

# Ormil Energy Limited

ACN 107 708 305

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ormil Energy Limited will be held at The Grace Hotel, 77 York Street, Sydney NSW 2000 on Monday 21<sup>st</sup> November 2011 at 10.00am

### BUSINESS

1. To receive the annual financial report of the company and of the consolidated entity for the year ended 30 June 2011 and the reports by Directors and Auditors.
2. To consider and , if thought fit, to pass the following ordinary resolution:

*“In accordance with Section 250R of the Corporations Act, the Remuneration Report be adopted”.*

The Corporations Act requires listed companies to put a non-binding resolution to the AGM regarding the remuneration report.

**Voting exclusion:** The Company will disregard any votes on resolution 2 by or on behalf of a member of the Key Management Personnel of the Company (including Directors) (“KMP”) or their closely related parties, as well as undirected votes given to a KMP as proxyholder. However the Company need not disregard a vote cast by a KMP or closely related party of the KMP where the vote is cast as a proxy and the proxy appointment specifies how the proxy is to vote.

- Important instructions for Resolution 2 : If the Chairman of the meeting is your proxy and you have not directed him/her how to vote on Resolution 2, the Chairman will be prevented from casting your votes on Resolution 2. If the Chairman is your proxy, in order for your votes to be counted on Resolution 2, you must direct your proxy how to vote on Resolution 2.

3. To consider and , if thought fit, to pass the following ordinary resolution:

*“That Mr Peter Curry be and is hereby re-elected as a director of Ormil Energy Limited”.*

Mr Curry retires in rotation in accordance with the Constitution and, being eligible, offers himself for re-election.

## ENTITLEMENT TO VOTE

In accordance with the *Corporations Act 2001* (Cth) the board has determined that for the purposes of the meeting, a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Members of the Company at 10.00 am on 19<sup>th</sup> November 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## VOTING BY PROXY

- A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the shareholder.
- Where 2 proxies are appointed the Proxy Form should specify the proportion, or the number of votes that the proxy may exercise. If the Proxy Form does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a shareholder of the Company. The proxy appointed may be described in the Proxy Form by an office held, e.g. "the Chair of the Meeting".
- Proxy Forms must be signed by a shareholders or the shareholder's attorney or, if the shareholder is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a company secretary, or if it is a proprietary company that has a sole director who is also the company secretary, by that director, or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of shares in the Company (i.e. under power of attorney or other authorisation), then the relevant authority (or a certified copy of such authority) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

To be effective, duly completed Proxy Forms (duly completed and executed) must be:

- received by mail at Share Registry - Registries Limited, GPO Box 3993, Sydney, NSW 2001, Australia;
- in person at Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney, NSW 2000; or
- sent by fax to fax number: +61 2 9290 9655

by 10.00 am on 19<sup>th</sup> November 2011.

By Order of the Board  
Mark Ohlsson  
Company Secretary  
19<sup>th</sup> October 2011