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18 November 2015

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

By ASX Online

CHAIRMAN'S ADDRESS, MANAGING DIRECTOR'S ADDRESS AND PRESENTATION

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

Yours faithfully,

Alison Thompson
Company Secretary

Chairman's Address

DECMIL GROUP LIMITED

2015 ANNUAL GENERAL MEETING

18 NOVEMBER 2015

BILL HEALY

Good morning ladies and gentlemen.

Welcome to the 2015 Decmil Annual General Meeting.

My name is Bill Healy and I am Chairman of the Board of Directors of Decmil Group Limited.

On behalf of my colleagues, I would like to welcome you to our head office to reflect on FY15 and give you an update on the FY16 and the strategic direction of the Company moving forward.

As it is now 10am and a quorum is present, I declare this meeting open. I propose to take the Notice of Meeting as read.

I would like to take this opportunity to introduce my fellow directors.

Scott Criddle, Managing Director and Chief Executive Officer
Scott was appointed Chief Executive Officer in July 2009, and Managing Director of Decmil Group Limited in April 2010. He has been a Director of the Company since April 2010. He was previously the Managing Director of Decmil Australia from 2002, where he was responsible for the long-term growth and strategic direction of the company, playing a key role in building relationships with stakeholders and clients.

Scott joined Decmil Australia in 1993 as a construction labourer to gain experience and learn about the company from the ground up. He held a variety of roles within Decmil Australia including Construction Manager, Estimator, Business Development Manager and Area Manager.

Denis Criddle, Non-Executive Director
Denis was the founder of Decmil Australia, Decmil Group Limited's major construction and engineering division.

He was appointed to Decmil's Board as a Non-Executive Director in August 2007 and served as a Non-Executive Chairman from September 2009 to November 2011.

Denis is a civil engineer with more than 30 years' experience in construction and maintenance services for the oil and gas and resources sectors in central Queensland and north-west Western Australia.

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Giles Everist, Non-Executive Director
Giles joined the Company in January 2010. He served as Non-Executive Chairman of Decmil from November 2011 to June 2014. In July 2014 he became Chair of the Audit and Risk Committee.

Giles has more than 20 years' experience in the finance, resources and engineering services industry, holding senior executive roles with Coopers and Lybrand, Rio Tinto, Fluor Australia and Monadelphous Group where he was Chief Financial Officer from 2003 to 2009.

Lee Verios, Non-Executive Director
Lee has more than 40 years' experience as a commercial and property lawyer. Until he retired in July 2010, he was a partner in the international law firm of Norton Rose Fulbright, where he headed its Commercial Property division in Perth. Lee is also an experienced company director, currently serving as a Non-Executive director of Finbar Group Ltd and Wyllie Group Pty Ltd. He joined our board in April 2010.

Trevor Davies, Non-Executive Director
Trevor was appointed to the Board in April 2013. He is a civil engineer who has had an extensive career within the construction and mining industries. Until his retirement in 2009, Trevor was the Chief Executive Officer of Queensland-based civil and mining services contractor Golding Contractors where he oversaw a period of significant growth.

Trevor has taken the decision to step down from the Decmil Board at this AGM. I would like to take this opportunity to thank Trevor for his service to the Company over the past 2 and half years and wish him all the best for his future endeavours.

I would also like to introduce you to our Executive Team, some of whom are here with us today.

- Ric Buratto – who joined Decmil on 1 July 2015 as Chief Executive Officer, Construction & Engineering,

- Jon Holmes – Executive General Manager, Construction and Engineering,

- Craig Amos – our Chief Financial Officer, and

- Alison Thompson – our Company Secretary.

At today's meeting we have six resolutions to consider which will all be put to a poll.

However, before we commence the formal part of the meeting, I am going to give a brief overview of the Company's highlights over the past year, and will then invite our CEO and Managing Director, Scott Criddle, to give shareholders a detailed review of the FY15 financial year, provide a trading update on FY16 and discuss the strategy and outlook for the Group which includes the acquisition of a business in the telecommunications space.

MAKE IT.

At the conclusion of formal proceedings, we would welcome you to stay on for light refreshments, and discuss any matters regarding the Company with the directors and senior executives present today.

I now turn to the Group highlights of FY15. Despite a challenging macroeconomic environment in the construction and engineering sector, the Group's revenue grew to a record level of $666 million during the financial year, largely through a much wider geographic, customer and industry base.

Whilst the Group revenue grew, normalised net profit after tax declined by 19%. This is primarily as a result of a subdued natural resources construction sector, combined with Decmil taking on a greater proportion of Government work at lower margins than those realised during the resources and construction boom of recent years. Notwithstanding profit was down on FY14, the Board believes this is a result the business can be proud of in the current environment.

Our FY15 results have been underpinned by a solid performance on key contracts with the Department of Immigration and Border Protection, the Department of Defence, Roy Hill, QGC and Rio Tinto.

Homeground Gladstone, our flagship accommodation village, also achieved steady occupancy during the year averaging 69%.

