



Notice of Annual General Meeting

The Annual General Meeting
of E&A Limited will be held at:

Level 7, 19 Gouger Street, Adelaide SA 5000
on Wednesday 27 November 2013
commencing at 11:30am.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of E&A Limited ("*the Company*") will be held at level 7, 19 Gouger Street Adelaide SA 5000, on Wednesday 27 November 2013 at 11:30am to conduct the following business:

A. Financial Report

To receive the Company's audited financial report and the reports of the directors and independent external auditors for the financial year ended 30 June 2013.

B. Resolutions

1. Remuneration Report

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

"That the remuneration report, forming part of the Company's 2013 Annual Report, for the financial year ended 30 June 2013 is adopted."

The vote on this item is advisory only and does not bind the Directors or the Company.

2. Director Re-Election

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

"That Mr Michael Terlet AO, being a Director retiring from office in accordance with Clause 40.2 of the Company's Constitution, and, being eligible offering himself for re-election, be re-elected as a Director of the Company."

"That Mr Mark Vartuli, being a Director retiring from office in accordance with Clause 40.2 of the Company's Constitution, and, being eligible offering himself for re-election,, be re-elected as a Director of the Company."

3. Approval of Prior Issue of Shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given to the allotment and issue of 7,300,000 ordinary shares in total in the Company at a price of \$0.69 per share as issued under the Placement to Institutions and Professional Investors during the 12 months prior to the date of this meeting, as referred to in the Explanatory Notes for this resolution."

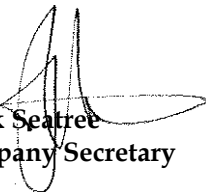
QUESTIONS:

The meeting will give members the opportunity to ask questions of the Directors regarding the Company's operations and to ask questions of the auditor relevant to the conduct of the audit, the audit report and the Company's accounting policies.

Attached to this Notice of Meeting is an Explanatory Memorandum setting out the details of each of the resolutions proposed above.

Unless otherwise defined, all defined terms used in this Notice of General Meeting shall have the same meaning as set out in the Explanatory Memorandum attached to this Notice of General Meeting.

By Order of the Board of Directors of the Company.


Mark Seatree
Company Secretary

NOTES TO SHAREHOLDERS

Voting:

Shareholders can vote in either of two ways:

- by attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by corporate representative; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice of Annual General Meeting.

Voting in person:

Shareholders who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that we may check the shareholding against the Company Share Register and note attendances.

In order to vote in person at the meeting, a corporation which is a Shareholder may appoint an individual to act as its representative. The appointment must comply with the requirements of section 250D of the *Corporations Act*. The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

Voting by proxy:

A PROXY FORM IS ATTACHED TO THE NOTICE

Shareholders who cannot attend the meeting are encouraged to participate by a proxy appointed in accordance with the following guidelines:

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies who need not be Shareholders.
 - The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise. Where more than one proxy is appointed, and if the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
 - If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as that person thinks fit.
 - If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the Shareholder's behalf on a show of hands or on a poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.
 - Shareholders who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions and the terms of this notice of meeting.
 - Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the original power of attorney itself, must be received by the Company in the above manner, time and place. If facsimile transmission is used, the power of attorney must be certified.
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Shareholders who are entitled to vote:

The Directors have determined that the shares of the Company which are listed for quotation on the ASX at 7.00pm on Monday 25th November are to be taken, for the purposes of determining voting entitlements at the meeting, to be held by the persons who held them at that time.

How the Chairman of the Meeting will vote undirected proxies:

Proxy appointments in favour of the Chairman of the meeting which do not contain a direction will be used to support each of the resolutions as described in this Notice of Annual General Meeting.

Any proxies held by the Chairman of the meeting on Resolution 1 for which the voting directions have not been completed in the proxy appointment will be treated as directed proxies as detailed below.

Proxies for which voting directions are not provided on Resolution 1 (Remuneration Report)

If you appoint the Chairman of the Meeting as your proxy in relation to Resolution 1, but do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite Resolution 1 on the proxy appointment, you will be directing the Chairman of the meeting to vote in favour of Resolution 1, and the Chairman of the meeting will vote in this way. If you wish to appoint the Chairman of the meeting as your proxy with a direction to vote against, or to abstain from voting on Resolution 1, you should specify this by completing the 'Against' or 'Abstain' box on the proxy appointment.

If you appoint any other Director of E&A Limited, any other of its key management personnel or any of their closely related parties and do not direct them how to vote, he or she will not vote on Resolution 1. Key management personnel of E&A Limited are the directors of E&A Limited and those other persons having authority and responsibility for planning, directing and controlling the activities of E&A Limited, directly or indirectly. The Remuneration Report identifies E&A Limited's key management personnel for the financial year to 30 June 2013. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

Voting Exclusions

The Company will disregard any votes cast on **Resolution 1** (in any capacity) by, or on behalf of, the following persons:

- a member of the key management personnel (**KMP**) (which includes each of the directors of the Company) whose remuneration is disclosed in the 2013 remuneration report; or
- a closely related party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) (**Closely Related Party**) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- the vote is cast by the person chairing of the Annual General Meeting and;
 - o the appointment does not specify how the proxy is to vote; and,
 - o the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The Company will disregard any votes cast on **Resolution 3** by any person who participated in the Placement and any associates of those persons.

