltd) and Po Valley Energy Ltd.
Qualifications:	BSc (Physics), Grad Dip (Geophysics)
Experience:	<p>Mr McEvoy has a petroleum geoscience background with almost 40 years' experience in international exploration and development. He has held several senior executive positions in affiliates of ExxonMobil, most recently Vice President, Business Development in ExxonMobil Exploration Company from 1997 to 2002.</p> <p>Mr McEvoy has substantial domestic and international geoscience and commercial experience in the upstream oil and gas industry and provides an invaluable contribution to the Board.</p>

Mr McEvoy retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a director of the Company.

The Directors (excluding Mr McEvoy) recommend that you vote in favour of this ordinary resolution.

Resolution 3: Grant of Cash Share Rights to Mr Bruce Clement

Background

As more fully described in the Remuneration Report on pages 40 to 54 of the Company's Annual Report, the Company has adopted an Employee Cash Share Plan ("Plan") for the Managing Director, Senior Executives and all employees. The Plan is designed to generate long-term at-risk performance-based awards by the granting of cash share rights (or "rights") that may be converted, at the Board's discretion, into AWE shares, cash or other employee benefits.

While shareholder approval for a grant under the Plan is not required by the Corporations Act or the Listing Rules, the Board nevertheless believes it is appropriate as a matter of good corporate governance that any grants under the Plan to the Managing Director should be the subject of shareholder approval and that approval be sought now under Listing Rule 10.14 for the issue of shares to Mr Clement to give the Company the flexibility to issue shares in satisfaction of vested rights in the future.

Grants of rights to the Managing Director from 1 July 2014 are subject to deferral and clawback, as more fully described in the Explanatory Memorandum for Resolution 1.

The Board (excluding Mr Clement) is proposing that Mr Clement be granted rights vesting on 30 June 2017 as detailed in the section below dealing specifically with the grant to Mr Clement.

Plan Summary

Key elements of the Plan in respect of grants to the Managing Director are:

- grants are made each year;
- the grant is determined by the level of fixed remuneration and by taking into account Company performance in the previous financial year and is calculated by reference to the 30-day volume weighted average price ("VWAP") of the AWE share price in June of the grant year;
- grants have a vesting period of three years; and
- there are two types of rights with separate vesting criteria:
 - Absolute TSR rights; and
 - Relative TSR rights.

TSR = Total Shareholder Return being the percentage change over the relevant period in shareholder value due to share price movement and dividends assuming they are re-invested in AWE shares, as determined by the Board.

Note that Retention Rights are not granted to the Managing Director. The basis of calculation at the grant date and the criteria for vesting of each type of grant is as follows:

Absolute TSR Grants:

- each grant is calculated using the 30-day VWAP of AWE's share price in June of the grant year; and
- each grant vests according to the table below based on the Company's TSR over the three year vesting period to 30 June 2017:

Absolute TSR Rights granted for the three year period vesting 30 June 2017	
AWE TSR	% of rights to vest
< 8% pa compound	0
8% pa compound	25%
>8% and <10% pa compound	Pro rata
10% pa compound	50%
>10% and <12% pa compound	Pro rata
12% pa compound	100%

Relative TSR Grants

- each grant is calculated using the 30-day VWAP of AWE's share price in June of the grant year; and
- each grant vests according to the table below based on the Company's TSR relative to upstream oil and gas companies in the ASX300 Energy Index at 30 June 2017. Accordingly the TSR performance of these comparator companies will be measured at the end of the three year period to determine the relative performance of the Company:

Relative TSR Rights granted for the three year period vesting 30 June 2017	
AWE TSR relative to TSR of companies in S&P/ASX Energy Index at date of grant	% of rights to vest
< 50%	0
50%	25%
>50% and <90%	Pro rata
90% and above	100%

Vested rights entitle Mr Clement to a vested award which varies with the Company's future share price. Mr Clement may at any time after vesting request the Board to pay out vested rights and the Board may approve or decline the payout request. If not paid out in cash or other employee benefits at the time of vesting or request, at the discretion of the Board the entitlements may be satisfied by issue of shares or purchase and delivery of shares to the grantee either directly or through an employee share acquisition Trust (or "ESAT"). Note that there is currently no ESAT in place. The Board may determine to pay out vested rights at any time (whether or not the grantee has requested it be paid out).

The following table indicates the treatment of rights on termination of employment under the Plan for Mr Clement.