Decmil continues to offer a diversified range of services to the mining, oil & gas, infrastructure and government sectors in Australia and overseas.

In addition to our existing capabilities, the business has established itself in the public infrastructure sector and its work now includes immigration facilities, roads, bridges, schools and a wide array of defence works. Our diversification has been across geographies as well as services, with the company commencing its first project in New Zealand during FY15.

This is work that is quite different from the resources boom of recent years, however in many ways it depends on similar skills and capabilities.

FY15 also saw the Group establish telecommunication infrastructure capability through the acquisition of SAS Telecom, which we believe offers good growth opportunities. In his address, Scott will provide more detail around our plans in the telecommunications sector.

It is these new sectors and capabilities that will present new and different opportunities for the Group as we continue to see the level of engineering construction in the traditional resources sectors decline.

In closing, I would again like to take this opportunity on behalf of the Board to thank our loyal shareholders for their ongoing support and of course our staff for their dedication to Decmil.

I would like to now hand over to Scott Criddle, Decmil Group's Managing Director and Chief Executive Officer.

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Managing Director's Address

DECMIL GROUP LIMITED

2015 ANNUAL GENERAL MEETING

18 NOVEMBER 2015

SCOTT CRIDDLE

Thank you Bill.

Good morning ladies and gentlemen and thank you for joining us today for our 2015 Annual General Meeting.

As you have heard from our Chairman, I am pleased to report that we have delivered another solid result this financial year in what we could only describe as fairly challenging conditions.

In FY15 the Company delivered a record year of revenue, being $666.2 million and profit of $40.3 million.

These results were underpinned by:

- Landmark contracts for the Department of Immigration and Border Protection at Manus Island nearing successful completion;
- New Defence work secured across Australia including fuel infrastructure works, building refurbishment projects and the construction of new specialist infrastructure;
- Strong performance on QGC's wellhead installation programme and new work for Origin Energy, AGL and new opportunities with prominent companies in the gas sector;
- Further work secured at the Roy Hill project and increasingly doing larger and more complex mechanical projects; and
- Consistent occupancy at the Homeground Gladstone Village, averaging 69% for the financial year.

Notwithstanding the growth in revenue, we are seeing our margins reduce due to a more competitive economic environment and a higher proportion of Government work.

Hence, FY15 EBITDA, net profit after tax and earnings per share were all down on FY14 numbers, despite the higher revenue result.

This is reflective of a more normalised construction environment where margins are not as high as during the boom times. There is no doubt that FY16 will continue to present challenges for the construction and engineering sector in this respect.

A final dividend of 8.5 cents per share was paid on 25 September 2015. Combined with the 4.5 cents per share interim dividend, this represented a total dividend of 13.0 cents per share for

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the 2015 financial year, which is consistent with 2014. The total dividend distribution represents a 54% payout ratio, an increase on the 44% payout last year.

The Group maintained a strong net cash position, with cash on hand of $59.5m at 30 June 2015.

Whilst the Group has access to substantial senior debt and bonding facilities, it ended the year with no drawn senior debt.

The Board considers this fiscal discipline to be appropriate given the challenging environment in the broader construction and engineering sector.

During the year the Company bought back 1,363,495 shares under its on-market share buyback program. The Board considered the weakness in the market and the Decmil share price presented a good investment for the Company and a sensible way to deploy its cash reserves.

Over the past 12 months we have focussed on our diversification strategy by growing our footprint in public sector infrastructure and diversifying the client base of our upstream Coal Seam Gas (CSG) business.

We have also established a presence in New Zealand as one of three contractors selected for the Christchurch Schools Rebuild Programme.

These developments align with our overall ambition to build a diverse and strong construction and engineering business capable of competing with Tier 1 contractors in Australia and abroad in the LNG, mining and public infrastructure sectors.

Following on from our significant projects on Manus Island for the Australian Government's Department of Immigration and Border Protection, we have continued to expand into other areas of Government. Defence in particular has been a real focus given how relevant Decmil's core capabilities and strengths are to this sector.

We are now undertaking Defence work across Australia including fuel infrastructure works, building refurbishment projects and the construction of new infrastructure such as training facilities and explosives hazard areas.

As we look ahead, much of the construction and engineering industry will continue to face significant headwinds in the 2016 financial year as the resources industry in Australia continues to transition from the construction phase to an operational phase. Decmil is not immune to these challenges, and I would therefore like to share with you an update on our trading performance and forecasts for FY16.

The Group is expected to have a weak first half in FY16 due to the completion of major projects for the Department of Immigration and Border Protection, Rio Tinto and Roy Hill and the challenging conditions that we currently face in the Australian iron ore, coal and LNG markets, which are undertaking very few new expansionary construction projects due to weak commodity prices.

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As a result, Decmil will have to look to new markets, such as the NSW and Victorian infrastructure markets, Defence, Education and Health, as we believe these will continue to present strong opportunities for our business.

When we look at construction spending by state, it is clear that Decmil's traditional geographical markets of WA and Queensland are in decline. NSW and Victoria are predicted to be the main areas of growth, with spending moving from resource to public sector infrastructure. Shareholders can be assured that this will be an area of focus for Decmil moving forward.

