



DECMIL GROUP LIMITED

NOTICE OF ANNUAL GENERAL MEETING

ABN 35 111 210 390

Time: 10:00am (WST)
Date: 9 November 2016
Place: Decmil Group Limited
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.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on Wednesday, 9 November 2016 at:

Decmil Group Limited
Head Office
20 Parkland Road
OSBORNE PARK WA 6017

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appointed 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that pursuant to sections 250BB and 250BC of the Corporations Act:

- (a) if a proxy holder votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these provisions are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10am (WST) on Wednesday, 9 November 2016 at Decmil Group Limited Head Office, 20 Parkland Road, Osborne Park, Western Australia.

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

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 Shareholders at 5:00pm (WST time) on 7 November 2016.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the 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 2016."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-APPOINTMENT OF DIRECTOR – DAVID SAXELBY

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 13.4 of the Constitution and for all other purposes, Mr David Saxelby, a Director, who was appointed as an additional Director on 11 May 2016, retires, and being eligible, is re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – LEE VERIOS

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 Lee Verios, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 4 – RE-ELECTION OF DIRECTOR – BILL HEALY

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 Bill Healy, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 5 – SPILL RESOLUTION

Important Note: This Resolution will only be put to the Meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.

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

"That:

- (a) a meeting of the shareholders of Decmil Group Limited be held within 90 days of this Annual General Meeting (**Spill Meeting**); and*
- (b) all of the Directors of Decmil Group Limited who were Directors when the resolution to adopt the remuneration report as contained in Decmils' annual financial report for the period ended 30 June 2016 was passed, other than a managing director of the Company who may, in accordance with the ASX Listing Rule and the Company's Constitution, continue to hold office indefinitely without being re-elected to the office, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

Voting Exclusions:

A vote on Resolutions 1 and 5 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

However, a person (**voter**) described above may cast a vote on the Resolutions as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolutions; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolutions; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

DATED: 28 SEPTEMBER 2016
BY ORDER OF THE BOARD

A handwritten signature in cursive script, appearing to read "A. Thompson".

ALISON THOMPSON
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's website at www.decnil.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 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 45 – 63 (inclusive) of the 2016 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.

2.2 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, 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 at the first of those annual general meetings a Spill Resolution was not put to 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 Company's 2015 Annual General Meeting, the votes cast against the remuneration report included in the 2015 annual report (**2015 Remuneration Report**) were more than 25%. Accordingly, if at least 25% of the votes cast on this Resolution 1 are against the Remuneration Report, a Spill Resolution (Resolution 5) will be put to Shareholders.

2.3 Actions taken since 2015 Annual General Meeting

Subsequent to the 2015 Annual General Meeting and as a result of receiving a "first strike" in respect to the 2015 Remuneration Report, the Board implemented a number of strategies to better understand Shareholder concerns, which included the following:

- (a) members of the Board consulted with the Company's major Shareholders;
- (b) the Chairman of the Board and the Chairman of the Remuneration Committee met with senior representatives of the major proxy Shareholder groups to understand their concerns and views on the remuneration structures adopted by the Company and further explain the Company's position on these matters; and
- (c) the Board procured independent external advice from Ernst & Young on some of the issues raised by Shareholders during consultation and the likely views of key stakeholders and proxy Shareholder groups in particular.

Shareholders are encouraged to read the Remuneration Report which provides a full analysis of the matters raised by proxy Shareholder groups in respect to the 2015 Remuneration Report and the Company's response to those concerns.

After considering the matters raised by Shareholders, the Board resolved that it was in the Company's best interest to retain the structure of the existing remuneration packages but, in light of the Company's challenging transitional year, resolved to implement the following measures for the 2016 financial year:

- (a) the fixed remuneration of all Key Management Personnel was reduced by 10% (effective from 1 February 2016 for all executives and from 1 May 2016 for Non-Executive Directors);
- (b) the Managing Director voluntarily accepted a 15% reduction and accepted that his fixed remuneration until the 2018 financial year is not to exceed his 2015 financial year remuneration;
- (c) no short term incentives being payable in respect of the 2016 financial year (the Managing Director voluntarily determined not to take up an entitlement that he was otherwise entitled to); and
- (d) no long term incentive rights vested in 2016.

The Board believes that the measures that it has put in place during the last 12 months appropriately balances the concerns raised in respect to the 2015 Remuneration Report with a remuneration structure aimed to retain and motivate a committed Executive Leadership Team that has the capability of reinvigorating the Company's performance in line with the Company's agreed strategies.

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

2.4 Voting

Shareholders should note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. 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 Chair and expressly authorises the Chair 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 Chair 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.

3. RESOLUTION 2 – RE-APPOINTMENT OF DAVID SAXELBY AS A DIRECTOR

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors,

but only where the total number of Directors does not at any time exceed the maximum number specified in the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr David Saxelby was appointed a Non-Executive Director on 11 May 2016.

