



UGL Limited
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www.ugllimited.com

TO: ASX Company Announcements

FROM: Lyn Nikolopoulos **DATE:** 22 September 2011

PAGES : 12 (inclusive)

SUBJECT: AGM Notice of Meeting & Proxy Form

Attached is a copy of the Notice of Meeting and Proxy Form for the 2010 Annual General Meeting which is being sent to shareholders today.

Yours faithfully

Lyn Nikolopoulos
Company Secretary

Please Note:

This facsimile transmission is confidential and intended solely for the addressee. If you are not the intended addressee, you must not use, disclose or copy this transmission and you are requested immediately to notify us and return the original message to us at the postal address shown.

Notice of Annual General Meeting

UGL Limited

ACN 009 180 287

Notice is given that the annual general meeting (**AGM**) of shareholders of UGL Limited (**Company** or **UGL**) will be held as follows:

Time: 2:00pm
Date: Thursday 27 October 2011
Place: InterContinental Sydney
Treasury Room
Level 1, 117 Macquarie Street
Sydney NSW 2000



PLEASE READ THIS NOTICE AND EXPLANATORY NOTES CAREFULLY

A PROXY FORM IS ENCLOSED

If you are unable to attend the AGM please complete and return the Proxy Form in accordance with the specified instructions.

AGENDA

ORDINARY BUSINESS

1. Financial, Directors' and Auditor's Reports

To receive and consider the financial report, the directors' report and the auditor's report of the Company for the year ended 30 June 2011.

2. Remuneration Report

To adopt the Remuneration Report set out in the annual report of the Company for the year ended 30 June 2011.

Please note that the vote on this resolution is advisory only, and does not bind the Company or its directors.

3. Re-Election of Mr Trevor Rowe as a Director

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

"That Trevor Rowe, being a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, is hereby re-elected as a director of the Company."

4. Re-Election of Mr Richard White as a Director

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

"That Richard White, being a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, is hereby re-elected as a director of the Company."

SPECIAL BUSINESS

5. Approval of previous issue of options

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

"That the issue of 338,215 options over fully paid ordinary shares in the Company under the Australian and United States of America Employee Share Option Plans, the details of which are set out in the Explanatory Notes included in this Notice of Meeting, be approved for all purposes (including ASX Listing Rule 7.4)."

6. Increase in aggregate fees for Non-Executive Directors

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

"That approval be given for all purposes (including ASX Listing Rule 10.17 and rule 8.3(a) of the Company's constitution), for the maximum aggregate amount of remuneration that may be paid in any financial year to the non-executive directors of the Company to be increased from \$2,000,000 to \$2,300,000 (inclusive of superannuation guarantee contributions payable to the non-executive directors and any fees which a non-executive director agrees to sacrifice on a pre-tax basis)."

NOTES ON VOTING

1. Eligibility

You will be eligible to vote if you are registered as a holder of UGL shares at 7.00pm (Sydney time) on Tuesday, 25 October 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

2. Voting information

You can vote in either of two ways:

- attend the meeting and vote in person or, if you are a corporate shareholder, by corporate representative voting for you; or
- appoint a proxy to attend and vote for you, using the enclosed proxy form.

3. Voting in person

If you attend the meeting, please bring your personalised proxy form with you. We ask that you arrive at the venue at least 15 minutes prior to the time designated for the meeting so that we may check your security holding against our register of shareholders and note your attendance.

4. Voting by corporate representative

If a corporate shareholder plans to attend, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with section 127 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

5. Voting by proxy

If you do not intend to attend the meeting and are entitled to vote on the resolutions, you may select a representative or the Chairman of the meeting to act as your proxy to attend and vote for you. A representative may be a natural person or a body corporate. A proxy need not be a shareholder of the Company.

Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast 2 or more votes at the meeting you may appoint 2 proxies, each to exercise a specified proportion or number of your votes. An additional proxy form is available from Link Market Services Limited, the share registry, on request if you wish to appoint 2 proxies.

Your proxy will also have the right to speak at the meeting and demand a poll.

You can use the attached proxy form to appoint a proxy. A reply paid envelope has also been included with the Notice of Meeting for return of the proxy form.