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

- the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- the person chairing 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.

Lodging your proxy:

- To be effective, proxy forms may be lodged by either:
 - ❖ lodging it online at Link's website www.investorcentre.linkmarketservices.com.au. Choose E&A Limited from the drop down menu, enter the holding details as shown on the proxy form, and otherwise follow the instructions provided to appoint a proxy (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website).
 - ❖ posting or facsimile to E&A Limited's Share Registry as follows:

E&A Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309

- ❖ delivering it to Level 12, 680 George Street, Sydney NSW 2000, by 11:30am(AEDT) on Monday 25th November 2013. Proxy forms received after this time will be invalid.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolutions by marking either “**For**”, “**Against**” or “**Abstain**” for each of those items of business.

If you sign the enclosed Voting Form and do not mark the Box in Step 1, you will have appointed the Chairman of the meeting as your proxy.

E&A LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for and provides information on the resolutions to be considered by the shareholders at the Annual General Meeting to be held at 11:30am on Wednesday 27 November 2013 at Level 7, 19 Gouger Street, Adelaide 5000. Please read this Explanatory Statement carefully as it forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

A. FINANCIAL REPORT

To receive the financial report:

The Corporations Act requires that the financial report (including the directors' report, financial statements and the independent auditor's report) be laid before the Annual General Meeting. Although not requiring a vote of Shareholders, a reasonable opportunity will be provided at the meeting for shareholders to ask questions about or make comments on the management of the Company and to ask the auditor questions 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 addition to taking questions at the meeting, written questions to the Company's auditor about the content of the auditor's report and the conduct of the audit of the financial statements may be submitted up to five business days before the meeting to:

Mr David Sanders
Ernst & Young
121 King William Street
ADELAIDE SA 5000

B. RESOLUTIONS

1. REMUNERATION REPORT

To adopt the Remuneration Report:

Shareholders are asked to consider and adopt the Remuneration Report which has been prepared in accordance with the *Corporations Act* and forms part of the Directors Report for the financial year ended 30 June 2013.

A reasonable opportunity will be provided at the meeting for shareholders to ask questions about, or make comments upon the Remuneration Report. Under the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill" resolution) that another meeting be held within 90 days at which the Company's directors (other than the Executive Chairman) must go up for re-election.

The Company has not had a vote of 25% against the adoption of the remuneration report since the introduction of this requirement in the Corporations Act and as such the 2013 Notice of Meeting does not contain a Spill Resolution.

The Remuneration Report is available on the Company's website at www.ealimited.com.au.

Due to each Director having an interest in the outcome of Resolution 1, and for good governance, the Board refrains from making a recommendation to Members. In The Chairman intends to vote any undirected proxies in favour of this Resolution. Please refer to the Notes to Shareholders section for an explanation of voting exclusions applicable to this Resolution 1.

2. DIRECTOR RE-ELECTION

2.1 Background:

Under clause 40.2 of the Company's Constitution Mr Michael Terlet AO will retire by rotation at the Annual General Meeting. Mr Michael Terlet AO, being eligible, offers himself for re-election as a Director.

2.2 Recommendation:

The Board has considered Mr Michael Terlet's candidacy, both in respect of his individual merits and overall Board composition, and the Board, with Mr Terlet abstaining, now recommends the re-election of Mr Michael Terlet AO as a Director of the Company.

Mr Michael Terlet AO is a Non-executive Director and is considered by the Board to be independent in character and judgement.

The Chairman intends to vote any undirected proxies in favour of this Resolution.

2.3 Candidate Profile – Mr Michael Terlet AO

Mr Michael Terlet AO was appointed to the E&A Limited Board of Directors on 16 October 2007.

Michael Terlet AO is Chairman of ACHA Hospital Group, URA (formerly Land Management Corporation), Tidswell Financial Services Ltd, Operation Flinders Foundation, International Centre of Excellence in Water Resources Management and a director of Statewide Super, Business SA and Australian Centre for Plant Functional Genomics.

Michael was responsible for the formation and growth of Australia's largest private sector defence and aerospace company, AWA Defence Industries, from 1978 to 1992. In 1991, he was recognised and made an officer of the General Order of Australia for contributions to industry and export.

He has undertaken a number of directorships in both private and public companies and has served as Chairman of Australia's largest privately owned water company, United Water International Pty Ltd, Workcover, SA Centre for Manufacturing, Defence Manufacturing Council SA (MTIA), South Australian Small Business Advisory council, SDS Corporation Ltd and as President of the South Australian Employers Chamber of Commerce and Industry and the Engineering Employers Association.