David is one of the most senior executives in the Australian construction and infrastructure industry. He has held managing director and CEO roles for the past decade, most recently with Lend Lease as CEO of Construction and Infrastructure Australia. Prior to Lend Lease, David was with the Leighton Group for 18 years, where he held a number of senior positions, most recently as Managing Director of Theiss Pty Ltd. David has held a number of senior industry positions including President and board member of Australian Constructors Association, board member of Roads Australia, board member of Infrastructure Partnership Australia and board member of Minerals Council of Australia and has been listed in the Top 100 Engineers in Australia for the past four years.

Mr David Saxelby will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

The Board recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 AND 4 – RE-ELECTION OF LEE VERIOS AND BILL HEALY AS DIRECTORS

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, 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.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

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

The Company currently has 6 Directors (although noting that Mr David Saxelby is seeking election in accordance with clause 13.4 of the Constitution) and accordingly, 2 Directors must retire.

Mr Lee Verios was last re-elected at the Company's 2013 Annual General Meeting and Mr Bill Healy was last re-elected at the Company's 2014 Annual General Meeting and have been the longest in office since re-election. Accordingly, each of Messrs Lee Verios (Resolution 3) and Bill Healy (Resolution 4) retire by rotation and seek re-election. A profile of each of Messrs Lee Verios and Bill Healy is set out below.

Mr Lee Verios

Lee was appointed as a Non-Executive Director in April 2010. Lee has more than 40 years' experience as a commercial and property lawyer in Western Australia. Until he retired in July 2012, Lee was a partner in the international law firm Norton Rose Fullbright, where he headed its Commercial Property Division in Perth. Lee also has broad experience as a company director in each of the public, large private and not-for-profit sectors.

Mr Bill Healy

Bill was appointed as Non-Executive Director in April 2009 and appointed as Non-Executive Chairman in July 2014. Bill was a director and shareholder in Sealcorp Holdings from 1985 which then established and developed the diversified financial services group. He was a founding director of ASGUARD Capital Management Ltd, Securitor Financial Group Ltd, PACT Investment Group Pty Ltd and ASSIRT Pty Ltd. He was founding director and chairman of BOOM Logistics Ltd and was involved in the development of the company's business model, early acquisitions and preparation for listing in 2003.

The Board recommends that Shareholders vote in favour of Resolutions 3 and 4.

5. RESOLUTION 5 – SPILL RESOLUTION

IMPORTANT NOTE: In accordance with the Corporations Act, Resolution 5 will only be put to the meeting if more than 25% of the votes validly cast on Resolution 1 are against the adoption of the Remuneration Report.

5.1 General

As set out above in Section 2 of this Explanatory Statement, the 2016 Annual Report contains the Remuneration Report, which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to its Shareholders for adoption.

At the Company's 2015 Annual General Meeting, over 25% of the votes cast were against the adoption of the remuneration report included in the 2015 Annual Report. If at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company will be required to put this Resolution 5 (**Spill Resolution**) to the 2016 Annual General Meeting, to approve calling a general meeting.

If Resolution 5 is put to the Meeting and more than 50% of Shareholders vote in favour of that Resolution, then:

- (a) the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the 2016 Annual General Meeting;
- (b) all of the current members of the Board, other than the Managing Director, will vacate their offices immediately before the end of the Spill Meeting; and
- (c) at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices of the Board.

Shareholders should be aware that the convening of a Spill Meeting will result in the Company incurring additional expenses in conducting the meeting (including legal, printing, mail out and registry costs) as well as potential disruption to the Company's focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources. A Spill Meeting

would likely have an impact on the market value of the Company.

Moreover, Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at the Spill Meeting. This would mean there would be no barrier to the existing major Shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three Directors (including the Managing Director) after a Spill Meeting. If at the Spill Meeting, three Directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the Resolution for their appointment (even if less than half the votes cast on the Resolution were in favour of their appointment).

As the Directors have an interest in the outcome of Resolution 5, the Directors do not make any recommendation to Shareholders as to how the Shareholders should vote on Resolution 5.

5.2 Voting

Note that a voting exclusion applies to Resolution 5 in the terms set out in the Notice of Meeting. In particular, the Directors and other Key Management Personnel and Closely Related Parties may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair 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 Chair intend to use any such proxies to vote against the Resolution.

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

6. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+ 61 8) 9368 8877 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian **dollars**.

2016 Annual Report means the annual report of the Company for the year ended 30 June 2016.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel, a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; a company the member controls; or a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Decmil Group Limited (ACN 111 210 390).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as 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 or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.


Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2016.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: % , , - &

SRN/HIN:

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



 **For your vote to be effective it must be received by 10:00am (WST) Monday, 7 November 2016**

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 Group Limited, Head Office, 20 Parkland Road, Osborne Park, Western Australia on Wednesday, 9 November 2016 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 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against.

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 5 by marking the appropriate box in step 2 below.

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.

The Chairman intends to vote in FAVOUR of the below resolutions

For Against Abstain

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-appointment of Director – David Saxelby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Lee Verios	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director – Bill Healy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote AGAINST the below resolution

	For	Against	Abstain
Resolution 5 Spill Resolution	<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 with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against. 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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /