

18 September, 2014

The Manager
Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Annual General Meeting

In accordance with the Listing Rules, we attach copies of the following documents which are to be dispatched to shareholders of Orbital Corporation Limited today:

1. Notice of Annual General Meeting;
2. Explanatory Notes on Items of Business;
3. Sample Proxy Form; and
4. Email Collection Form

Yours faithfully



Ian Veitch ACA ACIS
Chief Financial Officer
& Company Secretary

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the 26th Annual General Meeting of Orbital Corporation Limited ("the Company") will be held in the Conference Room, BGC Centre, 28 The Esplanade, Perth, Western Australia on Tuesday 21 October 2014 at 8.30am (WST) ("**Meeting**").

The Explanatory Notes provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice and the Explanatory Notes are defined in Schedule 1.

AGENDA

1. Chairman's address and the CEO's report

2. Annual Report and Reports of the Directors and the Auditors

To receive and consider the Annual Report for the financial year ended 30 June 2014 together with the Directors' Report and the Auditor's Report.

3. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass as an ordinary resolution with or without amendment:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report for the year ended 30 June 2014."

Voting Exclusion Statement

A vote on Resolution 1 must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (i) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (ii) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

The Company will disregard any votes cast on Resolution 1 by or on behalf of (in any capacity):

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of a member of the Key Management Personnel (which includes certain family members, dependants and controlled companies).

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

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

Notes

- In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of Resolution 1 are advisory only and do not bind the Directors or 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 annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the Managing Director and CEO) must go up for re-election.

4. Resolution 2 – Re-election of Director – Dr M Jones

To consider and, if thought fit, to pass as an ordinary resolution with or without amendment:

"That, pursuant to and in accordance with ASX Listing Rule 14.4, article 9.3 of the Constitution and for all other purposes, Dr M Jones, Director, retires and being eligible, is re-elected as a Director."

5. Resolution 3 – Re-election of Director – Mr J Welborn

To consider and, if thought fit, to pass as an ordinary resolution with or without amendment:

"That, pursuant to and in accordance with ASX Listing Rule 14.4, article 9.8 of the Constitution and for all other purposes, Mr J Welborn, Director, who was appointed as a casual vacancy retires and being eligible, is re-elected as a Director."

6. Resolution 4 – Performance Rights Plan

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

"That, pursuant to and in accordance with ASX Listing Rule 7.2 exception 9 and for all other purposes, approval is given to the Performance Rights Plan and the grant of Performance Rights and the issue of Shares under the Performance Rights Plan."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by:

- a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of that Director.

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

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

A vote on Resolution 4 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

A vote may be cast by such person if:

- the vote is not cast on behalf of a person who is otherwise excluded from voting; and
- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Further information about this item of business is set out in the Explanatory Notes.

7. Resolution 5 – Grant of Performance Rights to the Managing Director under the Performance Rights Plan

To consider and, if thought fit, to pass as an ordinary resolution with or without amendment:

"That, pursuant to and in accordance with ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 1,500,000 Performance Rights to Mr T D Stinson (or his nominee) under the Performance Rights Plan."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by Mr T D Stinson, or an associate of Mr T D Stinson.

However, the Company need not disregard a vote cast on Resolution 5 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) 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 even if Resolution 5 is connected with the remuneration of a member of Key Management Personnel.

A vote on Resolution 5 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

A vote may be cast by such person if:

- (i) the vote is not cast on behalf of a person who is otherwise excluded from voting; and
- (ii) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (iii) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Further information about this item of business is set out in the Explanatory Notes.

8. Resolution 6 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass as a special resolution with or without amendment:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Notes."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if Resolution 6 is passed. At this point in time, there are no potential subscribers to whom Shares may be issued under Resolution 6.

However, the Company need not disregard a vote cast on Resolution 6 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) it is cast by the Chairman 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.

Further information about this item of business is set out in the Explanatory Notes.

