



24 April 2014

## ASX RELEASE

# NOTICE OF AGM AND PROXY FORM

Attached are ROC's Notice of Annual General Meeting and Proxy Form. Copies are also available on ROC's website at:

<http://www.rocoil.com.au/Investor--Media-Centre/Announcements/>

ROC's 2014 Annual General Meeting will take place at 11.00 a.m. on Tuesday 27 May 2014 at the Australian National Maritime Museum, Darling Harbour, Sydney.

**Alan Linn**  
Executive Director  
& Chief Executive Officer

For further information please contact:

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# Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of the members of Roc Oil Company Limited (Company) will be held at 11am on Tuesday, 27 May 2014 at the Australian National Maritime Museum, 2 Murray Street, Darling Harbour, Sydney, NSW.

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Notice of Annual General Meeting	1
Information for Shareholders	2
Explanatory Statement	3

**Roc Oil Company Limited**

ABN 32 075 965 856

Level 18

321 Kent Street

Sydney NSW 2000

# Notice of Annual General Meeting

## Items of business

### Item 1. Annual Financial Report, Directors' Report and Auditor's Report

1. To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2013.

There is no requirement for shareholders to approve these reports.

### Item 2. Adoption of the Remuneration Report for Year Ended 31 December 2013

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

"That the Remuneration Report, which forms part of the Directors' Report for the year ended 31 December 2013, be adopted."

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

### Item 3. Directors

3. To elect Mr Graham Mulligan as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Graham Mulligan, retiring by rotation in accordance with the Constitution, and being eligible, be re-elected as a Director of the Company."

### Items 4 and 5. Approval of incentive grants to CEO

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

"That approval is given, for the purposes of ASX Listing Rule 10.14 and all other purposes, to grant rights to receive fully paid ordinary shares in the Company to the Company's Chief Executive Officer and Executive Director, Mr Alan Linn, as his long-term incentive grant for 2014 on the terms summarised in the Explanatory Statement to this Notice of Meeting."

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

"That approval is given, for the purposes of ASX Listing Rule 10.14 and all other purposes, to grant rights to receive fully paid ordinary shares in the Company to the Company's Chief Executive Officer and Executive Director, Mr Alan Linn, as the deferred component of his short-term incentive award for 2013 on the terms summarised in the Explanatory Statement to this Notice of Meeting."

By order of the Board of Directors



**Leanne Nolan**  
Company Secretary

8 April 2014

## Voting Exclusions

### Item 2

The Company will disregard any votes cast on the proposed resolution in Item 2:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the 2013 Remuneration Report, or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties,

Unless the vote is cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the proxy form; or
- by the Chair of the Meeting where he has been expressly authorised to do so.

### Items 4 and 5

The Company will disregard any votes cast on Items 4 and 5:

- by or on behalf of Mr Linn (being the only director entitled to participate in the Company's employee incentive plans) and any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties,

Unless the vote is cast as proxy for a person entitled to vote on Items 4 and 5:

- in accordance with a direction on the proxy form; or
- by the Chair of the Meeting where he has been expressly authorised to do so.

# Information for Shareholders

## Explanatory Statement

This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Statement. The Explanatory Statement forms part of this Notice of Annual General Meeting.

## Date for determining voting entitlements

The Directors have determined that for the purposes of the Corporations Act, the persons eligible to vote at the meeting will be those persons who are registered as a holder of shares in the Company as at 11.00am (Sydney time) on Sunday, 25 May 2014. Transfers registered after this time will be disregarded in determining entitlements to vote at the meeting.

## Appointment of Proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the shareholder's votes. A proxy does not have to be a shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the shareholder or his or her attorney in accordance with the directions on the proxy form.

To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address or fax number listed below not later than 48 hours before the time for holding the meeting, that is 11.00am on Sunday, 25 May 2014.

The proxy form can be lodged with either the Company or Computershare Investor Services Pty Ltd at the following addresses:

Company Secretary Roc Oil Company Limited	Computershare Investor Services Pty Ltd
Level 18 321 Kent Street Sydney NSW 2000	Level 4 60 Carrington Street Sydney NSW 2000
Fax: (02) 8023 2222	Fax: (03) 9473 2555

**To be valid the proxy form must be received by no later than 11.00am on Sunday, 25 May 2014.**

## Corporate Representatives

A company wishing to appoint a person to act as its representative at the meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or

- a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

## Proxy voting on Item 2 (Remuneration Report) and Items 4 and 5 (Incentive grants to CEO)

The key management personnel of the Company and their closely related parties will not be able to vote as your proxy on Items 2, 4 and 5 unless you tell them how to vote, or the Chair of the Meeting is your proxy. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Items 2, 4 and 5, otherwise they will not be able to cast a vote as your proxy on that item.

