



2 October 2018

Company Announcement Office
Australian Stock Exchange
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000



By ASX Online

Chairman's Address and Presentation

Attached are the Chairman's address and a presentation to be delivered at Decmil Group Limited's (ASX: DCG) General Meeting scheduled to commence at 10.00am WST this morning.

Regards,

Alison Thompson
Company Secretary

CHAIRMAN'S SCRIPT

David Saxelby

Decmil Group Limited

2018 General Meeting

2 October 2018

1. Introduction

1.1. Opening meeting and quorum

Ladies and Gentlemen, good morning. My name is David Saxelby, I am the Chairman of Decmil and, on behalf of the Board, I am pleased to welcome you to this General Meeting of the Company.

As it is now 10.00am, and as the Company Secretary advises me that a quorum is present, I formally declare the meeting open.

1.2. Housekeeping matters

As a matter of housekeeping, can I please ask that your mobile phones are now switched off.

I would also like to point out that the emergency exit is located in the lobby opposite the lifts.

1.3. Introduction of directors, executives and others present

It is with pleasure that I introduce the Directors and other officers of the Company:

- The Non-executive Directors:
 - Mr Denis Criddle, and
 - Mr Dickie Dique.
 - Our other Non-executive Directors, Mr Don Argent and Mr Bill Healy, send their apologies that they are unable to attend the meeting today.
- The Executives:
 - Managing Director and Chief Executive Officer, Mr Scott Criddle;
 - Chief Financial Officer, Mr Craig Amos; and
 - Company Secretary, Ms Alison Thompson.

1.4. Meeting agenda

Please note, today I will be dealing with the items of Business in the order in which they appear in the Notice of Meeting.

2. Formalities

2.1. Notice taken as read

We will now proceed with the Business of the meeting. I propose to take the notice convening the meeting as read.

2.2. No moving or seconding resolutions

Also, I will dispense with the formality of moving or seconding resolutions, as all matters are properly before the meeting.

2.3. Asking questions

You have been issued with attendance or voting cards before today's meeting. When I call for questions, could anyone wishing to ask a question or make a comment please:

- raise your yellow or green card; and
- stand and state your name, then ask your question or make your comment.

All questions should be addressed to me as the Chairman.

2.4. Voting procedures

Regarding your attendance or voting cards:

Yellow indicates a shareholder who has already voted by proxy;

White indicates a visitor who is not entitled to vote at this meeting; and

Green indicates a voting shareholder including as represented by a corporate representative, attorney or proxy.

For each proposed resolution:

- I will introduce the resolution and there will be an opportunity for comments and questions before the vote is taken.
- I will inform the meeting of any voting exclusions and how proxy votes received are to be cast.

As Chairman, I have decided that all voting will be done by way of a Poll. The voting card for the Poll is set out on the back of the attendance cards.

2.5. Chairman stepping aside for resolution

As Resolutions 2 and 4 relate to me taking up shares in Decmil pursuant to the Tranche 2 Placement, I will step down from the chair and ask Mr Dickie Dique to chair the meeting for those resolutions.

3. Business of the meeting

Ordinary business

I will now move to the formal proceedings of today's meeting. There are 6 resolutions for your consideration today which relate to the Tranche 1 and Tranche 2 placement of shares, the placement of any shortfall pursuant to the Share Purchase Plan and the placement of shares to directors as related parties.

Before commencing, I will outline the process we will follow.

When a resolution is read out, I will invite questions from the floor. As Chairman of this meeting, I will have discretion to determine if discussion remains relevant to the item. I would therefore ask shareholders to keep their questions relevant to the item under discussion.

Once all of the resolutions have been read out, I will ask all shareholders and valid proxies to cast their votes for each resolution on the voting papers that were issued to you upon registration. The voting can be done on the back of your green card. Your voting papers will then be collected and the results of the poll will be tallied and published on the ASX later today.

Proxies

Proxies have been received from 192 shareholders, representing 136,386,039 shares being 67.9% of the company's issued capital.

The proxies have been inspected, validated and counted by the Company's Share Registry, Computershare.

Where a proxy vote has been given to the Chair without voting instructions, in all cases where I am permitted to do so, I intend to vote in favour of the Resolution.

Resolution 1

I now direct your attention to Resolution 1 of today's meeting relating to the ratification of Tranche 1 Placement Shares.

Resolution 1 states:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 26,185,000 Shares under Listing Rule 7.1 at an issue price of \$0.80 on the terms and conditions set out in the Explanatory Memorandum."