In terms of Homeground, occupancy has been impacted by major LNG and port projects in Gladstone nearing completion. The macroeconomic environment is also presenting challenging conditions for near term expansionary capital spend and new projects in the Gladstone region.

As a result, the first quarter Homeground occupancy has been weak and we expect this to continue for the remainder of FY16.

The asset remains profitable at these levels however an external valuation is underway which will likely result in a material downward rebasing of the carrying value of the asset at 31 December 2015.

We are also engaging in early, but promising, discussions with the major project operators in the region around longer term occupancy options once commissioning of the current major Gladstone projects are complete.

During the first half we commenced a process to potentially monetise the Homeground Village asset, however this was subsequently put on hold due to poor market conditions.

As a business we understand that we need to quickly respond to the changes occurring in the current market. Our proven ability to do so has helped us navigate these challenging times and continue to prosper.

We have recently undertaken a significant cost cutting program targeting a reduction in overhead levels of 15 to 20 million dollars by FY17. As part of this program we have simplified the construction and engineering division management structure to cater for the reduced volumes of work and have negotiated voluntary salary reductions across the Group including 10 – 15% reductions for Senior Managers, Board and Executive personnel.

We are accelerating our entry into new markets such as telecommunications, EPC and the New Zealand and East Coast infrastructure markets. This will be achieved through small but targeted acquisitions which will allow us to focus nationally on opportunities in NBN and wireless construction and maintenance.

We are in the process of appointing an experienced General Manager to oversee expansion of the Decmil business in New Zealand and will continue to organically grow business in Defence, Health and Education Sectors.

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I would now like to share with you an exciting acquisition opportunity that Decmil is currently working on. It relates to a non-binding offer we have made to acquire a leading national telecommunications services provider which has capabilities in design, installation, commissioning and maintenance of wireless and fixed line infrastructure.

The business has demonstrated substantial growth over the past 2 years and will provide Decmil Group with scale and a national presence in the growing telecommunications services market.

We have currently made a non-binding indicative offer for the business but the transaction is subject to a number of conditions with due diligence expected to be completed in December 2015.

The business has identified a number of priorities which we deem as critical for future success.

The establishment of a dedicated telecommunications services division is a key focus as this will provide Decmil with diversification into a new growth market.

We will continue to adjust the management and cost structure of the business and will accelerate the transition of Decmil Group from resource to infrastructure and service sectors through progression of targeted acquisitions.

We will also focus on organically growing our New Zealand business and growing our exposure to Defence.

Challenging conditions in the Group's historical sectors and a weak first quarter in the construction and engineering division have contributed to a reductions of our expectation of FY16 Construction & Engineering revenue to range of 300 to 350 million dollars.

In addition to this, the newly formed telecommunications division is expected to contribute 30 to 35 million dollars to FY16 revenue with substantial growth on these numbers in FY17.

We are regarding FY16 as a transformational year for Decmil as the Group continues its progression into new markets and sectors.

Before I conclude I would like to thank Bill, our Chairman, and our fellow directors, for your support and advice over the past year.

In particular I would like to acknowledge Trevor and the contribution he has made to the organisation over the past few years. Thank you Trevor.

I would also like to thank our hard-working staff and of course our shareholders for the support afforded to the business during the past 12 months.

I will now hand back to Bill to conduct the formal business.

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Annual General Meeting

18 November 2015

Welcome

Board of Directors

Bill Healy
Non-Executive Chairman

Scott Criddle
Managing Director and
Group Chief Executive Officer

Denis Criddle
Non-Executive Director

Giles Everist
Non-Executive Director

Trevor Davies
Non-Executive Director

Lee Verios
Non-Executive Director

Executive Team

Ric Buratto
Chief Executive Officer
Construction and Engineering

Jon Holmes
Executive General Manager
Construction and Engineering

Craig Amos
Chief Financial Officer

Alison Thompson
Company Secretary

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FY15 Group Highlights

Financial

- Revenue up 7.9% to $666.2m
- EBITDA[1] down 19.8% to $62.7m
- NPAT[1] down 18.9% to $40.3m
- Earnings per share[1] at 23.91 cents (FY14: 29.50cps)
- Cash on hand of $59.5m (no core senior debt – net cash position)

Operations

- Solid performance on key contracts with the Department of Immigration and Border Protection, Department of Defence, Roy Hill, QGC and Rio Tinto
- Better than expected occupancy levels at Homeground Gladstone (average of 69% over the period)
- Establishment of a telecoms infrastructure capability through the acquisition of SAS Telecom

Strategy + Outlook

- Challenging market conditions to continue into FY16
- Diversification of Construction & Engineering revenue remains a key focus – greater scale and penetration into new sectors required to return to profit growth in FY17
- Homeground occupancy levels will be volatile as major LNG and port projects in Gladstone transition to operations

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Note:
1 – Excludes gains arising from business combinations from FY14 reporting period

Group Capability

- Offering a diversified range of services to the mining, oil & gas, infrastructure and government sectors in Australia and overseas.
- Establishing strong presence in the public infrastructure sector
  - Projects include immigration facilities, roads, bridges, schools, Defence
- Diversification across geographies as well as services
  - Commenced first project in New Zealand
- Telecommunication infrastructure capability established
  - Offers good growth opportunities.

