

NOTICE OF 2010 ANNUAL GENERAL MEETING

Norfolk Group Limited ACN 125 709 971

Notice is given that the Annual General Meeting of shareholders of Norfolk Group Limited (the Company) will be held at Cavalier Room, Christie Conference Centre 56 Berry Street, North Sydney on Wednesday 4 August 2010 commencing at 11:00 am (AEST).

AGENDA

A. Consideration of Reports

To receive and consider the financial report, the directors' report and the independent audit report of the Company for the financial year ended 31 March 2010.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the annual report. All shareholders can view the annual report, which contains the financial report for the year ended 31 March 2010 on the website of the Company (www.norfolkgl.com), from 30 June 2010.

B. Questions and Comments

Following the consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also give the auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the independent audit report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the Annual General Meeting and any written answer tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

C. Items For Approval

1. Re-election of Rodney Keller

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

“That Rodney Keller, who retires in accordance with clause 6.1(f) of the Company’s Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

2. Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of the Company:

“That, the Company’s Remuneration Report for the financial year ended 31 March 2010 (set out in the Directors’ Report) be adopted.”

By order of the Board



Fiona Lovell
Company Secretary
Norfolk Group Limited
15 June 2010

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Reg 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at 19:00 pm (AEST) on 2 August 2010 will be entitled to attend and vote at the Annual General Meeting as a shareholder.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting By Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Annual General Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than 11:00am (AEST) on 2 August 2010. Proxies must be received before that time by one of the following methods:

Online: Log onto the website www.linkmarketservices.com.au and click on "Proxy Voting" in the top right corner and follow the instructions. You will need to put your Security holder Reference Number (SRN) or Holder Identification Number (HIN), details and postcode.

By post: Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited
Level 12, 680 George Street
Sydney South NSW 2000

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company or Link Market Services Limited no later than 11:00am (AEST) on 2 August 2010 being 48 hours before the Annual General Meeting.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Annual General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

Shareholder Questions

If you wish a question to be put to the Chairman of the Annual General Meeting or auditor and you are not able to attend the Annual General Meeting, you may submit the question to the Registry prior to the meeting.

To allow time to collate questions and prepare answers, submitted questions are to be received by the Registry by 5:00pm, 28 July 2010.

EXPLANATORY NOTES

This Explanatory Statement has been prepared for the information of shareholders of the Company (shareholders) in relation to the business to be conducted at the Company's 2010 Annual General Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

All of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

ORDINARY BUSINESS

Resolution 1: Re-Election of Rodney Keller

Mr Rodney Keller retires by rotation pursuant to the Company's Constitution and, being eligible, offers himself for re-election as a Director. The Company's Constitution provides that one third of the non-executive directors of the Company must resign each year at the Annual General Meeting on a rotating basis. The

directors who resign are eligible to stand for re-election. Mr Abery is required to resign by rotation and will not be standing for re-election.

Mr Keller became Chairman of Norfolk on 7 April 2008. He has a Bachelor of Engineering (Mechanical) from the University of Sydney and is a Fellow of the Institute of Engineers, Australia. Mr Keller brings over 37 years experience in the engineering sector and has previously held management positions with Fletcher Construction Australia, the State Government of South Australia, Esso Australia, Woodside Petroleum and Santos and was Managing director of GPU International Australia from 1995 to 1999.

Mr Keller is currently Chairman of OSD Pipelines Limited and was Chairman of the GasNet Australia Group from its listing in 2000 to its takeover in 2006. Mr Keller is also currently a non-executive director of Alinta Energy Limited and Alinta Energy Services Limited and was previously a non-executive director of Macquarie Communications Infrastructure Limited, Macquarie Communications Infrastructure Management Limited, National Electricity Code Administrator and of Dyno Nobel Limited.

The Directors, with Mr Keller abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 Remuneration Report

Section 250R(2) of the Corporations Act 2001 requires the shareholders to vote on an advisory resolution that the remuneration report (the report) be adopted.

The report details the remuneration policy for the Company and reports the remuneration arrangements for key management personnel (identified for the purposes of the Accounting Standards) and other Norfolk employees. The report is available from page 54 in the Company's Annual Report.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the report.

The Directors recommend shareholders vote in favour of this advisory resolution.