Mr Terlet AO chairs the Nomination and Remuneration Committee.

3. DIRECTOR RE-ELECTION

3.1 Background:

Under clause 40.2 of the Company's Constitution Mr Mark Vartuli will retire by rotation at the Annual General Meeting. Mr Mark Vartuli, being eligible, offers himself for re-election as a Director.

3.2 Recommendation:

The Board has considered Mr Mark Vartuli's candidacy, both in respect of his individual merits and overall Board composition, and the Board, with Mr Vartuli abstaining, now recommends the re-election of Mr Mark Vartuli as a Director of the Company.

Mr Mark Vartuli is an Executive Director of the Company.

The Chairman intends to vote any undirected proxies in favour of this Resolution.

3.3 Candidate Profile – Mr Mark Vartuli

Mr Mark Vartuli was appointed to the E&A Limited Board of Directors on 26 July 2007.

Mark Vartuli is the Managing Director of Equity & Advisory and specialises in providing commercial advice in relation to capital raisings, mergers and acquisitions, divestments, infrastructure projects and corporate restructures.

Mark is an Executive Director of E&A Limited and sits on the board of its subsidiaries.

Over the past fifteen years Mark has acted as the commercial advisor on transactions involving the sale, purchase and valuation of businesses, infrastructure projects and corporate restructures which have a cumulative value in excess of \$5 billion.

Mark is also a retained advisor to a number of leading Australian private companies. Prior to joining Equity & Advisory in April 1998, Mark worked for Arthur Andersen in their Assurance and Business Advisory Division and is a Fellow of the Institute of Chartered Accountants and holds a Masters in Commerce.

4. APPROVAL OF PRIOR ISSUE OF SHARES

4.1 Background:

On 24 October 2013, E&A Limited announced to the market it had completed a Placement to Institutions and Professional Investors (**Placement**) by issuing 7,300,000 ordinary shares in total in the Company at a price of \$0.69 per share.

Under Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities are regarded as having been made with approval for the purpose of Listing Rule 7.1.

The resolution in Item 3 requires shareholders to ratify the allotment and issue of shares under the Placement so as to ensure that ASX Listing Rule 7.1 does not limit the Company's ability to issue further equity securities within the 15% limit in the next 12 months.

4.2 Information Required under ASX Listing Rule 7.5 Recommendation:

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of shares under the Placement:

Number of securities allotted:	7,300,000
Price at which the securities were issued:	\$0.69
Terms of the securities:	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares in the Company
Use of the funds raised	To pursue select acquisition opportunities that have been identified and strengthen the Company's balance sheet.

4.3 Recommendation

The Board recommends that shareholders vote in favour of this resolution. The Chairman intends to vote any undirected proxies in favour of Resolution 3.

4.4 Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by any person who participated in the Placement and any associates of those persons.

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

- (a) the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

- (b) the person chairing 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.



E&A Limited
ABN 22 088 588 425

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
E&A Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



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SECURITYHOLDER VOTING FORM

I/We being a member(s) of E&A Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **11:30am on Wednesday, 27 November 2013, at Level 7, 19 Gouger Street Adelaide SA 5000** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

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

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

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report
(advisory only)

For	Against	Abstain*
☐	☐	☐

Resolution 2

Re-election of Mr Michael Terlet
as a Director

☐	☐	☐
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Resolution 3

Re-election of Mr Mark Vatuli
as a Director

☐	☐	☐
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Resolution 4

Approval of Prior Issue of Shares

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

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

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

EAL PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

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

Votes on Items of Business - Proxy Appointment

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

If you appoint the Chairman of the Meeting as your proxy in relation to Resolution 1, but do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite Resolution 1 on the proxy appointment, you will be directing the Chairman of the meeting to vote in favour of Resolution 1, and the Chairman of the meeting will vote in this way. If you wish to appoint the Chairman of the meeting as your proxy with a direction to vote against, or to abstain from voting on Resolution 1, you should specify this by completing the 'Against' or 'Abstain' box on the proxy appointment.

If you appoint any other Director of E&A Limited, any other of its key management personnel or any of their closely related parties and do not direct them how to vote, he or she will not vote on Resolution 1. Key management personnel of E&A Limited are the directors of E&A Limited and those other persons having authority and responsibility for planning, directing and controlling the activities of E&A Limited, directly or indirectly. The Remuneration Report identifies E&A Limited's key management personnel for the financial year to 30 June 2013. Their closely related parties are defined in the *Corporations Act 2001*, and include certain of their family members, dependants and companies they control.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

Signing Instructions

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

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

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

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

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

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am on Monday, 25 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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



ONLINE ➤

www.linkmarketservices.com.au

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



by mail:

E&A Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

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