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FY15 Review

FY15 Review

- Record year of revenue being $666.2 million
- Profit of $40.3 million
- Results underpinned by:
  - Contracts for the DIBP at Manus Island nearing completion
  - New Defence work secured across Australia
    - fuel infrastructure works
    - building refurbishment, and
    - specialist infrastructure
  - Strong performance on QGC's wellhead installation programme and new work for prominent companies in the gas sector
  - Further work secured at Roy Hill; and
  - Homeground Gladstone Village occupancy averaging 69%.
- Margins reducing due to a more competitive economic environment and a higher proportion of Government work.

Group Financial Snapshot

$m	FY12	FY13	FY14	FY15	14-15 Mvmt (%)
Revenue	550.3	526.5	617.7	666.2	7.9%
EBITDA[1]	55.7	71.0	78.2	62.7	(19.8%)
NPAT[1]	39.1	45.2	49.7	40.3	(18.9%)
NPAT margin %	7.1%	8.6%	8.0%	6.0%	(2.0pp)
Operating cash flow[2]	89.4	56.7	85.4	54.6	(36.1%)
Cash conversion	160.5%	79.9%	109.2%	87.1%	(22.1pp)
Earnings per share (cps)	26.51	26.94	29.50	23.91	(5.59cps)
Final dividend (cps)	7.5	8.0	8.5	8.5	0.0cps
Full year dividend (cps)	10.0	12.0	13.0	13.0	0.0cps
Dividend payout ratio	38%	45%	44%	54%	10pp

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Note:
1 – Excludes gains arising from business combinations from FY13 and FY14 reporting periods
2 – Represents statutory operating cash flow, excluding tax and net interest

Group Financial Position

$m	Jun12	Jun13	Jun14	Jun15	14-15 Mvmt (%)
Gross cash	141.4	43.7	59.3	59.5	0.3%
Debt	15.9	22.7	2.0	0.8	(60.0%)
Book equity	225.5	271.2	302.8	319.4	5.5%
Gearing ratio	7%	8%	1%	0%	(1pp)
Net cash position	125.5	21.0	57.3	58.7	2.4%
Bank guarantees & surety bonds:					
- Utilised	86.8	88.7	103.4	57.1	(44.8%)
- Available	78.2	116.3	121.6	132.5	9.0%
Capex	6.3	67.1	7.5	5.6	(25.3%)

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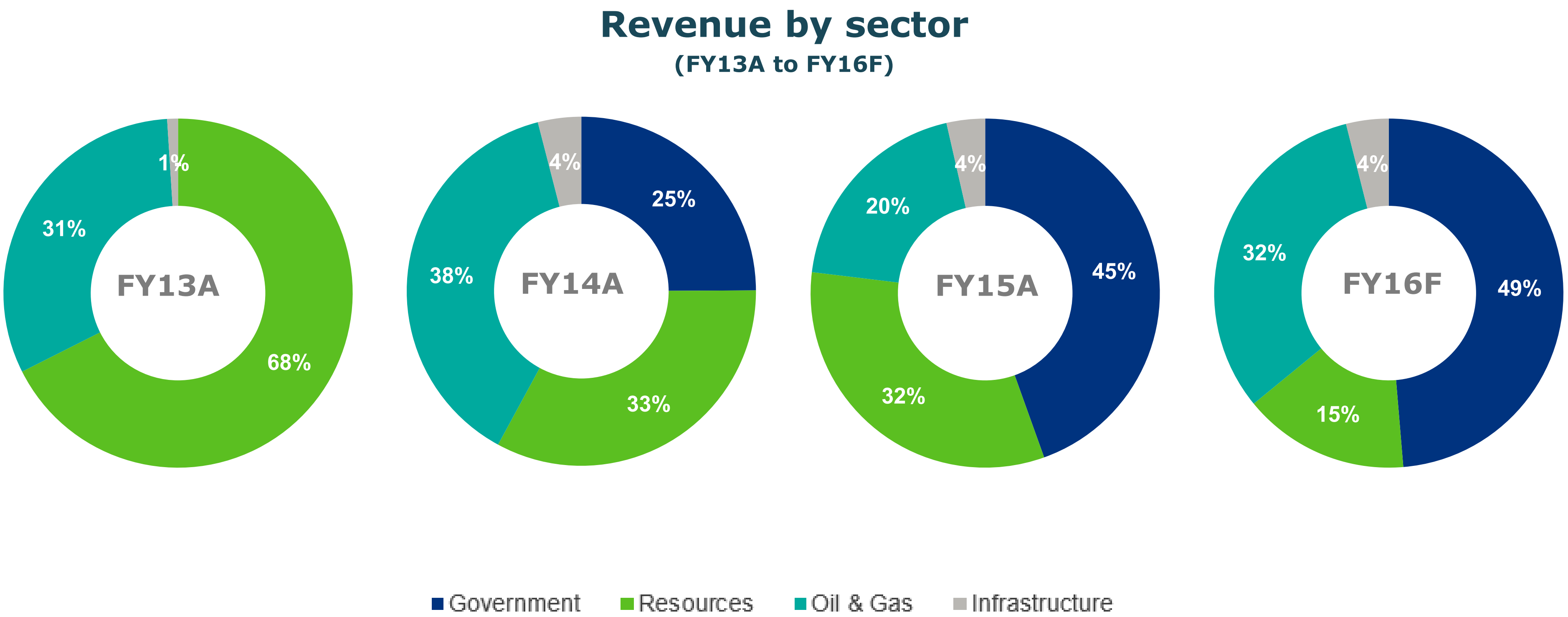
Construction & Engineering Diversity