Termination Circumstance	Treatment of Right
Dismissal/termination for fraud, cause, or gross misconduct	Forfeit entitlements.
Resignation (other than as set out below)	Any and all opportunities in relation to the Cycle will be forfeited unless and to the extent otherwise determined by the Board. To the extent not forfeited, participation in the Cycle in respect of the Absolute TSR and Relative TSR Performance Measures, will continue on a pro rata basis as if the employee had remained an employee.
Resignation (including 'retirement') after 10 years of service with the consent of the Board.	If the date of termination falls after the end of the first year of the Measurement Period for the Cycle then participation in the Cycle in respect of the Absolute TSR and Relative TSR Performance Measures, continues on a pro rata basis as if the employee had remained an employee.
Company initiated termination without cause e.g. retrenchment and redundancy	If the date of termination falls within the first year of the Measurement Period for the Cycle then any and all entitlements in relation to the Cycle will be forfeited unless and to the extent otherwise determined by the Board. To the extent not forfeited, participation in the Cycle in respect of the Absolute TSR and Relative TSR Performance Measures, will continue on a pro rata basis as if the employee had remained an employee.
Death and Total Permanent Disablement	Participation in the Cycle continues in full until expiry.

Unvested rights at the time of a change-in-control would be closed off and the extent of vesting, if any, would be determined at the discretion of the Board. Vested rights would be paid out unless otherwise determined by the Board.

If the Board forms the opinion that a grantee has committed an act of fraud, defalcation or gross misconduct, the grantee forfeits all rights under the Plan including those that have become or could otherwise have become vested, provided they have not been paid out.

The maximum grant that may be made under the Plan to Mr Clement as a percentage of fixed remuneration are set out in the table below:

Rights granted for the three year period vesting 30 June 2017 (Maximum number as a percentage of Fixed Remuneration)			
Retention vesting condition	Absolute TSR vesting condition	Relative TSR vesting condition	Total
0%	50%	50%	100%

Grant to Mr Clement

Under recent changes to the Plan referred to in the Explanatory Memorandum for Resolution 1 the Board has determined, subject to shareholder approval, that 75% of the maximum rights entitlement be granted to Mr Clement as follows:

Fixed remuneration at 30 June 2014	\$899,891
30 day VWAP of AWE share price for June 2014	\$1.8463
Absolute TSR Rights to be granted as a percentage of fixed remuneration	37.5%
Relative TSR Rights to be granted as a percentage of fixed remuneration	37.5%
Number of Absolute TSR Rights	182,776
Number of Relative TSR Rights	182,776
Total number of Rights	365,552
Vesting Period	Three years to 30 June 2017

Vesting of these rights, if any, will entitle Mr Clement to an amount that will vary with the AWE share price at the time of vesting. The extent of vesting will depend upon the Company's Absolute TSR and Relative TSR performance over the vesting period as per the vesting tables described under the Plan Summary above. In effect and subject to the terms of the Plan, if the rights vest Mr Clement will be entitled to a monetary amount equal to the number of vested rights multiplied by the share price at the time of vesting or to acquire a number of shares equal to the number of vested rights.

This number of rights represents the maximum number of rights that can vest if all vesting conditions are fully satisfied. Note the rights granted to Mr Clement:

- are contracted rights and not securities unless and until such time as vesting occurs and the Board determines that shares are either to be issued or acquired to satisfy the vested contractual rights;
- accordingly, there are no inherent voting rights or rights to participate in new issues of securities by the Company pending vesting of the rights. Such rights would only arise should the rights vest and be satisfied by Mr Clement acquiring shares, in which case the rights acquired by Mr Clement would be the same as available to any other holder of shares in the Company; and
- in the event of bonus issues, rights issues or other capital reconstructions or similar event during the vesting period that may impact on the market value of an AWE share, under the Plan the Board may make such adjustments to the commencing share price used to calculate the value of the grant and therefore the number of rights granted as it sees fit, with the object of ensuring that Mr Clement is neither advantaged nor disadvantaged by the event or events. Any such adjustment would have regard to the application of the Listing Rules applicable to re-organisations.

