



Cooper Energy

Cooper Energy Limited

ABN 93 096 170 295

## NOTICE OF ANNUAL GENERAL MEETING 2010

**Date of meeting**

Thursday, 4 November 2010

**Place of meeting**

The Langley Room, Novotel Perth Langley Hotel  
221 Adelaide Terrace, Perth WA 6000

# Notice of Annual General Meeting

<b>9.45 am</b>	Registration desk opens
<b>10.00 am</b>	Welcome by Chairman
<b>10.05 am</b>	Managing Director's Presentation
<b>10.25 am</b>	Questions
<b>10.40 am</b>	Commencement of Annual General Meeting

**Please join the Chairman, the Directors and senior executives of Cooper Energy for morning tea after the Annual General Meeting.**

This is an important document.

Please read it carefully and in its entirety.

If you do not understand it please consult with your professional advisers.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

Your Annual Report is available online, simply visit:

**[www.cooperenergy.com.au](http://www.cooperenergy.com.au)**

Notice is hereby given that the 2010 Annual General Meeting of Cooper Energy Limited (the Company) will be held at:

**Venue:** The Langley Room, Novotel Perth Langley Hotel, 221 Adelaide Terrace, Perth WA 6000  
**Day and Date:** Thursday, 4 November 2010  
**Time:** 10.40 am WST

## AGENDA

### BUSINESS

The Explanatory Statement which accompanies and forms part of this notice of meeting should be considered prior to members of the Company voting on the various matters to be considered at the meeting.

#### **To receive the Financial Report, Directors' Report and Auditor's Report**

To consider and receive the Financial Report together with the Directors' Report and the Auditor's Report for the period ended 30 June 2010.

### Resolutions

#### **1. Re-election of Mr Christopher R Porter as a Director of the Company**

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

"That upon his retirement by rotation in accordance with the Company's constitution, Mr Christopher R Porter be re-elected as a director of the Company."

#### **2. Adoption of the Remuneration Report**

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2010 be adopted."

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

### By Order of the Board



**Ian Gregory**  
**Company Secretary**  
**22 September 2010**

---

## BACKGROUND INFORMATION

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Statement forming part of this notice of meeting.

## GLOSSARY

Words defined in the Explanatory Statement have the same meaning when used in this notice of meeting unless the context requires otherwise. For assistance in considering the notice of meeting, the following words are defined here:

**AGM** means annual general meeting.

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

**Associate** has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691).

**Board** means all or some of the Directors acting as the board of Directors of the Company.

**Company** means Cooper Energy Limited ABN 93 096 170 295.

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

**Directors** means directors of the Company.

**Explanatory Statement** means the explanatory statement which accompanies this notice of meeting.

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

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

**Shareholder** means a registered holder of a Share in the Company.

**WST** means Western Standard Time, Perth, Western Australia.

## RECOMMENDATION

The Board believes that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Statement) unanimously recommend that Shareholders vote in favour of each of them.

## ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 5.00pm (WST) on Tuesday, 2 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## HOW TO VOTE

### Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at [www.computershare.com](http://www.computershare.com).

### Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf. 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 the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the reverse of the proxy form.

To be valid, your proxy form (and the power of attorney, "Certificate of Appointment of Corporate Representative" or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be mailed to or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001 Australia or facsimile number (Inside Australia) 1800 783 447 or (Outside Australia) +61 3 9473 2555** or to the Company's registered office at 288 – 292 Churchill Avenue, Subiaco, Western Australia 6008, facsimile number +61 (8) 9489 3799 at least 48 hours prior to the meeting (**10.40 am (WST), Tuesday, 2 November 2010**), or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions. Any proxy form received after that time will not be valid for the scheduled meeting.

## QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management and performance of the Company.

Mr Robert Kirkby of Ernst & Young, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010 (or his representative), will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- 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.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions by fax or to the address below by no later than 5.00pm (WST) on Wednesday, 27 October 2010.