You can direct your proxy how to vote on an item of business (ie: to vote "for", "against" or "abstain") by marking the appropriate box opposite the item on the proxy form.

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Items 2, 4 or 5, by signing and returning the proxy form you will be taken to have expressly authorised the Chair of the Meeting to exercise the proxy in respect of those items even though the items are connected with the remuneration of the Company's key management personnel.

The Chair of the Meeting intends to vote all available undirected proxies in FAVOUR of Item 2, Item 4 and Item 5.

## Questions and comments by shareholders at the AGM

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to shareholders at the AGM 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 and the auditor's report.

Shareholders may also submit written questions to the Company's auditor relevant to the conduct of the audit and the auditor's report by posting the questions to the Company's registered office or by faxing them to (02) 8023 2222 to the attention of the Company Secretary. Please note that all questions must be received no later than five (5) business days before the AGM, that is, by no later than 5.00 p.m. on Tuesday 20 May 2014.

A list of qualifying written questions received will be made available at the AGM.

As stated above, the auditor will also be present at the AGM.

# Explanatory Statement

This Explanatory Statement has been prepared for the information of shareholders of Roc Oil Company Limited (Company) in connection with the business to be conducted at the Annual General Meeting (AGM) of shareholders to be held at the Australian National Maritime Museum, 2 Murray Street, Darling Harbour, Sydney NSW at 11:00am on Tuesday, 27 May 2014.

## Item 1: Financial Statements and Reports

This matter deals with the presentation of the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2013. In accordance with the Corporations Act 2001 (Cth) (**Corporations Act**), shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports and on the management of the Company.

During discussion of this item, the Company's auditor will be present and available to answer 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 financial statements or the independence of the auditor in relation to the conduct of the audit.

**No resolution is required to be moved in respect of this item of business.**

## Item 2: Remuneration Report

In accordance with the requirements of the Corporations Act, the Board is submitting its Remuneration Report for the year ended 31 December 2013 to shareholders for consideration and adoption.

The Remuneration Report sets out the remuneration policy for the Company and explains remuneration arrangements in place for executive and non-executive directors and senior management.

The Remuneration Report forms part of the Directors' Report and is set out in the Company's 2013 Annual Report which can be found on the Company's website, [www.rocoil.com.au](http://www.rocoil.com.au).

The Corporations Act requires each listed company to put to a vote at its AGM a non-binding resolution to shareholders to adopt the Remuneration Report. Whilst the vote on this resolution is advisory only and does not bind the Directors or the Company, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices.

During discussion on this item of business, there will be an opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

### Directors' Recommendation

**The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.**

## Item 3: Election of Mr Graham Mulligan

Item 3 seeks approval for the re-election of Mr Graham Mulligan as a Director of the Company who is retiring by rotation under Rule 6.1(f) of the Company's Constitution. Mr Mulligan is eligible to seek re-election under Rule 6.1(i).

Mr Mulligan is the principal of International Infrastructure Ventures Pty Ltd, an independent consulting company which specialises in providing advisory services to major projects in infrastructure, transport, resources and petroleum. Mr Mulligan holds both science and accountancy qualifications and has considerable experience as a senior executive in the international petroleum, infrastructure, transport and resources industries. This experience included over 16 years with the listed New Zealand Oil & Gas Limited Group as both a Director and senior executive. Mr Mulligan has held a number of other senior executive roles, including Chief Executive Officer of Port of Brisbane Corporation and Managing Director of Port Wellington Limited. He is a former Chairman of the Petroleum Exploration Association of New Zealand and is currently a Director of Chalmers Limited and has held director roles with other listed companies.

Mr Mulligan is a member of the Remuneration Committee, the Nomination Committee and the Audit and Risk Committee.

### Directors' Recommendation

**The Directors (other than Mr Mulligan) recommend that shareholders vote in favour of Mr Mulligan's election as a director of the Company.**

## Item 4 and Item 5: Approval of Incentive Grants to CEO

The Company is seeking shareholder approval for two grants of rights to acquire fully paid ordinary shares in the Company (**Rights**) to the Chief Executive Officer, Mr Alan Linn, being:

- his long-term incentive (**LTI**) grant for 2014; and
- the deferred component of his short-term incentive (**STI**) award for 2013.

All grants of Rights will be made under the Equity Incentive Plan (**Plan**), approved by the Board in 2013 to enable equity grants to be made to Mr Linn and other key executives on terms that take into account prevailing market practice and the circumstances of the Company from time to time. As the Rights form part of his remuneration package, they will be granted at no cost to Mr Linn, and no amount is payable on vesting if the vesting conditions are met.