The Construction & Engineering division has continued to diversify its revenue with an increasing exposure to Government

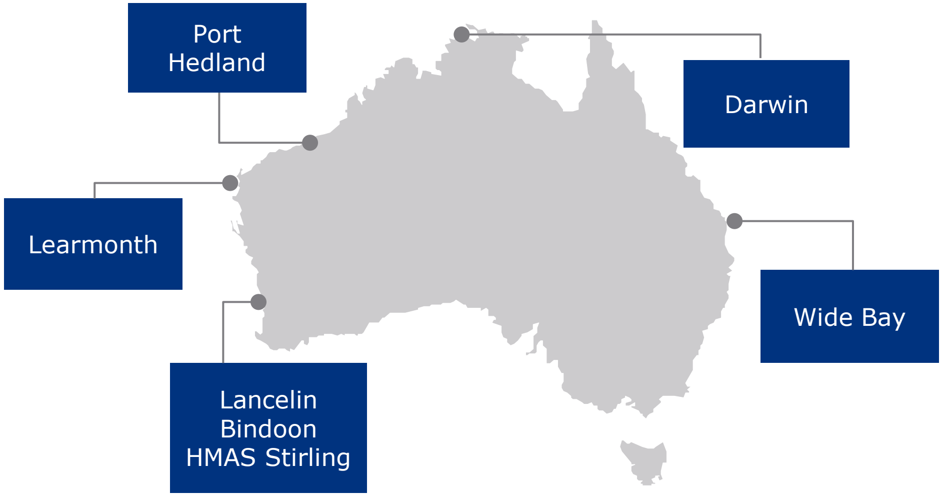


Growing Exposure to Government

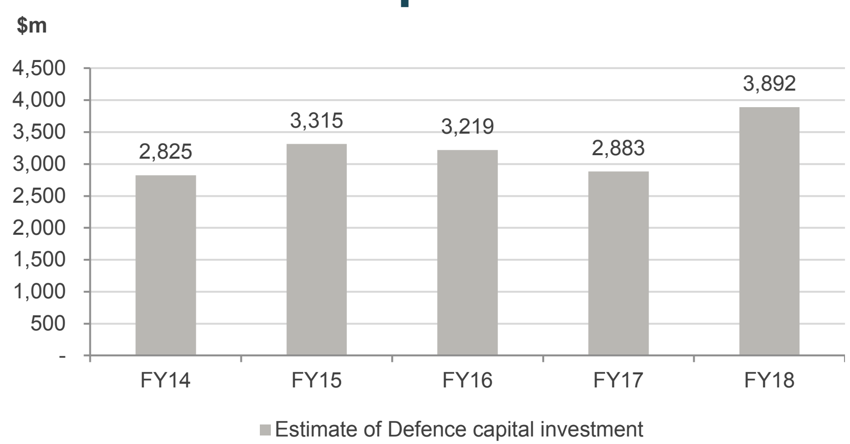
Key Government projects

Client	Location	Project components
DIBP	Manus Island	Construction of offshore immigration centre
Defence	Darwin	Design & remediation of fuel infrastructure covering Civil, structural, electrical and mechanical
Defence	Port Hedland	Installation of modular facilities covering civil, electrical, comms and services
Defence	Lancelin	Accom replacement including fire, electrical and services
Defence	Learmonth	Accom replacement including fire, electrical and services Fuel infrastructure replacement of existing fuel farm with new 2.1Ml farm
Defence	Bindoon	Construction & refurbishment of facilities
Defence	Wide Bay	Construction of training facility and explosives hazard training area
Defence	HMAS Stirling	Design & fuel Infrastructure remediation covering civil, electrical, piping and tank remediation
Main Roads	Seventh Ave	Deconstruction and removal of bridge, construction of new bridge
Main Roads	WA & QLD	A number of minor road and bridge projects
Ministry of Education: New Zealand	Christchurch	Construction / refurbishment of schools

Defence – Decmil project locations



Defence – net capital investment



Source: http://www.budget.gov.au/2014-15/content/bp1/html/bp1_bst6-01.htm

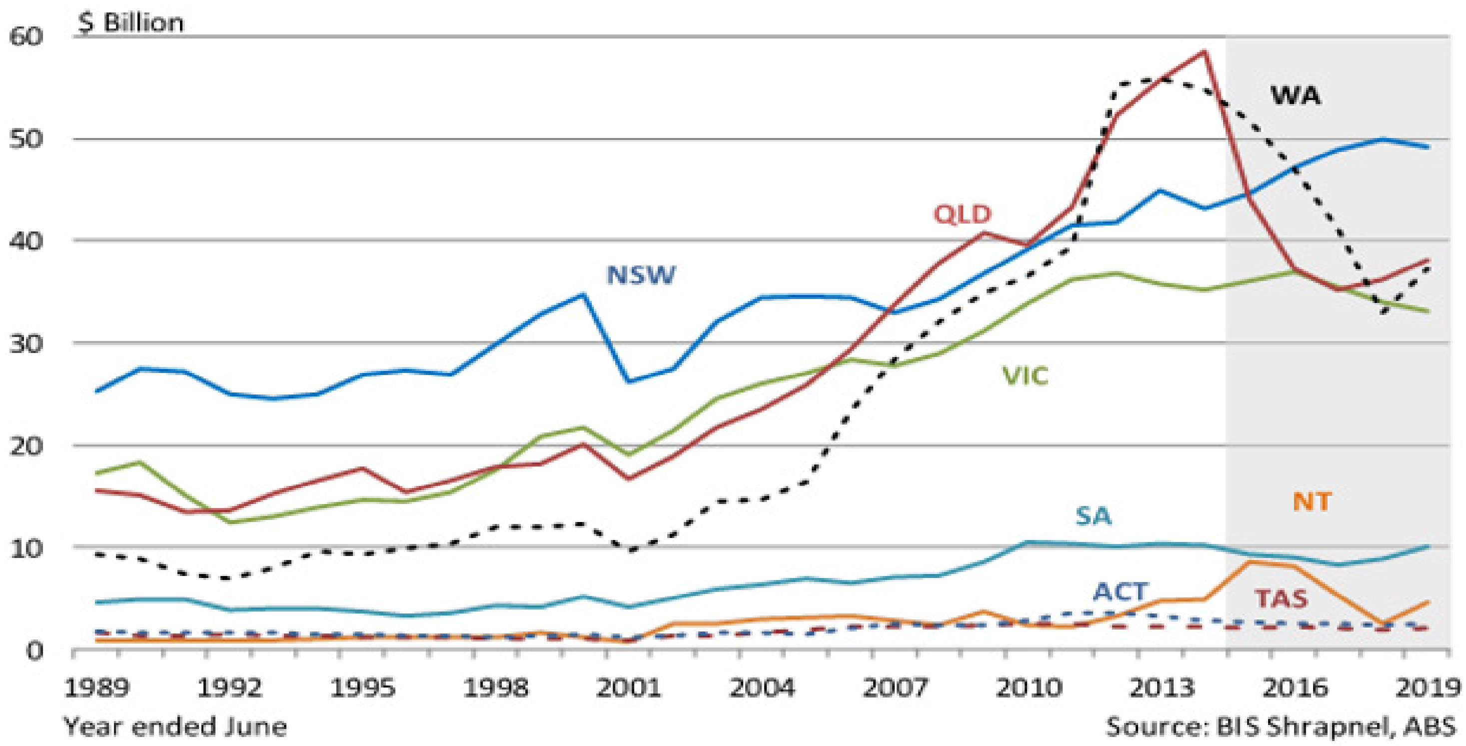
FY16 Trading Update

Construction & Engineering Overview

- Weak Q1FY16 experienced across the Group as recent landmark major projects for Immigration, Rio Tinto and Roy Hill approach completion
- Conditions in Australian iron ore, coal and LNG markets remain deeply challenging - very few new expansionary construction opportunities
- LNG industry moving into operating and production phase, but sustaining capital and operating budgets under pressure due to oil price level
- NSW and Victorian infrastructure markets buoyant, but Decmil has no historical exposure to these markets
- Defence, Education and Health continue to present good opportunities for Decmil nationally
- Decmil transition to broader public sector exposure progressing – but needs acceleration

Construction Spend by State

Construction spend moving from WA & QLD to NSW & Vic and from resource to public sector infrastructure



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Homeground Update

- Major LNG and port projects in Gladstone near completion and in commissioning phase
- Challenging conditions for near term expansionary capital spend and new projects in the Gladstone region
- Sustaining capital and operating budgets of customers being challenged given oil and coal price pressures
- Q1FY16 occupancy below initial expectations
- Full review of Gladstone accommodation market undertaken including revised 5 year outlook for Homeground
- Short term occupancy expectation continues to be weak – comprised largely of LNG and Rio Tinto shutdown workforce and no new construction projects
- Asset remains robust and profitable at the these levels of occupancy
- External valuation underway – will likely result in a material downward rebasing of carrying value at 31 December 2015 based on weaker than expected short to medium term outlook
- Some early but promising discussions about longer term exclusive accommodation provision opening up with major project operators
- Monetisation process on hold due to poor market conditions

