

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Bradken Limited, (the "Company"), will be held at the Global Corporate Centre of the Company at 20 McIntosh Drive, Mayfield West, New South Wales on 26th October 2016 at 11.30 a.m. (Sydney time).

AGENDA

Ordinary Business

1. Financial Reporting

To receive and consider the Financial Report of the Company and the consolidated entity, the Directors' Report and Auditor's Report for the financial year ended 30 June 2016.

There is no vote on this item.

2. Remuneration Report

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

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2016.

Under the Corporations Act 2001 (Cth) ("Corporations Act"), this resolution is advisory only and does not bind the Directors or the Company.

Note: If this resolution attracts an 'Against' vote of less than 25%, the Board Spill Meeting Resolution set out in Item 5 will not need to be put to the meeting.

3. Re-election of Director

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

That Mr Phillip Arnall, who retires by rotation in accordance with Article 9.3 of the Company's Constitution, be re-elected as a Director of the Company.

4. Election of Director

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

That Mr Rupert Harrington, who, having been appointed as a Director since the last general meeting of the Company and is ceasing to hold office at the conclusion of this general meeting, be elected as a Director of the Company.

Contingent Business

5. Spill Resolution (conditional)

Important Note: The following resolution will only be put to the 2016 Annual General Meeting if at least 25% of the votes validly cast on the resolution proposed in Item 2 (Remuneration Report) are cast against that resolution.

Note: If you do not want the spill meeting to take place, vote "AGAINST" this resolution. If you want the spill meeting to take place, vote "FOR" this resolution.

If required, to consider and, if thought fit, to pass the following ordinary resolution:

"That, as required by the Corporations Act:

- 1. an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. all of the non-executive directors in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2016 was passed (being, Mr Phillip Arnall*, Mr Rupert Harrington*, Mr Greg Laurie and Dr David Smith) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

**This assumes that the Directors are re-elected or elected at this Annual General Meeting under Items 3 and 4.*

For further information, please refer to the Explanatory Notes which form part of this Notice of Meeting.

By order of the Board



Steven Perry
Company Secretary
23 September 2016

NOTES ON VOTING

Eligibility

For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00pm (Sydney time) on Monday, 24th October 2016.

Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the meeting.

Proxies

A member entitled to attend and vote at a meeting of shareholders is entitled to appoint a proxy.

A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.

A proxy need not be a member of the Company and can be an individual or a body corporate.

A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of the power of attorney or authority certified as a true copy by statutory declaration, must be duly completed and returned to the Company's Share Registry Link Market Services Limited:

- by hand to Link Market Services Limited at 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney South, NSW 2000;
- by mail to Bradken Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235
- by fax to 02 9287 0309; or
- by lodging your vote online at www.linkmarketservices.com.au

by no later than **11.30 a.m.** (Sydney time) on **Monday, 24th October 2016**.

Any proxy form received after this deadline (including at the Annual General Meeting) will be invalid.

EXPLANATORY NOTES

Item 1: Financial Reporting

As required by section 317 of the Corporations Act, the Financial Report of the Company (including consolidated financial statements of the Company and its controlled entities ("Group")), the Directors' Report and the Auditor's Report for the most recent financial year will be laid before the meeting. Shareholders will be provided with the opportunity to ask questions about the reports or about the Company or the Group generally but there will be no formal resolution put to the meeting. The Auditor will be available at the meeting to answer any questions in relation to the Auditor's Report or the conduct of the audit of the Financial Report.

Item 2: Remuneration Report

Listed companies are required to put the Remuneration Report relating to director and executive remuneration for each financial year to a resolution of shareholders at their annual general meeting. The Remuneration Report is included in Section 2 on page 9 of the Company's Annual Report, which accompanies this Notice of Meeting. Shareholders will have the opportunity to ask questions and comment on the Remuneration Report at the Annual General Meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

Due to the "two strikes rule" in the Corporations Act, votes against this resolution may lead to an extra meeting to elect Directors. If 25% or more of the votes validly cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings (the first and second "strikes"), a "spill resolution" must be put to shareholders at that second Annual General Meeting as to whether a further meeting should be held at which all Directors (other than the Managing Director) cease to hold office but may stand for reelection ("Spill Meeting"). At last year's Annual General Meeting the resolution to adopt the 2015 Remuneration Report was carried, but more than 25% of the votes validly cast on that resolution were against, thereby constituting a "first strike". If at least 25% of the votes validly cast on the resolution in Item 2 are against the adoption of the Remuneration Report, then this would constitute a "second strike" and, as then required by the Corporations Act, a "spill resolution", as set out in Item 5 will be put and voted on at this Annual General Meeting.

The Company's remuneration structure is designed to align executive and shareholder interests, retain talent and support long-term value creation by providing competitive remuneration and valuable rewards for exceptional performance. The Company obtains independent input to confirm the appropriateness of these arrangements.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors, secretaries and senior managers of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors, secretaries and senior managers of the Company; and
- sets out remuneration details for each Director and the five most highly remunerated senior executives of the Company, and for the five most highly remunerated senior executives of the Group (including the value of any options granted to those persons).

The Board considers that the concerns raised at the last Annual General Meeting have been addressed or explained including in the Directors' Report in the Annual Report.

Voting exclusion statement in respect of Item 2

A vote must not be cast (in any capacity) on the resolution proposed in Item 2 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 2 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 2, and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 2 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Resolution 2 is connected directly or indirectly with the remuneration of a member of the KMP of the Company, which includes the Chairman of the meeting.