If you return your proxy form but do not nominate the identity of your proxy, the Chairman of the meeting will automatically be your proxy. If you return your proxy form but your nominated proxy does not attend the meeting, then your proxy will revert to the Chairman of the meeting. If a poll is duly demanded at the AGM on the questions of whether a resolution be passed and your nominated proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on the resolution, subject to note 8, Voting Exclusions.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received prior to the commencement of the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

6. How will my proxy vote?

You can direct your proxy how to vote using the proxy form.

If you do not mark any of the boxes on a given item, your proxy may vote, or abstain from voting, as he or she chooses, except as set out in Note 8, Voting Exclusions.

If you mark the "abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, and your vote will not be counted in computing the required majority on a poll.

If you mark more than one box on an item your vote on that item will be invalid.

7. Chairman's voting intentions

The Chairman of the Meeting intends to vote all available proxies in favour of each of the items of business in this Notice of Meeting.

The Company encourages all shareholders who submit proxies to direct their proxy on how to vote on each resolution. Please also refer to Note 8, Voting Exclusions.

8. Voting exclusions

For all resolutions that are directly or indirectly related to the remuneration of a member of the Company's Key Management Personnel (KMP) (being resolutions in respect items 2, 5 and 6 of this Notice of Meeting), the Corporations Act restricts KMP and their closely related parties from voting as proxies in certain circumstances. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In addition, the ASX Listing Rules apply voting restrictions to certain employees or directors and their associates in respect of items 5 and 6 of this Notice of Meeting.

The applicable voting exclusions are set out below.

Item 2 (Remuneration Report)

The Company will disregard any votes cast (in any capacity) on Item 2 by or on behalf of a KMP named in the Remuneration Report or that KMP's closely related party unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Item 5 (Approval of previous issue of options)

The Company will disregard any vote cast by employees who participated in the issue of options for which approval is sought and any of their associates as well as any vote cast as proxy by a KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Item 6 (Increase in aggregate fees for Non-executive directors)

The Company will disregard any vote cast by directors of the Company and their associates as well as any votes cast as proxy by a KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

That is, the Company's KMP will not be able to vote your proxy on items 2, 5 and 6 unless you direct them how to vote. Therefore, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, you should direct your proxy how to vote by ticking the relevant boxes next to each item on the proxy form (ie 'for', 'against' or 'abstain') OR by ticking the 'Chairman's box' at Step 2 of the proxy form

(in which case the Chairman of the meeting will vote your proxy 'for' these items). If you do not provide a direction in one of these ways (or if the direction is to 'abstain'), the Chairman of the meeting will not be able to cast your votes, and those votes will not be counted in computing the required majority on a poll.

9. Signing

If the shareholder is a corporation, the proxy form must be signed under the corporation's common seal or in accordance with section 127 of the Corporations Act or under the hand of a duly authorised officer of the corporation.

A shareholder which is a corporation having a sole director/secretary must state that fact on the proxy form.

If the shareholder is a natural person, the proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. Where shares are jointly held, only one of the holders is required to sign the proxy form.

10. Authorised Officers

If the proxy form is signed by an attorney or authorised person, a certified copy of the power of attorney or other document signed by or on behalf of the shareholder detailing the person's authority must be provided to the registry at the same time as providing the proxy form.

11. Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and a certified copy of the relevant authority) is received by the share registry not less than 48 hours before the time of the meeting (i.e. no later than 2.00pm (Sydney time) on Tuesday 25 October 2011) as follows:

- by mail to:
UGL Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235; OR
- by lodging it online at
www.investorcentre.linkmarketservices.com.au. You will be taken to have signed your proxy form if you lodge in accordance with the instructions on the website; OR
- by facsimile to +61 2 9287 0309; OR
- by hand delivery to:
Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000.

A reply paid envelope is enclosed for the return of the proxy form by post.

By order of the Board

Dated: 22 September 2011



Dennis Mentzines
Company Secretary

EXPLANATORY NOTES

IMPORTANT NOTICE

The Explanatory Notes should be read in conjunction with, and form part of, the Notice of Meeting that the Explanatory Notes accompany.