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Response to Current Market

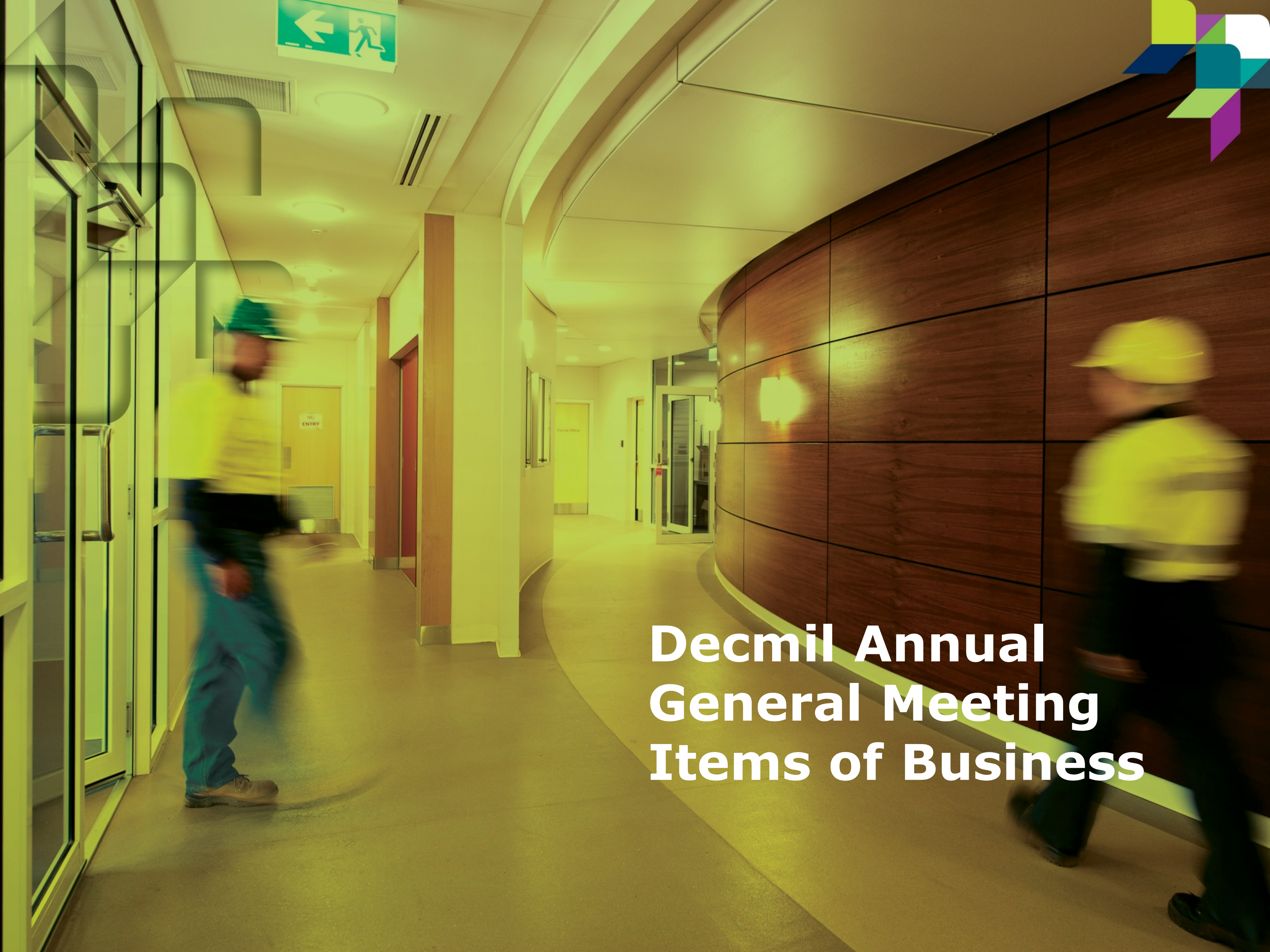
- Significant cost reduction program underway – targeting reduction of ~$15m - $20m on FY15 overhead levels by FY17
- Simplified C&E management structure being put in place to respond to reduced volumes of work in traditional resource markets
- Voluntary salary reductions across the Group including 10 – 15% reduction to Senior Managers, Board and Executive
- Accelerated entry into new markets for Decmil business – Telecommunications, EPC, New Zealand and East Coast infrastructure markets
- Acceleration to be achieved by targeted acquisition of small successful business that can used as platforms for expansion and growth
- Creation of dedicated telecommunications services business division within the Group to focus nationally on opportunities in NBN and wireless construction and maintenance
- Experienced General Manager to be appointed to oversee expansion of the Decmil business in New Zealand
- Continue to organically grow business in Defence, Health and Education Sectors
- Continue to review and seek further efficiency in Homeground operating model and cost structure