Recommendations of the Board

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote for the resolution proposed in Item 2.

The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

Items 3 and 4: Re-Election and Election of Directors

Under Article 9.3 of the Constitution of the Company dealing with the rotation of Directors, Mr Phillip Arnall will retire from office at the conclusion of the 2016 Annual General Meeting. Being eligible to do, he offers himself for re-election.

Under Article 9.8 of the Constitution of the Company, Mr Rupert Harrington, who, having been appointed as a Director since the last Annual General Meeting of the Company as an additional Director will cease to hold office at the conclusion of the 2016 Annual General Meeting. Being eligible to do so, Mr Harrington offers himself for election. Following is a short biography of each Director standing for re-election or election.

Mr Phillip J Arnall –Independent Non-Executive Chairman

Mr Phillip Arnall was appointed to the Board on 13 April 2004. He is a member of the Audit and Risk Committee and the Human Resources Committee.

He has extensive experience in the mining and steel industries in management positions. Phil was the General Manager, International at Smorgon Steel Group Limited and he held various senior positions at Australian National Industries Limited including Chief General Manager of Structural Steel Product Group, Group Chief Executive of Tube Mills and Mining Services and Group Chief Executive of ANI Products Group.

He is currently a non-executive director of A J Lucas Group Limited and chairman of the private building company, Shape. He holds a Bachelor of Commerce (Accounting) degree.

Phil was appointed as Chairman of the Company after the resignation of the former Chairman, Mr Nick Greiner.

Mr Rupert A Harrington – Independent Non-Executive Director

Mr Rupert Harrington was appointed to the Board on 1 December 2015. He is a member of the Audit and Risk Committee and the Human Resources Committee.

Rupert has extensive experience in capital markets and a broad range of skills including a deep understanding of mining services and a proven track record of shareholder value creation. He is currently a Non-Executive Director of ASX listed companies Integral Diagnostics Limited and Clover Corporation Limited and is Executive Chairman of Advent Private Capital, a leading Australian private equity manager.

Rupert holds a Bachelor of Technology degree, a Masters of Business Management from Bradford University and a Diploma in Accounting and Finance from Manchester University.

Recommendations of the Board

The Board unanimously recommends that shareholders vote for the resolution proposed in Items 3 and 4.

The Chairman of the meeting intends to vote all undirected proxies in favour of election of Mr Phillip Arnall and Mr Rupert Harrington.

Item 5: Spill Resolution (conditional)

This resolution is a 'conditional' resolution. It will only be put to the Annual General Meeting if at least 25% of the votes validly cast on the resolution in Item 2 to adopt the 2016 Remuneration Report are cast against that resolution.

The Corporations Act provides that, if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report at two consecutive annual general meetings are against adoption, members be given the opportunity to vote on a resolution in the form of the resolution in Item 5 at the second meeting (the "two strikes" rule). As mentioned above, more than 25% of votes were cast against adoption of the Remuneration Report

at the Company's last Annual General Meeting. This constitutes a "first strike". Accordingly, the resolution in Item 5 will only need to be put to the Annual General Meeting if there is a "second strike" because at least 25% of the votes validly cast are against adopting the 2016 Remuneration Report. If less than 25% of the votes validly cast at the Annual General Meeting are against Item 2, then the "spill resolution" in Item 5 will not be put to the Annual General Meeting.

If put, this resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes validly cast by or on behalf of shareholders entitled to vote on the matter.

If this resolution is passed, then the Company must hold a Spill Meeting within 90 days after the Annual General Meeting to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following Directors, (the "Relevant Directors") will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Phillip Arnall,*
- Mr Gregory Laurie;
- Dr David Smith; and
- Mr Rupert Harrington.*

*This assumes that the Directors are re-elected or elected at this Annual General Meeting under Items 3 and 4.

Even if Mr Phillip Arnall and Mr Rupert Harrington, who are seeking re-election and election at this year's Annual General Meeting are elected at the Annual General Meeting, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting. Each of the Relevant Directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any of them would do so.

If the spill resolution at Item 5 is not passed, then the Board as at the conclusion of this Annual General Meeting will remain in place.

Voting exclusion statement in respect of Item 5

A vote must not be cast (in any capacity) on the resolution proposed in Item 5 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 5 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 5, and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 5 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP of the Company, which includes the Chairman of the meeting.

Recommendations of the Board

The Board unanimously recommend that shareholders vote **AGAINST** the resolution proposed in Item 5, if it is put to the meeting.

The Company's 2016 Annual Report (incorporating the 2016 Remuneration Report) sets out significant changes that have been made by your Directors to the Company's remuneration and governance structures in response to the "first strike" received at last year's Annual General Meeting. A passing of the spill resolution and the consequent Spill Meeting would cause enormous disruption to the operations of the Company as it attempts to implement its strategic growth model. In determining how to vote on the Spill resolution, shareholders should also consider the anomalous position that may arise where the two Directors named in Items 3 and 4 above who would be subject to the "spill":

- (a) will have been considered for re-election and election by shareholders at this Annual General Meeting (Items 3 and 4); and
- (b) in the case of Mr Rupert Harrington, he did not participate in the Board's decision to issue the 2015 Remuneration Report (which led to the "first strike") as he was not on the Board at the time.

The Chairman of the meeting intends to vote all undirected proxies against Item 5, if it is put to the meeting.