**By mail** PO Box 1281, Subiaco, Western Australia 6904

**By fax** + 61 (8) 9489 3799

**In person** Registered Office – 288 – 292 Churchill Avenue, Subiaco, Western Australia 6008

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least 5 business days prior to the meeting, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2010. The Chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

# Explanatory Statement

## 1. RECEIPT OF FINANCIAL STATEMENTS

### To receive the Financial Report, Directors' Report and Auditor's Report

Section 317 of the Corporations Act requires the directors of the Company to lay before the AGM the financial report (including the remuneration report), the directors' report and the auditor's report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to the management and performance of the Company and the Annual Report but no formal resolution to adopt the reports will be put to Shareholders at the meeting (save for Resolution 2 in relation to the Remuneration Report).

## 2. RESOLUTION 1 – Re-election of Director

Clause 5 of the Company's constitution requires that at each annual general meeting of the Company, one third (or the number nearest to but not exceeding one third) of the directors and any director who has held office for three years or more must retire from office. A retiring director is eligible for re election. Mr Porter, being eligible, has offered himself for re-election.

### Re-election of Mr Christopher R Porter BSc (Honours, Geology), MSc, Stanford Executive Program

Mr Porter is a geologist with 48 years experience in the petroleum industry. He has worked internationally with companies including Australian Aquitaine, Phillips Petroleum, WMC and Santos Limited. Mr Porter consulted independently from late 1970 to early 1975, major clients being the Cooper Basin consortium, Woodside and AOG. Mr Porter initiated WMC's oil and gas section in early 1975, resigning as General Manager in late 1988, after having established reserves in the Cooper Basin and production in offshore WA, and offices in Adelaide, Perth and Houston. Mr Porter joined Santos Limited in early 1989 as Manager – Technical Services and left that position in July 2000 to pursue a career in consulting. Mr Porter has lectured at the Australian Mineral Foundation and Adelaide University. He was Chairman of the Geoscience Advisory Committee at the Australian School of Petroleum, Adelaide University from 1995 to 2007 and will resign from this Committee in December 2010 after 25 years of service. Mr Porter is also on the Committee of the South Australian branch of the Petroleum Exploration Society of Australia.

Mr Porter is a member of the Audit, Corporate Governance and Remuneration and Nomination Committees. He has been a Director since January 2002.

### Directors' Recommendations

The Board, with the exception of Mr Porter, unanimously recommends that you vote in favour of Mr Porter's re-election.

## 3. RESOLUTION 2 – Adoption of Remuneration Report

Section 250R of the Corporations Act requires that a resolution that the Remuneration Report be adopted must be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The remuneration report is set out on pages 18 to 29 of the 2010 annual report.

In accordance with section 250SA of the Corporations Act, the Chairman will allow members a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

# Please Complete and Return by Monday 25 October 2010

## GENERAL SHAREHOLDER QUESTIONS & ATTENDANCE ADVICE

Please complete the following details and return by facsimile to +61 8 9489 3799 or mail to the Company at PO Box 1281, Subiaco, WA 6904.

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Suburb: \_\_\_\_\_ State: \_\_\_\_\_ Postcode: \_\_\_\_\_

Telephone: \_\_\_\_\_ Shareholder Number: \_\_\_\_\_

### Attendance Advice:

☐ I will ☐ will not be attending the presentation on Thursday, 4 November 2010.

(please tick one)

### General Shareholder Questions

(to be addressed at the presentation prior to the annual general meeting)

---

---

---

---

---

---

---

---

---

---

Signature: \_\_\_\_\_ Date: \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_



Cooper Energy

288-292 Churchill Avenue  
Subiaco  
Western Australia 6008

PO Box 1281, Subiaco  
Western Australia 6904

**Telephone:** + 618 9489 3777

**Facsimile:** + 618 9489 3799

**[admin@cooperenergy.com.au](mailto:admin@cooperenergy.com.au)**  
**[www.cooperenergy.com.au](http://www.cooperenergy.com.au)**