If the applicable vesting conditions attaching to the Rights are satisfied, Mr Linn will be allocated one fully paid ordinary share in the Company for each vested Right without any further action required on his part. Shares may either be issued or acquired on-market to satisfy Rights that vest. Where vesting occurs during a closed period under the Company's Share Trading Policy, Shares will not be allocated until after the closed period.

In certain limited circumstances, the Board may use its discretion to settle the Rights in cash instead of Shares.

#### Item 4: Grant of LTI Rights

It is proposed that Mr Linn be granted 1,180,851 Rights as his LTI grant for 2014 (**LTI Rights**). This number has been determined by:

- multiplying Mr Linn's total fixed remuneration (**TFR**) (\$740,000) by 75% (being the percentage of Mr Linn's maximum STI award that is payable based on Mr Linn's performance during 2013); and
- dividing the resulting value (\$555,000) by the volume weighted average price (**VWAP**) of ordinary shares in the Company over the 5 trading days following the release of the full year results for 2013 (47 cps).

If approved, the LTI Rights will be granted shortly after the AGM (and, in any event, no later than 12 months after the meeting, that is prior to 27 May 2015). If not approved, the remuneration intended to be delivered by way of Rights will instead be delivered in cash on similar terms (including as to the performance hurdles).

#### Performance period

The performance period will be 1 January 2014 to 31 December 2016.

#### Performance hurdles

The LTI Rights will be tested in two tranches, each against a relative total shareholder return (**TSR**) hurdle.

TSR measures the growth in the Company's share price together with the value of dividends during the period, assuming that all those dividends are reinvested into new shares.

The first tranche, which is weighted at 60%, will be tested against a comparator group comprising those companies in the ASX200 Energy Index (as at 1 January 2014). The second tranche, which is weighted at 40%, will be tested against a smaller comparator group, comprising a selected sample of ASX listed oil and gas companies. Details of this comparator group are set out in the Remuneration Report contained in the Company's 2013 Annual Report. Each comparator group may be adjusted to take into account events during the performance period including but not limited to takeovers, mergers, de-mergers or de-listings.

The share prices used to calculate the TSR of a company for the performance period will be measured as follows:

- the opening share price will be the VWAP on the ASX of that company for the 30 trading days up to 31 December in the year preceding the year of grant (i.e. 31 December 2013); and
- the closing share price will be the VWAP on the ASX of that company for the 30 trading days ending on the last day of the performance period (i.e. 31 December 2016).

The percentage of LTI Rights in each tranche that vest, if any, will be determined by reference to the percentile ranking achieved by the Company over the performance period compared to the other entities in the relevant comparator group. Vesting under both tranches will be determined in accordance with the following scale:

Relative TSR ranking of ROC	% of LTI Rights in tranche that will vest
75th percentile or above	100%
Between 50th and 75th percentile	Progressive pro rata vesting from 50% to 100% (ie on a straight line basis)
50th percentile	50%
Below 50th percentile	NIL

Performance will not be re-tested if the performance conditions have not been met at the end of the performance period.

#### Treatment of LTI Rights on cessation of employment

Subject to the Board's discretion to determine otherwise:

- where Mr Linn resigns or his employment is terminated for cause, all unvested LTI Rights will lapse; and
- where Mr Linn is terminated for any other reason, a pro-rata portion of the unvested LTI Rights (based on how much of the performance period has elapsed) will remain on foot and subject to the original performance conditions and will vest or lapse in the ordinary course.

#### Item 5: Grant of STI Rights

Approval is also sought for grants of Rights as the deferred component of Mr Linn's STI award (**STI Rights**) for 2013.

It is proposed that Mr Linn be granted 387,209 STI Rights as the deferred component of his STI award for 2013.

Mr Linn's STI award for 2013 was determined by reference to a number of objectives relating to both Company and individual performance including:

- generation of future potential growth opportunities;
- appraisal, development and exploration;
- achieving reserve growth;
- meeting production targets;
- control of costs;
- operating and capital;
- meeting HSE targets;
- fiscal discipline;
- profitability and cash targets; and
- share price performance.

Mr Linn's performance was tested in February 2014 and, based on his performance against the relevant objectives, it was determined that he was entitled to 75% of his maximum STI, being \$333,000.

Of this amount, it is intended that 50% will be delivered in cash and 50% will be deferred into STI Rights which will be subject to a deferral period.

The number of STI Rights proposed to be granted (as set out above) was determined by dividing \$166,500 (being 50% of the STI awarded) by the VWAP of the Company's shares over the final 30 trading days of 2013 (43 cps).

If shareholder approval is obtained, the STI Rights will be granted shortly after the AGM (and, in any event, no later than 12 months after the meeting, that is prior to 27 May 2015). If not approved, the remuneration intended to be delivered by way of Rights will instead be delivered in cash on similar terms (including as to the deferral period).