I draw your attention to the Voting Prohibition Statement relating to Resolution 1 which states that:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of these Shares or any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 1:

In Favour	37,326,991
Against	10,925,315
Abstain	33,710,747
Proxy's Discretion	338,374
Excluded	54,084,612

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I therefore put Resolution 1 to the meeting for voting by way of a poll.

As Resolution 2 relates to me taking up shares in Decmil pursuant to the Tranche 2 Placement, I will step down from the chair and ask Mr Dickie Dique to chair the meeting for this resolution.

[Alternate Chairman]

Resolution 2

Thank you Dave. Resolution 2 is for the authority to issue Tranche 2 Placement Shares.

Resolution 2 states:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 36,315,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”

I draw your attention to the Voting Prohibition Statement relating to Resolution 2 which states that:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who may participate in the issue of the Tranche 2 Placement Shares, and a person who might obtain a material benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed or any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 2:

In Favour	104,749,087
Against	373,649
Abstain	29,736,547
Proxy’s Discretion	338,374
Excluded	1,188,382

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I note for the record that Mr. Denis Criddle, Mr. Bill Healy and Mr. David Saxelby and their associates have not voted with respect to this resolution.

I therefore put Resolution 2 to the meeting for voting by way of a poll.

[Alternate Chairman]

Resolution 3:

Thank you Dickie. I now turn to Resolution 3 which is for the approval for placement of any shortfall under the Share Purchase Plan.

Resolution 3 states:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 6,250,000 Shares at an issue price of \$0.80 each in the event of any Shortfall under the Share Purchase Plan in the manner detailed in the Explanatory Memorandum.”

I draw your attention to the Voting Prohibition Statement relating to Resolution 3 which states that:

The Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 3:

In Favour	131,217,781
Against	324,982
Abstain	4,504,902
Proxy's Discretion	338,374
Excluded	NIL

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I therefore put Resolution 3 to the meeting for voting by way of a poll.

As the next resolution also relates to myself, I will hand back the chairing duties to Dickie to present Resolution 4.

[Alternate Chairman].

Resolution 4:

I now present Resolution 4 which authorises Mr. David Saxelby to participate in the Tranche 2 Placement.

Resolution 4 states:

“That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. David Saxelby (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 37,500 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

I draw your attention to the Voting Prohibition Statement relating to Resolution 4 which states that:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr. David Saxelby and his nominees and or any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 4:

In Favour	135,458,387
Against	389,294
Abstain	139,984
Proxy's Discretion	348,374
Excluded	50,000

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I therefore put Resolution 4 to the meeting for voting by way of a poll.

[Alternate Chairman]

Resolution 5:

Thank you Dickie. I now present Resolution 5 which authorises Mr. Denis Criddle to participate in the Tranche 2 Placement.

Resolution 5 states:

“That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. Denis Criddle (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 4,375,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

I draw your attention to the Voting Prohibition Statement relating to Resolution 5 which states that:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr. Denis Criddle and his nominees and or any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 5:

In Favour	111,899,860
Against	390,294
Abstain	22,619,129
Proxy's Discretion	338,374
Excluded	1,138,382

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I therefore put Resolution 5 to the meeting for voting by way of a poll.

Resolution 6:

I present Resolution 6 which authorises Mr. Bill Healy to participate in the Tranche 2 Placement.

Resolution 6 states:

“That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. Bill Healy (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 25,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

I draw your attention to the Voting Prohibition Statement relating to Resolution 6 which states that:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr. Bill Healy and his nominees and or any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

I confirm that the Company has received the following valid proxy votes in relation to Resolution 6:

In Favour	135,518,387
Against	389,294
Abstain	139,984
Proxy’s Discretion	338,374
Excluded	NIL

Before I put the Resolution to the shareholders, does anyone have any comments or questions about this Resolution?

I therefore put Resolution 6 to the meeting for voting by way of a poll.

The Poll

As all the resolutions have now been read, we will commence the poll.

The persons entitled to vote on this poll are all shareholders, representatives and attorneys of shareholders, and proxyholders who hold green admission cards.

If there is any person present who believes they are entitled to vote but has not received a green voting paper, please raise your hand for assistance.

On the reverse of your green admission card is your voting paper and instructions.

Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.

Shareholders need to mark a box beside the motion to indicate how you wish to cast your votes.

Please ensure you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please provide them to a Computershare representative to ensure your votes are counted.

If you require any assistance, please raise your hand.

[Pause whilst voting papers are completed]

Would you please indicate by raising your hand if you require more time to complete and lodge your voting paper?

I now declare the poll closed and advise that the results of the poll will be published on the ASX later today.