By order of the Board

I G VEITCH
Company Secretary
Perth, Western Australia

18 September 2014

IMPORTANT INFORMATION FOR SHAREHOLDERS

1. The Explanatory Notes form part of the Notice and should be read in conjunction with it.
2. If you cannot attend the Meeting you may appoint a proxy to attend and vote for you. A Proxy Form is included with the Notice for this purpose.
3. You may appoint no more than two proxies to attend and vote on your behalf. A proxy need not be a member of the Company. If you appoint two proxies, you may specify the proportion or number of your votes that each proxy is appointed to exercise. If you do not do so, each proxy may exercise half of the votes.
4. If you wish to direct a proxy on how to vote on any Resolution, you should place a mark (e.g. a cross) in the appropriate box on the Proxy Form. Your proxy may then only exercise your vote in the manner you have directed. If you do not direct your proxy how to vote, your proxy can vote any way it chooses. If you appoint the Chairman as your proxy and do not direct the Chairman on how to vote, the Chairman will vote in favour of all Resolutions.
5. To be effective, a properly completed Proxy Form and (where applicable) any power of attorney under which it is signed or a certified copy of that power of attorney must be received by the Company by no later than 8.30am (WST) on Sunday, 19 October 2014, being not more than 48 hours before the time for commencement of the Meeting. Please send the Proxy Form to the Company's share registry, Link Market Services Limited at Locked Bag A14, Sydney South, NSW 1235. Shareholders may also fax the Proxy Form to the Company's share registry +61 2 9287 0309.
6. A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.
7. For the purpose of voting at the Meeting the Directors have determined that Shareholders are those persons who are the registered holders of Shares at 8.30am (WST) on Sunday, 19 October 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
8. Shareholders attending the Meeting will be able to ask questions or give comments at the Meeting. Shareholders will also be able to ask questions of Ernst & Young, the Company's external auditor. If you would like to submit a written question or comment to the Company or Ernst & Young in advance of the Meeting, please send it, by no later than 5.00pm (WST) on Tuesday 14 October 2014:
 - to the Company, at our registered office, 4 Whipple Street, Balcatta, Western Australia, 6021; or
 - by facsimile to +61 (8) 9441 2111

A list of relevant written questions will be available at the Meeting. The Company or Ernst & Young will either answer those questions at the Meeting or table written responses to them. Any answers tabled at the Meeting will be lodged with ASX as soon as possible after the Meeting.

EXPLANATORY NOTES

1. CHAIRMAN'S ADDRESS AND THE CHIEF EXECUTIVE'S REPORT

The Chairman will address the Meeting and the CEO will make a presentation on the performance of the Company during the financial year ended 30 June 2014 as well as other strategic and operational activities of the Company. The Chairman will also allow time at the end of the Meeting to respond to questions raised by Shareholders at or before the Meeting.

2. ANNUAL REPORT

The Corporations Act requires the Company to lay its Annual Report before the Annual General Meeting.

Shareholders are not required to vote on the Annual Report but will be given an opportunity to raise questions and comments on the Annual Report at the Meeting.

The Company's external auditor, Ernst & Young, will also be present at the Meeting and Shareholders will be given the opportunity to ask the auditor questions or raise comments about 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.

3. RESOLUTION 1 - REMUNERATION REPORT

A resolution for the adoption of the Remuneration Report is required to be considered and voted upon in accordance with the Corporations Act.

The Remuneration Report is set out in the Director's Report in the Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of non-executive Directors, executive Directors and other Key Management Personnel;
- discusses the relationships between the Board's remuneration policy and the Company's performance;
- sets out the actual remuneration for the financial year ended 30 June 2014 for each Director and other Key Management Personnel; and
- details and explains any performance hurdles applicable to the remuneration of executive Directors and other Key Management Personnel.

The vote on the adoption of the Remuneration Report 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 the remuneration practices and policies of the Company.

The Corporations Act provides that Shareholders will have the opportunity to remove the whole Board, except the Managing Director, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings. The Company's Remuneration Report did not receive a Strike at the 2013 annual general meeting. If the Remuneration Report receives a Strike at the Meeting, Shareholders should be aware that if a second Strike is received at the 2015 annual general meeting, this may result in the re-election of the Board.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the Meeting.

4. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – Dr M Jones

In accordance with ASX Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment, or three years, whichever is longer.