For the purpose of Listing Rule 10.14, assuming approval is given to this Resolution 3:

- subject to any adjustment for bonus issues, rights issues or other capital reconstructions or similar events referred to above, the maximum number of AWE shares Mr Clement may acquire is 365,552 shares;
- the issue price of any securities acquired by Mr Clement by way of issue of shares in satisfaction of vested rights will be the market price of AWE shares at the time of vesting and will be issued for nil consideration;
- approval was previously granted under Listing Rule 10.14 for the following maximum issue of shares under the Plan:
 - 916,030 shares for rights vesting 30 June 2014 (granted under the 2012 annual remuneration cycle);
 - 331,474 shares for rights vesting 30 June 2015 (granted under the 2013 annual remuneration cycle); and
 - 427,475 shares for rights vesting 30 June 2016 (granted under the 2014 annual remuneration cycle).
 Each of the above were issued for nil consideration and the number issued are subject to adjustment in accordance with the Plan.
- all full-time and permanent employees of the AWE Group are eligible to participate in the Plan. However, Mr Clement is currently the only person entitled to participate in the Plan for whom approval is being sought under Listing Rule 10.14 (which if granted will mean that no approval will later be required under Listing Rules 10.11 or 10.14 for the issue of the relevant securities);
- there is a voting exclusion applicable to this Resolution 3 (refer below under the heading 'Voting Exclusion Statement');
- no loan is required for acquisition of shares by way of issue as the shares will be acquired using the proceeds of the contractual entitlements arising on vesting of the grants;
- details of securities issued under the Plan will be published in each Annual Report relating to a period in which securities are issued with approval under Listing Rule 10.14 together with a statement that approval for the issue of those securities was obtained under that Listing Rule;
- additional persons referred to in Listing Rule 10.14 who become eligible to participate in the Plan and require approval under Listing Rule 10.14 but are not named above, will not participate in an issue of securities under the Plan until approval is obtained under Listing Rule 10.14; and
- if securities are issued in satisfaction of a vested grant, they will be issued no later than 3 years after the date of the Annual General Meeting or last adjournment of the meeting (as applicable), at which this Resolution 3 is approved.

Mr Clement's remuneration currently comprises:

- fixed remuneration of \$926,888 per annum (inclusive of superannuation) reviewed annually on 1 July; and
- short-term performance benefits of up to 50% of his fixed remuneration (i.e. up to \$463,444) subject to satisfaction of Key Performance Indicators (**KPI's**) approved by the Board. For the 2015 financial year, these KPI's are based on a balanced scorecard approach and include corporate performance measures including delivery of base business (50%), strategy and growth (30%), and a 20% allowance for discretionary items. There are two reward bands. Achievement of target performance gives an entitlement to a benefit of 25% of fixed remuneration. Achievement in excess of target performance objectives gives an entitlement of up to a further 25% of fixed remuneration (for a total of 50%); and
- long-term performance benefits in the form of rights under the Plan, a description of which is referred to earlier; and
- both short-term and long-term performance related benefits granted from 1 July 2014 are subject to deferral and clawback as described earlier.

The directors (excluding Mr Clement) recommend that you vote in favour of this ordinary resolution.

Resolution 4: Remuneration of Non-Executive Directors

Clause 20.1 of the Constitution of the Company provides that the remuneration of the non-executive directors may not exceed in aggregate in any year the amount determined by shareholders. The Constitution also provides that this amount may be divided among the non-executive directors as determined by the board of directors of the Company. Further, ASX Listing Rule 10.17 provides that a listed company must not, without shareholder approval increase the total amount of non-executive directors' fees.

The current maximum aggregate amount which shareholders have approved to be paid to non-executive directors is \$900,000 per annum (inclusive of superannuation). This amount was approved by shareholders five years ago at the 2009 Annual General Meeting of the Company. Total aggregate fees actually paid to non-executive directors for the year ending 30 June 2014 amounted to \$875,404 (inclusive of superannuation).

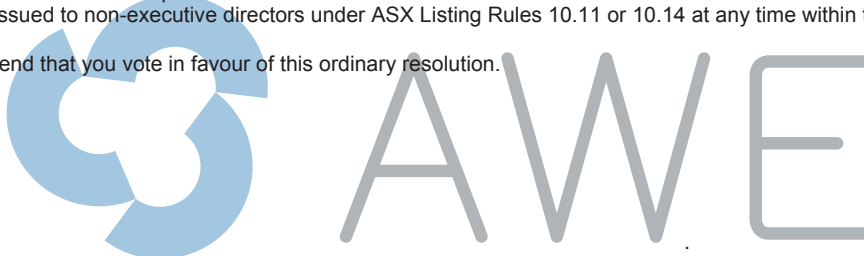
For the purpose of Clause 20.1 of the Constitution of the Company and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate amount which can be paid to non-executive directors by \$300,000, from \$900,000 to \$1,200,000 (all amounts inclusive of superannuation).

The increase will enable the Company, in the future, to provide for:

- Adequate financial incentives commensurate with the market to attract and retain suitably qualified and experienced directors to replace existing non-executive directors;
- Appropriate arrangements to be put in place to ensure a smooth transition on replacement of directors, including a period of overlap if required; and
- Increases in the number of non-executive directors in the future should it be considered appropriate.