Item 1 - Financial report and shareholder questions

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2011 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the meeting will allow reasonable opportunity for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's report and the conduct of the audit, may be submitted no later than 20 October 2011 to:

The Company Secretary
UGL Limited
Level 10, 40 Miller Street
North Sydney NSW 2060

Facsimile: 61 2 9492 8844

Email: companysecretary@ugllimited.com

You may also submit questions via the Company's website, www.ugllimited.com.

Questions in relation to the management of the Company will be collated and, during the meeting, the Chairman of the meeting will seek to address as many of the more frequently raised topics as possible.

The Chairman of the meeting will also give a representative of KPMG the opportunity to answer written questions submitted to the auditor. However there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders. Copies of the questions and responses will be available at the meeting and posted on the Company's website.

Item 2 - Remuneration Report

The remuneration report of the Company for the year ended 30 June 2011 is set out on pages 12 to 27 of the annual report to shareholders (**Remuneration Report**). A copy of the Remuneration Report is also available on the Company's website.

The Remuneration Report sets out UGL's remuneration arrangements for directors, including the Managing Director, and for senior executives.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting. In addition, the Corporations Act 2001 requires that shareholders be asked to vote on the Remuneration Report. However, this vote is of an advisory nature only and does not bind the Company or its directors.

The Board unanimously recommends to shareholders the adoption of the Remuneration Report.

Items 3 & 4 - Election of directors

Messrs Trevor Rowe and Richard White who are directors of the Company and who retire by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, offer themselves for re-election as directors of the Company.

Information on the experience, expertise, qualifications and term of office for Messrs Rowe and White are set out in Annexure A.

The Board (excluding, as relevant, Mr Rowe and Mr White) recommends to shareholders the re-election to the Board of Mr Rowe and Mr White.

Item 5 - Approval of previous issue of options

Approval Sought

ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue new securities representing more than 15% of its total ordinary shares during the preceding 12 month period without shareholder approval ("15% limit").

Under ASX Listing Rule 7.4, the Company may seek subsequent shareholder approval of specified issues of securities (including ordinary shares and options over ordinary shares) which were not in breach of Listing Rule 7.1 at the time they were made. If that approval is granted, such issues do not count toward the 15% limit.

The Company seeks shareholder approval of the issue of certain options made in January 2011 pursuant to two of its employee equity plans in order for the issue of these securities to be excluded from the 15% limit.

This is because the Board believes that it is in the best interests of the Company that it has an ability to issue up to a full 15% of the issued capital of the Company, so that the Company may take advantage of commercial opportunities that may arise in the course of the Company's activities, as and when those opportunities arise.

The Board unanimously recommends that shareholders vote in favour of Resolution 5.

Details of issue of options

Listing Rule 7.5 requires that where shareholders are requested to provide subsequent approval to an issue of securities, that the shareholders be provided with certain information in relation to the securities issued.

The Company seeks the subsequent approval of shareholders in respect of the following options, all issued on 20 January 2011:

- 93,085 options over fully paid ordinary shares (**Options**) to executives and senior management under the terms of the United States of America Employee Share Option Plan (**USA Option Plan**); and
- 245,130 Options to executives and senior management under the terms of the Australian Employee Share Option Plan (**Australian Option Plan**).

The following information is provided in relation to the Options:

| Number of Options issued and allotted | Issue price of Options | Terms of Options | Basis of allottee determination | Use or intended use of funds raised |
|---------------------------------------|------------------------|--|--|-------------------------------------|
| 338,215 | Nil | The material terms of the Options are set out in Annexure B to these Explanatory Notes | Employees eligible to participate in the USA Option Plan and employees eligible to participate in the Australian Option Plan | Not applicable |

The Options have been issued subject to performance hurdles consistent with the objective of aligning the interests of employees with shareholders and the long term vesting profile is consistent with the objective of retaining high performance executives and senior management.

Item 6 - Increase in aggregate fees for Non-Executive Directors

Approval Sought

ASX Listing Rule 10.17 provides that an entity must not increase the total amount of directors' fees payable by it or any of its child entities without the approval of holders of its ordinary securities.

Rule 8.3(a) of the Company's constitution provides that "each director is entitled to such remuneration out of the funds of the company as the directors determine, but the remuneration of non-executive directors may not exceed in aggregate in any financial year the amount fixed by the company in general meeting for that purpose".