Dr Jones, a non-executive Director, retires by rotation in accordance with article 9.3 of the Company's constitution and offers himself for re-election.

Dr Jones joined the Board in March 2008. He is an independent non-executive Director, Chairman of the Board, a member of the Audit Committee and a member of the Human Resources, Remuneration and Nomination Committee.

Dr Jones has more than 40 years experience as a consulting engineer and as a senior executive. He has specific expertise in the development and management of organic business growth in the Asia Pacific region, as well as acquisition experience in both Australia and China.

Dr Jones is a Fellow of the Australian Institute of Company Directors, a Chartered Member of the Institute of Directors (NZ), a Fellow of the Institution of Chemical Engineers and a Chartered Engineer (UK). At this time he also chairs two small technology companies, SciTOX Ltd and Bencallaur Pty Ltd, is a Non-executive

EXPLANATORY NOTES

Director of the NSW waste management company, Kimbriki Environmental Enterprises Ltd and a Director of the consulting company, DJG & Associates.

The Board (excluding Dr Jones) recommends that Shareholders vote in favour of Resolution 2.

5. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – Mr J Welborn

In accordance with ASX Listing Rule 14.4, a director appointed to fill a casual vacancy must not hold office (without re-election) past the next annual general meeting following the director's appointment.

Mr Welborn, a non-executive Director, appointed a casual vacancy to the Board, retires and being eligible, in accordance with ASX Listing Rule 14.4 and article 9.8 of the Company's constitution, offers himself for re-election.

Mr Welborn is a chartered accountant with a bachelor of commerce degree from the University of Western Australia and holds memberships of the Institute of Chartered Accountants in Australia, the Financial Services Institute of Australasia and the Australian Institute of Company Directors.

Mr Welborn is also currently the managing director and chief executive officer of Equatorial Resources Limited, an ASX-listed iron ore exploration and development company with two 100% owned large-scale iron ore projects in the Republic of Congo.

Mr Welborn has extensive experience in the resources sector as a senior executive and in corporate management, finance and investment banking. He was the Head of Specialised Lending in Western Australia for Investec Bank (Australia) Ltd and has more than 20 years of commercial experience in national and international professional services and management consulting firms.

The Board (excluding Mr Welborn) recommends that Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 - PERFORMANCE RIGHTS PLAN

6.1 Background

Resolution 4 seeks Shareholder approval, pursuant to ASX Listing Rule 7.2, exception 9, to adopt the Performance Rights Plan, grant Performance Rights and to issue Shares under the Performance Rights Plan.

An approval under ASX Listing Rule 7.2, Exception 9 lasts for a period of three years.

ASX Listing Rule 7.1 contains a prohibition on issuing more than 15% of the Company's capital in any 12 month period without the approval of Shareholders. Exception 9 to ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme, if within three years before the date of issue the holders of ordinary securities have approved the issue as an exception to this rule and the notice of meeting includes certain specified information.

6.2 Summary of the Performance Rights Plan

A summary of the Performance Rights Plan to be adopted pursuant to Resolution 4 is detailed in Schedule 2.

6.3 Specific Information Required by ASX Listing Rule 7.2

In accordance with the requirements of ASX Listing Rule 7.2 Exception 9(b), the following information is provided:

- (a) a summary of the material terms of the Performance Rights Plan is detailed in Schedule 2;
- (b) as the Performance Rights Plan is being approved for the first time, no securities have been issued under it.
- (c) a voting exclusion statement has been included in the Notice for the purposes of Resolution 4.

A copy of the Performance Rights Plan is available from the Company Secretary.

The Board (excluding Mr Stinson) recommends that Shareholders vote in favour of Resolution 4.

EXPLANATORY NOTES

7. RESOLUTION 5 - GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR UNDER THE PERFORMANCE RIGHTS PLAN

ASX Listing Rule 10.14 prohibits the Company from permitting a Director to acquire Shares or other securities under an employee incentive scheme without the prior approval of Shareholders by ordinary resolution at a general meeting.

Accordingly, the approval of Shareholders is sought for the granting of up to 1,500,000 Performance Rights under the Performance Rights Plan (a summary of which is detailed in Schedule 2) to Mr T D Stinson, the Managing Director and CEO.