Non-executive directors do not receive performance-based remuneration and do not receive termination benefits. Accordingly no securities have been issued to non-executive directors under ASX Listing Rules 10.11 or 10.14 at any time within the preceding 3 years.

The directors recommend that you vote in favour of this ordinary resolution.



Voting Exclusion Statement

Resolution 1: Remuneration Report

As required by the Corporations Act, no member of the Company's key management personnel, details of which are included in the Remuneration Report on pages 40 to 54 of the Annual Report, or a closely related party of any such member may vote on this Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution and the vote is not cast on behalf of any such member or closely related party of such member; or
- the person is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the management personnel for the Company.

Resolution 3: Grant of Cash Share Rights to Mr Bruce Clement

As required by the ASX Listing Rules, the Company will disregard any votes cast on the proposed Resolution 3 by Mr Clement or by any associate of Mr Clement. However, the Company need not disregard a vote on Resolution 3 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As required by the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 3 unless the person:

- votes a proxy appointed by writing that specifies how the person is to vote on the Resolution 3; or
- is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 3 and expressly authorises the chair to exercise the proxy even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

Resolution 4: Remuneration of Non-Executive Directors

As required by the Corporations Act, no director or a closely related party of any such member may vote on this Resolution 4 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution and the vote is not cast on behalf of any such member or closely related party of such member; or
- the person is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the management personnel for the Company.

General

It is the intention of the Chairman of the meeting to vote undirected proxies in favour of Resolutions 1, 3 and 4. In exceptional circumstances, the Chairman of the meeting may change their voting intention on any resolution, in which case an ASX announcement will be made.

Shareholders appointing a proxy who do not want the Chairman to vote for them or do not want the Chairman to vote in accordance with the Chairman's intentions on these Resolutions as stated above or as changed under exceptional circumstances, have the ability to:

- appoint the Chairman as proxy with a direction to cast votes contrary to the Chairman's stated voting intentions by instructing the Chairman to vote 'against' or to 'abstain' from voting on these Resolutions under 'Step 2' of the proxy form; or
- appoint a person other than the Chairman as proxy or attorney with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on these Resolutions (as the shareholder considers appropriate).



AWE Limited
ABN 70 077 897 440

All correspondence to:

Online:
www.investorvote.com.au

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

By fax:
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

For all enquiries call:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Questions from Shareholders

The Annual General Meeting (AGM) of AWE Limited will be held at the Museum of Sydney, corner Bridge and Phillip Streets, Sydney, NSW on Thursday, 20 November 2014 commencing at 10.30am.

A shareholder who is entitled to vote at the AGM may submit written questions to the Company or the Company's external Auditor in advance of the Meeting about the business of the Company or the Annual Report. You can also submit questions online at www.investorvote.com.au. If the question is directed to the external Auditor, it must be relevant to the:

1. conduct of the audit;
2. preparation and content of the Auditor's report;
3. accounting policies adopted by the Company in relation to the preparation of the financial statements; or
4. independence of the Auditor in relation to the conduct of the audit.

In the course of the AGM we intend to respond to as many of the more frequently asked questions as is practicable.

The envelope provided for the return of your voting form may also be used to submit your questions. You can also submit this form by facsimile to 1800 783 447 from within Australia or +61 3 9473 2555 from outside of Australia.

All questions either in writing, by facsimile, or online must be received by the registrar, Computershare Investor Services Limited, **before 7.00 pm on Thursday, 13 November 2014.**

Shareholder's Name

Securityholder Reference Number (SRN)

or

Holder Identification Number (HIN)

Question/s

Please tick

☒

if it is a question directed to the external Auditor

1 _____

☐

2 _____

☐

3 _____

☐



AWE Limited
ABN 70 077 897 440

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

Lodge your vote:

Online:
www.investorvote.com.au

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

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

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

Proxy Form



Vote and view the annual report online

- Go to 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: 9999999

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 10:30am on Tuesday, 18 November 2014

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 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

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of AWE 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 AWE Limited to be held at Museum of Sydney, corner Bridge and Phillip Streets, Sydney, New South Wales on Thursday, 20 November 2014 at 10:30am (Sydney Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 1, 3 and 4 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 Items 1, 3 and 4 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
1	Adopt the Remuneration Report for the year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a	Re-election of Mr Bruce Phillips as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b	Re-election of Mr David McEvoy as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Grant of Cash Share Rights to Mr Bruce Clement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Remuneration of Non-Executive Directors	<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 / /

AWE

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Computershare +