

# NOTICE OF ANNUAL GENERAL MEETING



**DATE:** 6 NOVEMBER 2019 **TIME:** 10:00AM (WST)

**PLACE:** DECMIL HEAD OFFICE, 20 PARKLAND ROAD, OSBORNE PARK WA 6017

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on **(+61 8) 9368 8877**.

**Decmil Group Limited ABN 35 111 210 390**

# DECMIL GROUP LIMITED

ABN 35 111 210 390

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders of Decmil Group Limited (**Company**) will be held at Decmil Head Office, Level 7, 20 Parkland Road, Osborne Park, Western Australia at 10.00 am (WST) on 6 November 2019 (**Annual General Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form constitute part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders at 5.00 pm (WST) on 4 November 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8 of the Explanatory Memorandum.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter relating to this Notice, please contact the Company Secretary on (08) 9368 8877.

## AGENDA

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### Annual Report

To receive and consider the annual report of the Company for the financial year ended 30 June 2019, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditors' Report.

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### 1. Resolution 1 – Adoption of Remuneration Report

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."*

**Note:** Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors.

### **Voting Prohibition**

In accordance with the Corporations Act, a vote on this Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) as a proxy by a person who is a member of the Key Management Personnel at the date of the Annual General Meeting, or their Closely Related Parties,

unless:

- (c) the vote is cast as proxy on behalf of a person entitled to vote on this resolution, and that vote is cast as specified on the Proxy Form; or
- (d) the vote is cast by the Chairperson as proxy and the Chairperson has been expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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## **2. Resolution 2 – Re-election of Mr David Saxelby as Director**

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

*"That, pursuant to and in accordance with clause 13.2 of the Constitution and for all other purposes, Mr David Saxelby, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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## **3. Resolution 3 – Re-election of Mr Bill Healy as Director**

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

*"That, pursuant to and in accordance with clause 13.2 of the Constitution and for all other purposes, Mr Bill Healy, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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## **4. Resolution 4 – Issue of Performance Rights to Mr Dickie Dique**

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

*"That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Performance Rights to Mr Dickie Dique under the Plan, as set out in the Explanatory Memorandum."*

### **Voting Exclusion**

In accordance with ASX Listing Rule 10.14, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any Director who is eligible to participate in the Plan or their Associates.

However the Company will not disregard a vote if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on this Resolution, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson 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.

### **Voting Prohibition**

In accordance with the Corporations Act, a vote on this 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.

However, a person (voter) described above may cast a vote on this Resolution 4 as a proxy if:

- (a) the vote is cast as proxy on behalf of a person entitled to vote on this Resolution 4, and that vote is cast as specified on the Proxy Form; or
- (b) the vote is cast by the Chairperson as proxy and the Chairperson has been expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated 25 September 2019

BY ORDER OF THE BOARD



Alison Thompson  
**Company Secretary**

# DECMIL GROUP LIMITED

ABN 35 111 210 390

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for Shareholders in connection with the Annual General Meeting to be held at Decmil Head Office, Level 7, 20 Parkland Road, Osborne Park, Western Australia on 6 November 2019 at 10.00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is provided at the end of this Explanatory Memorandum.

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### 2. Members entitled to attend and vote at the Annual General Meeting

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that you will be entitled to attend and vote at the Annual General Meeting if you are a registered Shareholder of the Company as at 5.00 pm (WST) on 4 November 2019.

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### 3. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 3.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Annual General Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

Please note that:

- (a) a Shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a Shareholder of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed.

If the Chairman is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolutions 1 and 4, the Proxy Form expressly directs and authorises the Chairman to cast your votes “for” the relevant resolution. This express authorisation is included because, without it, the Chairman would be precluded from casting your votes as these resolutions are connected with the remuneration of Key Management Personnel.

Subject to any voting prohibitions that may apply to the Chairman in respect of Resolutions 1 and 4 to restrict the Chairman from voting undirected proxies, the Chairman intends to vote all undirected proxies in favour of Resolutions 1 to 4.

To vote by proxy, please complete and sign the enclosed Proxy Form and return it (together with the original of any power of attorney or other authority, if any, or a certified copy of that power of attorney or other authority under which the Proxy Form is signed) in accordance with the instructions on the Proxy Form.

In accordance with section 250B of the Corporations Act, Proxy Forms (together with the original of any power of attorney or other authority, if any, or a certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received by the Company no later than 8.30 am (WST) on 4 November 2019, being at least 48 hours before the Annual General Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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## **4. Annual Report**

In accordance with the Constitution and section 317(1) of the Corporations Act, the Annual Report must be laid before the Annual General Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Annual General Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report (available online at [www.decmil.com](http://www.decmil.com));
- (b) ask questions about, or comment on, the management of the Company;  
and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor’s Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairperson about the management of the Company, or to the Company’s auditor about:

- (a) the preparation and the content of the Auditor’s Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Annual General Meeting to the Company Secretary at the Company’s registered office.