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act. The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the potential issue of the Shares to Mr T D Stinson under the Performance Rights Plan as the exception in section 211 of the Corporations Act (the "reasonable remuneration" exception) applies.

If Resolution 5 is approved, the maximum number of Performance Rights that may be granted to Mr T D Stinson, under the Performance Rights Plan, will be a total of 1,500,000 Performance Rights.

The Notice to approve the issue of Performance Rights to Mr T D Stinson is required to include certain information under ASX Listing Rule 10.15, which is set out below.

Under the Performance Rights Plan:

- (a) Mr T D Stinson will be awarded no more than 1,500,000 Performance Rights.
- (b) the Performance Rights will be granted no later than 12 months after the date of the Meeting or such longer period of time as ASX allows;
- (c) no funds will be raised by the grant of Performance Rights as they are being granted for nil consideration;
- (d) no Performance Rights have been granted under the Performance Rights Plan to date;
- (e) loans are not made available by the Company in connection with the Performance Rights Plan; and
- (f) a voting exclusion statement has been included in the Notice for Resolution 5.

The Company has set performance criteria for the Performance Rights to ensure that they only vest upon achievement of fundamental milestones that will drive the long term value of the Company's securities.

The principal terms of the Performance Rights to be granted to Mr T D Stinson are summarised in Schedule 2.

The Performance Rights will be granted to Mr T D Stinson (and/or his nominee) with the following Performance Conditions and Expiry Dates:

Tranche	Performance Condition	Expiry Date	Allocation to Mr T D Stinson
1.	Milestone: the Company having a market capitalisation of greater than A\$20 million for a period of 30 consecutive calendar days.	18 months from the date of issue of the Performance Rights	500,000
2.	Milestone: the Company having a market capitalisation of greater than A\$35 million for a period of 30 consecutive calendar days.	24 months from the date of issue of the Performance Rights	500,000
3.	Milestone: the Company having a market capitalisation of greater than A\$60 million for a period of 30 consecutive calendar days.	36 months from the date of issue of the Performance Rights	500,000
Total			1,500,000

EXPLANATORY NOTES

Details of any securities issued under the Performance Rights Plan will be published in each annual report of the Company relating to the period in which securities have been issued and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Performance Rights Plan after Resolution 5 is approved and who were not named in the Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

The Board (excluding Mr Stinson) recommends that Shareholders vote in favour of Resolution 5.

A voting exclusion statement in respect to Resolution 5 is included in the Notice.

8. RESOLUTION 6 - APPROVAL OF 10% PLACEMENT FACILITY

8.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (being shares, options and other securities as defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The actual number of Equity Securities that the Company will have capacity to issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as described in section 8.2(c) below).

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 6.

8.2 Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice of Meeting, has on issue one class of Equity Securities, being ordinary shares. The number of Shares currently on issue is 44,781,295.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

- (A) plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid Shares that became fully paid in the 12 months;

EXPLANATORY NOTES

- (C) plus the number of Shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without shareholder approval; and
- (D) less the number of Shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of the Notice, the Company has on issue 44,781,295 Shares and therefore has a capacity to issue:

- (i) 6,717,194 Equity Securities under ASX Listing Rule 7.1; and
- (ii) 4,478,129 Equity Securities under ASX Listing Rule 7.1A, subject to the Shareholder approval being granted under Resolution 6.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 8.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

8.3 ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

EXPLANATORY NOTES

8.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities and may result in the economic dilution of existing Shareholders.