Telecommunications Services

- Have made a non binding indicative offer to acquire a leading national telecommunications services provider
- Capability includes design, installation, commissioning and maintenance of wireless and fixed line infrastructure
- Provides Decmil Group with scale and a national presence in growing telecommunications services market
- Business has demonstrated substantial growth from FY13 to FY15
- Transaction is subject to a number of conditions and due diligence expected to be completed in December 2015
- In H2FY16 the Group will have a dedicated telecommunication division with a national footprint in the wireless, fixed line and NBN services markets businesses

Outlook and Near Term Priorities

- Establishment of dedicated Telecommunications services division
- Continue to adjust management and cost structures
- Accelerate transition of Decmil Group from resources to infrastructure and service sectors through targeted M&A
- Organically grow business in Defence and New Zealand
- Challenging resources sector and tender pipeline drift to FY17 resulting in C&E revenue for FY16 now expected in the range of $300m–$350m. ~$250m of this is contracted at Oct 2015
- Telecoms division expected to contribute in the range of $30m – $35m to FY16 revenue with substantial growth in FY17
- Continue to expect Homeground occupancy for FY16 to be weak – improving in FY17 as LNG shutdown cycle commences
- Weak H1FY16 result still expected
- **FY16 will be a transformational year as the Group continues to transition into new markets and sectors**



Decmil Annual General Meeting Items of Business

CEO Incentive Plans

- Scott Criddle has been with Decmil Australia for 13 years
- Chief Executive Officer of the Company for over 6 years
- Decmil has developed from a small regional engineering firm to a multi-disciplinary national and international operator
- Scott Criddle's influence and commitment has been instrumental in achieving this growth and development
- The Board considers Mr Scott Criddle as a proven winner of new business and it is of the firm view that it is strategically important for him to continue in his role as Chief Executive Officer for, at least, the next 5 years
- The Board wishes to ensure Mr Scott Criddle's commitment for another 5 years to avoid the disruption, cost and culture issues of having to recruit a new Chief Executive Officer during a period that will require demonstrated business building skills as we reshape Decmil

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Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, Director’s Report, Remuneration Report and the Auditor’s Report.

Resolution 1

Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a 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 2015."

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Resolution 1

Adoption of Remuneration Report

PROXY SUMMARY	
FOR	62,239,035
AGAINST	28,610,858
ABSTAIN	303,145
PROXY'S DISCRETION	717,983
TOTAL VOTES	91,843,021
% OF SHARES ON ISSUE	55%

Resolution 2

Re-Election of Director – Denis Criddle

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Denis Criddle, a Director, retires by rotation, and being eligible, is re-elected as a Director."

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Resolution 2

Re-Election of Director – Denis Criddle

PROXY SUMMARY	
FOR	107,078,168
AGAINST	5,398,466
ABSTAIN	76,790
PROXY'S DISCRETION	750,983
TOTAL VOTES	113,304,407
% OF SHARES ON ISSUE	68%

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Resolution 3

Adoption of the 2015 Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to establish and maintain an incentive plan titled "Incentive Plan 2015" (Plan) and for the issue of securities from time to time under the Plan as an exception to ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement."

Resolution 3

Adoption of the 2015 Incentive Plan

PROXY SUMMARY	
FOR	85,789,258
AGAINST	26,483,497
ABSTAIN	96,951
PROXY'S DISCRETION	745,983
TOTAL VOTES	113,115,689
% OF SHARES ON ISSUE	68%

DECMIL

Resolution 4

Grant of Restricted Rights to the CEO in Lieu of Cash (STI)

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

"That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of Restricted Rights to Mr Scott Criddle in satisfaction of his short term remuneration award for FY16, FY17 and FY18 in lieu of the payment of cash, on a deferred basis and otherwise on the terms summarised in the Explanatory Statement."

DECMIL

Resolution 4

Grant of Restricted Rights to the CEO in Lieu of Cash (STI)

PROXY SUMMARY	
FOR	109,385,709
AGAINST	2,883,363
ABSTAIN	104,634
PROXY’S DISCRETION	741,983
TOTAL VOTES	113,115,689
% OF SHARES ON ISSUE	68%

DECMIL

Resolution 5

Grant of Performance Rights to the CEO (LTI)

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

"That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of Performance Rights to Mr Scott Criddle for his long term remuneration award, on the terms summarised in the Explanatory Statement."

Resolution 5

Grant of Performance Rights to the CEO (LTI)

PROXY SUMMARY	
FOR	86,024,028
AGAINST	26,214,762
ABSTAIN	134,709
PROXY'S DISCRETION	742,190
TOTAL VOTES	113,115,689
% OF SHARES ON ISSUE	68%

DECMIL

Resolution 6

Grant of Restricted Shares to the CEO (One Off Retention Award)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 2.5 million Restricted Shares to Mr Scott Criddle (or his nominee), on the terms summarised in the Explanatory Statement."

DECMIL

Resolution 6

Grant of Restricted Shares to the CEO (One Off Retention Award)

PROXY SUMMARY	
FOR	72,338,278
AGAINST	39,958,098
ABSTAIN	77,330
PROXY’S DISCRETION	741,983
TOTAL VOTES	113,115,689
% OF SHARES ON ISSUE	68%

DECMIL

Thank You