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## 5. Resolution 1 – Adoption of Remuneration Report

### 5.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

The Company's Remuneration Report is included in the Directors' Report and is contained on pages 34 - 45 (inclusive) of the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company including service agreements and details of any share-based compensation.

### 5.2 Voting consequences

Pursuant to the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if:

- (a) at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report; and
- (b) at the first of those annual general meetings a Spill Resolution was not put to a vote.

If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. At the Spill Meeting, all those Directors who were in office on the date of approval of the Remuneration Report will cease to hold office but may offer themselves for re-election. This is commonly referred to as the '2 strikes rule'.

At the Company's 2018 annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

### 5.3 Voting

Shareholders should note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, the Directors and other Key Management Personnel may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairperson intends to use any such proxies to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

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## 6. Resolutions 2 & 3 – Re-election of Mr David Saxelby and Mr Bill Healy as Directors

Clause 13.2 of the Constitution requires one-third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded up to the nearest whole number) to retire at each annual general meeting, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A director who retires under clause 13.2 of the Constitution is eligible for re-election.

Mr David Saxelby was appointed a Director on 10 May 2016 as an addition to the Board, and appointed as non-executive chairman in March 2018. Resolution 2 provides that David Saxelby retires from office and seeks re-election as a Director.

Mr Bill Healy was appointed a Director on 23 April 2009 as an addition to the Board. Resolution 3 provides that he retires from office and seeks re-election as a Director.

Details of the qualifications and experience of Mr David Saxelby and Mr Bill Healy are included on page 26 of the Annual Report.

Resolutions 2 and 3 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 2 and 3.

The Board (excluding Mr David Saxelby) supports the election of Mr David Saxelby and recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Mr Bill Healy) supports the election of Mr Bill Healy and recommends that Shareholders vote in favour of Resolution 3.

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## 7. Resolution 4 – Issue of Performance Rights to Mr Dickie Dique

### 7.1 General

Resolution 4 seeks approval under Listing Rule 10.14 to issue Performance Rights to Mr Dickie Dique in FY20, FY21 and FY22 (each an **Award Year**) under the Plan. At the 2018 annual general meeting, Shareholders approved the adoption of the Plan under which eligible participants could be granted incentive securities subject to satisfaction of various vesting conditions.

The total value of the proposed grant to Mr Dickie Dique in each Award Year will be capped at a value to be approved at the Annual General Meeting being \$300,000, based on 50% of Mr Dickie Dique's total fixed remuneration (**LTI Grant Value**) plus an allowance for remuneration increases over the coming 3 years.

The actual number of Performance Rights proposed to be granted for each Award Year will be calculated by dividing the LTI Grant Value by the volume weighted average price of the Company's Shares traded on the ASX over the 60 trading days prior to 30 June of the financial year preceding the Award Year.

Each Performance Right is a right to acquire one Share in the Company (or an equivalent cash amount if determined by the Board) upon vesting, subject to the achievement of the performance conditions set out below.

Performance Rights do not carry any dividend or voting rights and are non-transferable, except in limited circumstances or with the consent of the Board.



If Shareholder approval is obtained, the Performance Rights will be granted to Mr Dickie Dique over the next 3 years on or around:

- (a) As soon as practicable after this meeting in respect of FY20;
- (b) 1 September 2020 in respect of FY21; and
- (c) 1 September 2021 in respect of FY22.

The Performance Rights are subject to the following vesting conditions:

- 20% of Performance Rights are subject to continuous service of employment. This portion will vest at 100% three years after the financial year of which the grant of the performance rights are made;
- 40% of Performance Rights are subject to EPS CAGR performance; and
- 40% of Performance Rights are subject to absolute TSR performance.

In relation to the Performance Rights subject to the EPS CAGR and TSR, the following vesting tranches (each a **Tranche**) will apply:

<b>Years after the Performance Rights grant is made</b>	<b>% of Performance Rights Eligible for Vesting</b>
2	25%
3	25%
4	50%

For Performance Rights subject to EPS CAGR performance, vesting will occur as follows:

<b>EPS CAGR - Measured from the year that the Performance Rights are granted</b>	<b>% Performance Rights that Vest</b>
<6%	0%
6%	25%
>6% <8%	Pro-rata vesting between 25%-100%
≥8%	100%

For Performance Rights subject to TSR performance, vesting will occur as follows:

<b>Absolute TSR - Measured from the year that the Performance Rights are granted</b>	<b>% Performance Rights that Vest</b>
< 7%	0%
7%	50%
>7% <11%	Pro-rata vesting between 50%-100%
≥11%	100%

Performance Rights will be tested following the announcements of the Company's full-year results, which is typically around August each year.

Any Performance Rights that do not vest, following testing at the end of the Performance Period in respect of each Tranche, will rollover for re-assessment to the next available testing date. Unvested Performance Rights will lapse after the final vesting date.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

## 7.2 Section 208 of Corporations Act

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.