The following table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this notice of meeting.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the Issue Price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0925 50% decrease in Issue Price	\$0.185 Issue Price	\$0.36 100% increase in Issue Price
Current Variable 'A' 44,781,295	10% Voting Dilution	4,478,129 shares	4,478,129 shares	4,478,129 shares
	Funds Raised	\$414,227	\$828,454	\$1,656,908
50% increase in current Variable 'A' 67,171,943	10% Voting Dilution	6,717,194 shares	6,717,194 shares	6,717,194 shares
	Funds Raised	\$621,340	\$1,242,681	\$2,485,362
100% increase in current Variable 'A' 89,562,590	10% Voting Dilution	8,956,259 shares	8,956,259 shares	8,956,259 shares
	Funds Raised	\$828,454	\$1,656,908	\$3,313,816

The table has been prepared on the following assumptions:

EXPLANATORY NOTES

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (iv) The table shows only the effect of issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vi) The issue price used in the table is \$0.185, being the closing price of the Shares on the ASX on 12 September 2014.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of new businesses and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new businesses or investments (including expenses associated with such acquisition), and/or general working capital.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of investors of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisors (if available).
- The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility may include vendors of the new businesses, assets or investments.
- (f) The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A.
- (g) In the 12 months preceding the date of the Notice the Company issued a total of 422,403 Equity Securities which represent 0.86% of the total number of Equity Securities on issue at 22 October 2013.

EXPLANATORY NOTES

Date of Issue	Securities issued	Issued to or basis of issue	Amount Raised Use of funds or non cash Consideration
05/02/2014	422,403 ordinary shares for nil consideration	Issued to 74 eligible employees under the Employee Share Plan	N/A

- (h) A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached any particular existing Shareholder to participate in an issue of Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

EXPLANATORY NOTES

SCHEDULE 1 – DEFINITIONS

\$ means Australian dollar.

10% Placement Facility has the meaning given in section 8.1 of this Explanatory Note.

10% Placement Period has the meaning given in section 8.2 of this Explanatory Note.

Annual General Meeting means the annual general meeting of the Company as described in the Notice of Meeting.

Annual Report means the 2014 annual report of the Company.

Auditor's Report means the auditor's report on the Company's financial report for the year ended 30 June 2014.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the listing rules of ASX.

Board means the board of Directors.

CEO means the chief executive officer of the Company.

Chairman means the person appointed to chair the Meeting.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Orbital Corporation Limited ABN 32 009 344 058.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company.

Eligible Employees has the meaning given in Schedule 2.

Eligible Contractors has the meaning given in Schedule 2.

Employee Share Plan means the existing employee share scheme of the Company.

Equity Securities has the meaning given in the ASX Listing Rules.

Expiry Dates has the meaning given in section 7 of this Explanatory Note.

Explanatory Note means this explanatory note which form part of the Notice of Meeting.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Managing Director means the managing director of the Company.

Meeting has the meaning given in the introductory paragraph of the Notice of Meeting.

Notice means the notice of meeting which comprises of the Notice, Agenda, Explanatory Notes and the Proxy Form.

Offer has the meaning given in Schedule 2.

Option means an option to acquire a Share.

Performance Conditions has the meaning given in section 7 of this Explanatory Note.

Performance Rights means the right to acquire a Share upon the achievement of certain conditions.

Performance Rights Plan means the terms and conditions of the Company's employee incentive scheme.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice of Meeting.

Schedule means a schedule to the Explanatory Notes.

Share means an ordinary fully paid up share in the Company.

Strike has the meaning given in section 3 of this Explanatory Note.

Trading Days means any day of the year, other than a Saturday, Sunday or any day that is a public holiday in Perth, Western Australia.

VWAP has the meaning given in section 8.2 of this Explanatory Note.

EXPLANATORY NOTES

SCHEDULE 2 – SUMMARY OF TERMS OF THE PERFORMANCE RIGHTS PLAN

Information about the Performance Rights Plan is set out below. A copy of the Performance Right Plan can be obtained by contacting the Company Secretary.

Outline of the Performance Rights Plan

This section gives a brief outline of how the Board intends to implement initial participation under the rules of the proposed Performance Rights Plan.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors) and eligible contractors. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan.

Overview of the Plan rules and terms and conditions

The Board is cognizant of general Shareholder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Shares are automatically issued.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive, employee and contractor performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive, employee and contractor performance.

The main features of the Performance Rights Plan (and the terms and conditions to be attached to the Performance Rights Plan) are summarised as follows:

Eligible Participants: The eligible participants under the Performance Rights Plan are:

- (a) full time employees and permanent part-time employees (including Directors) of the Company and its subsidiaries (**Eligible Employees**); and
- (b) contractors engaged by the Company and its subsidiaries who are determined by the Board to be eligible participants for the purposes of the Contractor Plan (**Eligible Contractors**).