If approved, Mr Linn's STI Rights for 2013 will be divided into 3 tranches and will be subject to the following deferral periods:

- Tranche 1 (50%)
  - deferral period ends 31 December 2014;
- Tranche 2 (40%)
  - deferral period ends 31 December 2015; and
- Tranche 3 (10%)
  - deferral period ends 31 December 2016.

Rights will vest shortly after the end of the relevant deferral period provided Mr Linn continues to satisfy the terms of grant.

#### **Treatment of STI Rights on cessation of employment**

Subject to the Board's discretion to determine otherwise:

- Where Mr Linn resigns or is terminated for cause, all unvested STI Rights will immediately lapse; and
- Where Mr Linn's employment is terminated for any other reason, it is intended that any unvested STI Rights will remain on foot until the end of the vesting period and will vest or lapse in the ordinary course.

#### **Terms applying to both LTI and STI Rights**

##### **Rights attaching to LTI and STI Rights**

The Rights do not carry any voting rights or entitlements to receive dividends during the vesting period.

In the event the Company makes a bonus issue or pro-rata rights issue to shareholders or undertakes a capital reorganisation, the Board may make any adjustments it considers appropriate to the terms of the Rights in order to minimise or eliminate any material advantage or disadvantage that results from any such action.

##### **Change of control**

In the event of a change of control, the Board may determine in its absolute discretion that some or all of the Rights available will vest, having regard to relevant factors and circumstances (including, in the case of LTI Rights, the portion of the performance period that has elapsed and the extent to which the performance conditions have been satisfied).

The Board may determine that no Rights vest, but rather that Mr Linn will be granted new Rights in replacement in respect of any body corporate determined by the Board (in which case shareholder approval may be required).

##### **No dealing of Rights**

Any dealing in respect of a Right is prohibited unless the Board determines otherwise or the dealing is required by law. "Dealing" includes sales, transfers, assignments, options, swaps and hedges relating to a security.

#### **Board discretion in relation to vesting of Rights**

Rights will lapse if Mr Linn commits an act of fraud, major negligence or misconduct, unless the Board determines otherwise.

In addition, the Board may at any time determine that some or all Rights will lapse if any situation arises prior to allocation of shares that, in the Board's view, should impact the assessment of performance. Such a situation may include material misrepresentations or misstatements in the Company's accounts.

#### **Other information relating to the incentive grants to Mr Linn**

- Mr Linn is the only director of the Company entitled to participate in the Plan.
- There is no loan scheme in relation to the Plan.
- Mr Linn was granted 977,358 LTI Rights and 355,400 STI Rights (at no cost) under the Plan following shareholder approval at the 2013 AGM.
- Further details of all Rights awarded to Mr Linn are provided in the Remuneration Report contained in the Company's 2013 Annual Report.

#### **Directors' Recommendation**

**The Directors (other than Mr Linn) unanimously recommend that shareholders vote in favour of the grant of Rights to Mr Linn.**



**Roc Oil Company Limited**  
ABN 32 075 965 856

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



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**Proxy Form**



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**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**



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

**For your vote to be effective it must be received by 11:00am (AEST) on Sunday 25 May 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 (where permitted) may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

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

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

**Voting restrictions for KMP:** Please note that if you appoint a member of the key management personnel of the Company (which includes directors and executives named in the Company's 2013 Remuneration Report) or one of their closely related parties as your proxy, they cannot vote on Items 2, 4 or 5 unless you direct them how to vote, or the Chair of the Meeting is your proxy. If the Chair of the Meeting is (or becomes) your proxy and you do not mark a voting box for Items 2, 4 or 5, by signing and returning the proxy form you will be taken to have expressly authorised the Chair of the Meeting to exercise the proxy in respect of those items even though the items are connected with the remuneration of the Company's key management personnel. The Chair of the Meeting intends to vote all available undirected proxies in favour of all items of business.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

**Attending the Meeting**

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

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

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



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

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Roc Oil Company Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 Roc Oil Company Limited to be held at the Australian National Maritime Museum, 2 Murray Street, Darling Harbour, Sydney NSW on Tuesday, 27 May 2014 at 11:00am (AEST) and at any adjournment or postponement of that Meeting.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related resolutions:**

Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), by signing and returning this form, I/we expressly authorise the Chair to exercise my/our proxy on Items 2, 4 and 5 as he sees fit (except where I/we have indicated a different voting intention below) even though Items 2, 4 and 5 are connected with the remuneration of a member of key management personnel, which includes the Chair.

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

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2, 4 and 5 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
Item 2 That the Remuneration Report for the year ended 31 December 2013 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To re-elect Mr Graham Mulligan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval to grant rights to Mr Alan Linn as his 2014 long term incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval to grant rights to Mr Alan Linn as his 2013 deferred short term incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_