Mr Dickie Dique is a Director and therefore a related party of the Company. The issue of the Performance Rights constitutes giving a financial benefit for the purposes of section 208 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 proposed issue of the Performance Rights to Mr Dickie Dique, as the Performance Rights are considered to be reasonable remuneration for the purposes of the exception in section 211 of the Corporations Act. However, Shareholder approval is sought under Listing Rule 10.14.

## 7.3 Listing Rule 10.14 and Listing Rule 7.1

In accordance with Listing Rule 10.14, the Company must not permit a Director and any of his or her Associates to acquire securities under an employee incentive scheme unless it obtains shareholder approval.

Performance Rights are securities under Listing Rule 19.12 and Mr Dickie Dique is a Director. The Company is therefore seeking Shareholder approval by this Resolution 4 under Listing Rule 10.14 for the issue of Performance Rights to Mr Dickie Dique.

Listing Rule 7.1 provides that, subject to certain exceptions, a listed company may not issue or agree to issue equity securities in any 12 month period that exceed 15% of the number of securities the company has on issue, except with the prior approval of shareholders of the company in a general meeting of the terms and conditions of the proposed issue.

Listing Rule 7.2, exception 14, provides that Listing Rule 7.1 does not apply to an issue of performance rights under a Listing Rule 10.14.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 4 will be to allow the Company to issue the Performance Rights to Mr Dickie Dique (and/or his nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1.

## 7.4 Specific Information required by Listing Rule 10.15A

In accordance with Listing Rule 10.15A, information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The Performance Rights will be granted to Mr Dickie Dique.
- (b) The maximum value of Performance Rights to be granted to Mr Dickie Dique for FY20, FY21 and FY22 (each an **Award Year**) is \$300,000 for each Award Year, based on 50% of Mr Dickie Dique's total fixed remuneration (**LTI Grant Value**) plus an allowance for remuneration increases over the coming 3 years.

The actual number of Performance Rights proposed to be granted for each Award Year will be calculated by dividing the LTI Grant Value by the volume weighted average price of the Company's Shares traded on the ASX over the 60 trading days prior to 30 June of the financial year preceding the Award Year.

- (c) The Performance Rights will be issued for nil consideration and the exercise price of the Performance Rights will be nil consideration.

- (d) Since the Plan was approved by Shareholders on 8 November 2018, the only person (to whom ASX Listing Rule 10.14 applies) to be issued with Performance Rights under the plan was Mr Scott Criddle, who was issued with 1,216,667 Performance Rights for nil consideration.
- (e) Mr Dickie Dique and Mr Scott Criddle are the only persons referred to in Listing Rule 10.14 who are eligible to participate in the Plan.
- (f) A voting exclusion statement is included in this Notice for Resolution 4.
- (g) No loan will be made to Mr Dickie Dique in relation to the acquisition of Performance Rights or Shares under the Plan.
- (h) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of securities was obtained under Listing Rule 10.14.
- (i) Any additional persons (to whom Listing Rule 10.14 applies) who become entitled to participate in the Plan after approval of this Resolution 4 and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (j) The Company will grant the Performance Rights no later than 3 years after the date of the Annual General Meeting.

## **7.5 Director Recommendation**

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

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## 8. Definitions

**\$ or A\$** means Australian dollars, being the lawful currency of Australia.

**Annual General Meeting** means the annual general meeting to which this Notice relates, as described in the introductory paragraph of the Notice.

**Annual Report** means the 2019 annual report of the Company released to ASX on 29 August 2019.

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

**Associates** has the meaning given in section 9 of the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Annual General Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** or **Decmil Group** means Decmil Group Limited ABN 35 111 210 390.

**Company Secretary** means the secretary of the Company.

**Constitution** means the Company's constitution.

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

**Corporations Regulations** means the *Corporations Regulations 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.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report (prepared under chapter 2M of the Corporations Act) of the Company.

**Incentive Securities** means one or more of Performance Rights, options or Restricted Shares that may be issued under the Plan.

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

**Key Management Personnel** has the same meaning given in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Notice** means this notice of meeting.

**Performance Right** means a performance right that is issued pursuant to the Plan.

**Plan** means the employee incentive plan titled 2018 Incentive Plan Rules adopted on 8 November 2018 at the Company's 2018 annual general meeting.

**Proxy Form** means the proxy form attached to the Notice.

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

**Resolution** means a resolution contained in this Notice.

**Section** means a section contained in this Explanatory memorandum.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.



Decmil Group Limited  
ABN 35 111 210 390



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

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Monday, 4 November 2019.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

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

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

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

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

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

☐

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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

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

XX

I/We being a member/s of Decmil Group Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Decmil Group Limited to be held at Decmil Head Office, Level 7, 20 Parkland Road, Osborne Park, Western Australia on Wednesday, 6 November 2019 at 10:00am (WST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

### Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr David Saxelby as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Bill Healy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Performance Rights to Mr Dickie Dique	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

DCG

2 5 5 0 9 7 A



Computershare