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Compliance with ASIC Class Order: An offer of Performance Rights may only be made under the Performance Rights Plan if the number of Shares that may be acquired on exercise of those Performance Rights, when aggregated with:

- (a) the number of Shares which would be issued if each outstanding offer, right or option to acquire unissued Shares, being an offer made or right or option acquired pursuant to the Performance Rights Plan or any other incentive schemes, were to be accepted or exercised (as the case may be); and

EXPLANATORY NOTES

- (b) the number of Shares issued during the previous 5 years pursuant to the Performance Rights Plan or any other incentive schemes;

but disregarding an offer made, or Performance Right acquired or Share issued by way of or as a result of:

- (a) an offer to a person situated at the time of receipt of the offer outside Australia;
- (b) an offer that did not need disclosure to investors because of section 708 of the Corporations Act. Section 708 exempts the requirement of a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company; or
- (c) an offer made under a disclosure document, does not exceed 5% (or such other maximum permitted under any ASIC Class Order providing relief from the disclosure regime of the Corporations Act) of the total number of issued Shares as at the time of the offer.

Aggregate Cap on Performance Rights: An offer of Performance Rights may only be made under the Performance Rights Plan if the number of Shares that may be issued on exercise of the Performance Rights, when aggregated with:

- (a) the number of Shares issuable if each outstanding Performance Right was exercised into Shares; and
- (d) the number of Shares issued during the previous 3 years pursuant to the Performance Rights Plan, does not exceed 5% of the total number of issued Shares as at the time of the offer.

Individual Limits: The Performance Right Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Plan to eligible participants will be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (**Offer**) made by the Company to the eligible participant which is subject to acceptance by the eligible participant within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee or an Eligible Contractor for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

EXPLANATORY NOTES

Retirement, Disability, Redundancy, Death or Removal as a Director: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy, death of a participant or, in the case of Directors who are participants, removal from office as a Director, then in respect of those Performance Rights which have not satisfied the performance condition but have not lapsed, then the participant shall be permitted to continue to hold those Performance Rights as if the participant was still an Eligible Employee.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- (a) Court approves a merger by way of a scheme of arrangement in respect of the Company (but not one undertaken for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of the Company;
- (b) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the shares in the Company; or
- (c) any person acquires a relevant interest in 50.1% or more shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's shareholders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's shareholders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any performance condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.



By mail:
Orbital Corporation 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

PROXY FORM

I/We being a member(s) of Orbital Corporation 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 shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **8:30am on Tuesday, 21 October 2014 at the Conference Room, BGC Centre, 28 The Esplanade, Perth, Western Australia** (the Meeting) and at any postponement or adjournment 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

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Dr M Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Grant of Performance Rights to the Managing Director under the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Mr J Welborn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * 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 SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

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 share registry or you may copy this form and return them both together.

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 shares 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; and
- 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 shareholder 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 share registry or online at www.linkmarketservices.com.au.

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 **8:30am on Sunday, 19 October 2014**, 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, shareholders 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:

Orbital Corporation 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.

**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.**



X99999999999




EMAIL COLLECTION FORM

We are currently updating our Investor Information details and note we do not have your email address recorded.

By providing us with your email address we will be able to notify you of important communications including Annual and Half Year reports, Notices of Shareholder Meetings, as well as potential new investment opportunities and capital raisings.

To record your email address either:

➤ visit the Share Registry's website at www.investorcentre.linkmarketservices.com.au and follow the steps below;

-  click on the "REGISTER NOW" icon to create your portfolio or enter as a "single holding" by entering the required information.
-  enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), this can be found under the barcode at the top of this form.
-  once you are logged in, click on 'Communications' from the top menu and select 'Preferences'. From here you can enter your email address and select your preferred method of electronic communications.

OR

➤ complete the form below and return it to us in the reply paid envelope provided.

Example: sam.sample@sampleville.com.au

My email address is:

Thank you for your support in helping us better communicate with you.