At the Company's 2007 Annual General Meeting shareholders approved \$2,000,000 (including shares acquired under the directors' retirement share plan (**Directors' Share Plan**), but not including retirement benefits accrued under rule 8.3(g)(1) of the Company's constitution) as the maximum aggregate amount of remuneration payable to directors in any financial year. This amount, or a lesser amount, is then divided between the directors in proportions decided by the Board, including any amounts paid for membership of a committee. The fees paid to non-executive directors during the financial year ended 30 June 2011 are detailed in the remuneration report contained in the Company's annual report to shareholders for the year ended 30 June 2011. These amounts did not increase over the financial year and have not increased since the financial year ended 30 June 2008.

The Company seeks shareholder approval to increase the maximum aggregate amount of remuneration payable to non-executive directors in any financial year by \$300,000 to \$2,300,000 (inclusive of superannuation guarantee contributions payable to the non-executive directors and any fees which a non-executive director agrees to sacrifice on a pre-tax basis, as well as shares acquired under the Directors' Share Plan).

As announced in August 2010, the Board has in place a renewal program. The Board's renewal program is intended, in particular, to identify suitably experienced leaders who have exposure in international markets such as North America, Asia and the Middle East and the relevant expertise. As part of the program it is intended to strengthen the Board's collective skills and experience with the search for at least one additional director as well as directors to replace existing directors who are planning to retire over the next 3 years. The Board's remuneration policy for non-executive directors aims to ensure that the Company can attract and retain suitably skilled, experienced and committed individuals to serve on the Board and its committees. The increase in the maximum aggregate amount of remuneration is therefore sought:

- to allow for future growth in non-executive director remuneration to ensure that the Company remains competitively positioned to continue to retain high calibre experienced directors;
- so that the Board will have the flexibility and capacity to offer suitable remuneration to existing non-executive directors and any proposed new director(s) in the future; and
- to enable the Board to maintain a fee "buffer" to give it flexibility in planning its structure in advance, which includes appointing new directors to the Board before the directors they are replacing retire to allow orderly succession and optimal handover arrangements.

Given the interest in this matter by each non-executive director, the Board as a whole makes no recommendation on this item.

ANNEXURE A

| Director | Term of office | Qualifications | External directorships | Experience & expertise | UGL involvement |
|--|--|---------------------------------|--|--|---|
| <p>Trevor C Rowe AO</p> <p>Age: 68</p> <p>Independent: Yes</p> | <p>Director since September 2002</p> <p>Elected as Chairman October 2003</p> | <p>DUniv, FCIS, FAICD, ACPA</p> | <p>Current directorships of other listed entities and dates of office:</p> <p>BrisConnections Management Company Limited (Chairman since May 2008).</p> <p>Directorships of other listed entities over past 3 years:</p> <p>ASX Ltd (Director July 2002 to June 2010).</p> <p>Other principal directorships and memberships:</p> <p>Chairman of Rothschild Australia Limited, Chairman of GoTalk Limited, Chairman of RSPCA Queensland Capital Campaign, Chairman of Bond University Board of Trustees, Chairman of Careers Australia Group Ltd and Member of the Royal Flying Doctor Service – The Friends Committee.</p> <p>Former principal directorships and memberships:</p> <p>Chairman of Citigroup Global Markets Ltd, Chairman of Queensland Investment Corporation, Chairman of Queensland BioCapital Fund, Chairman of Enhance Management Limited, Chancellor of Bond University Ltd, Member of the Foreign Affairs Council and Guardian of the Australian Government's Future Fund of Australia.</p> | <p>Mr Rowe has more than 30 years' experience in the investment banking and funds management industry domestically and internationally. Mr Rowe is currently the Chairman of Rothschild Australia Limited and had a leading role in establishing Salomon Smith Barney (now known as Citigroup Global Markets) offices in Australia in 1983. In this time, he worked in the Australian, US and Asian markets. Prior to Citigroup, Mr Rowe held senior positions in Asia with the Arab Malaysian Development Bank and Private Investment Company of Asia (PICA) for 10 years. He has also held positions with Peat Marwick Mitchell & Co and A C Goode & Co. in Western Australia.</p> | <p>Chairman of Board of Directors</p> <p>Chairman of the Nomination & Remuneration Committee</p> |
| <p>Richard D White</p> <p>Age: 62</p> <p>Independent: Yes</p> | <p>Director since July 2006.</p> | <p>BSc (Hons) Chemistry</p> | <p>Current directorships of other listed entities and dates of office:</p> <p>Nil</p> <p>Directorships of other listed entities over past 3 years:</p> <p>Nil</p> <p>Other principal directorships and memberships:</p> <p>Director of O'Connell Street Associates Pty Limited and OCA Services Pty Limited.</p> <p>Former principal directorships and memberships:</p> <p>Director of Riviera Group (resigned May 2007) and former Executive Chairman of Serco.</p> | <p>Following a period working for RCA and GE, in the mid-1980s, Mr White led a management buyout of GE's UK service business, which resulted in the formation of Serco. Serco subsequently obtained a full listing on the London Stock Exchange and in the 10 years prior to Mr White's retirement in 2002 was in the top 10 companies for value creation in the UK.</p> <p>On listing, Mr White became the Managing Director and in 1999 Executive Chairman. The Group at that time had operations in 35 countries and employed more than 32,000 staff. As part of its international expansion, Mr White successfully set up Serco's Asia-Pacific operations in 1992.</p> | <p>Member of each of the Nomination & Remuneration Committee and the Health, Safety, Security & Environment Committee</p> |