4. Closing

Ladies and Gentlemen, that now concludes today's meeting and I declare the meeting closed. I would like to thank you for your attendance today and invite you all to join the Board and Management for light refreshments.

Decmil General Meeting

2nd October 2018



Celebrating
A PROVEN
TRACK RECORD
1978-2018

INFRASTRUCTURE
RENEWABLES
RESOURCES

Welcome



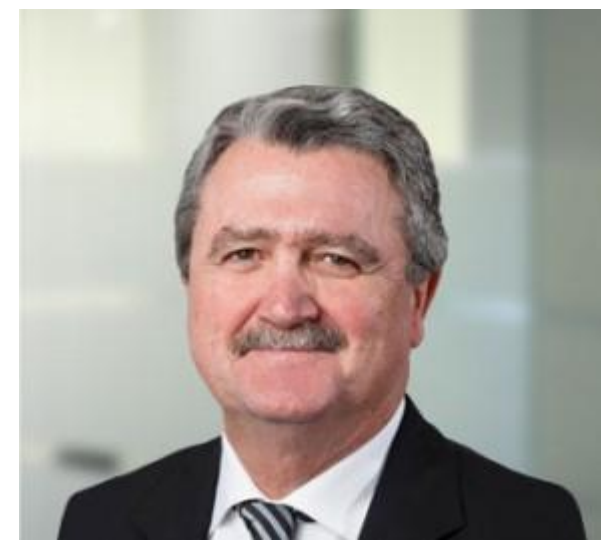
Non-Executive Directors



David Saxelby



Denis Criddle



Bill Healy



Don Argent



Dickie Dique

Executives and Other Officers



Scott Criddle
MD & CEO



Craig Amos
Chief Financial Officer



Alison Thompson
Company Secretary

Decmil General Meeting

ITEMS OF BUSINESS

Resolution 1 - Ratification of Tranche 1 Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 26,185,000 Shares under Listing Rule 7.1 at an issue price of \$0.80 on the terms and conditions set out in the Explanatory Memorandum."

Resolution 1 - Ratification of Tranche 1 Placement Shares

Proxy Summary	
For	37,326,991
Against	10,925,315
Abstain	33,710,747
Proxy's Discretion	338,374
Excluded	54,084,612
Total Votes	136,386,039
% of Shares on Issue	67.9%

Resolution 2 - Authority to issue Tranche 2 Placement Shares

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 36,315,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Resolution 2 - Authority to issue Tranche 2 Placement Shares

Proxy Summary	
For	104,749,087
Against	373,649
Abstain	29,736,547
Proxy's Discretion	338,374
Excluded	1,188,382
Total Votes	136,386,039
% of Shares on Issue	67.9%

Resolution 3 - Approval for Placement of Shortfall under the Share Purchase Plan

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 6,250,000 Shares at an issue price of \$0.80 each in the event of any Shortfall under the Share Purchase Plan in the manner detailed in the Explanatory Memorandum.”

Resolution 3 - Approval for Placement of Shortfall under the Share Purchase Plan

Proxy Summary	
For	131,217,781
Against	324,982
Abstain	4,504,902
Proxy's Discretion	338,374
Excluded	NIL
Total Votes	136,386,039
% of Shares on Issue	67.9%

Resolution 4 - Authority for Mr. David Saxelby to participate in the Tranche 2 Placement

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

"That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. David Saxelby (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 37,500 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Resolution 4 - Authority for Mr. David Saxelby to participate in the Tranche 2 Placement

Proxy Summary	
For	135,458,387
Against	389,294
Abstain	139,984
Proxy's Discretion	348,374
Excluded	50,000
Total Votes	136,386,039
% of Shares on Issue	67.9%

Resolution 5 - Authority for Mr. Denis Criddle to participate in the Tranche 2 Placement

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

"That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. Denis Criddle (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 4,375,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Resolution 5 - Authority for Mr. Denis Criddle to participate in the Tranche 2 Placement

Proxy Summary	
For	111,899,860
Against	390,294
Abstain	22,619,129
Proxy's Discretion	338,374
Excluded	1,138,382
Total Votes	136,386,039
% of Shares on Issue	67.9%

Resolution 6 - Authority for Mr. Bill Healy to participate in the Tranche 2 Placement

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

"That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and authorise Mr. Bill Healy (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 25,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6 - Authority for Mr. Bill Healy to participate in the Tranche 2 Placement

Proxy Summary	
For	135,518,387
Against	389,294
Abstain	139,984
Proxy's Discretion	338,374
Excluded	NIL
Total Votes	136,386,039
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Thank you.

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