ANNEXURE B

The material terms and conditions of the Options referred to in Resolution 5 are set out below..

93,085 Options issued under the USA Option Plan

| Issue Date | Exercise Price | Expiry Date | Vesting Date | Performance Hurdles |
|-----------------|----------------|------------------|------------------|--|
| 20 January 2011 | \$14.56 | 31 December 2015 | 1 September 2014 | <p>Half of the options are subject to a TSR performance condition, and the other half are subject to an EPS performance condition.</p> <p>1. TSR performance condition</p> <p>25% of the options will vest if the Company's total shareholder return ("TSR") as measured by the change in value of its cumulative index over the Performance Period is equal to or exceeds the median TSR of the Comparator Group over the same period. If the Company's TSR over the Performance Period exceeds the median TSR of the Comparator Group, a further 1% of the options (up to a maximum of a further 25%) will vest for every one percentile increase in the Company's position relative to the Comparator Group.</p> <p>2. EPS performance condition</p> <p>25% of the options will vest if compound annual earnings per share ("EPS") growth equals or exceeds 5% per annum over the Performance Period. A further 5% of the options (up to a maximum of a further 25%) will vest for each 1% that compound annual EPS growth exceeds 5% per annum over the Performance Period.</p> <p>The Performance Period is 1 July 2010 to 30 June 2014.</p> <p>The Comparator Group is the companies in the S&P ASX 200 Industrials (sector) accumulation index (ASX code XNJAI) at the beginning of the Performance Period. The Board has the discretion to adjust the Comparator Group to take into account events including but not limited to takeovers, mergers or de-mergers that might occur during the Performance Period.</p> |

245,130 Options issued under the Australian Option Plan

| Issue Date | Exercise Price | Expiry Date | Vesting Date | Performance Hurdles |
|-----------------|----------------|------------------|------------------|--|
| 20 January 2011 | \$14.59 | 31 December 2015 | 1 September 2014 | <p>Half of the options are subject to a TSR performance condition, and the other half are subject to an EPS performance condition.</p> <p>1. TSR performance condition</p> <p>25% of the options will vest if the Company's total shareholder return ("TSR") as measured by the change in value of its cumulative index over the Performance Period is equal to or exceeds the median TSR of the Comparator Group over the same period. If the Company's TSR over the Performance Period exceeds the median TSR of the Comparator Group, a further 1% of the options (up to a maximum of a further 25%) will vest for every one percentile increase in the Company's position relative to the Comparator Group.</p> <p>2. EPS performance condition</p> <p>25% of the options will vest if compound annual earnings per share ("EPS") growth equals or exceeds 5% per annum over the Performance Period. A further 5% of the options (up to a maximum of a further 25%) will vest for each 1% that compound annual EPS growth exceeds 5% per annum over the Performance Period.</p> <p>The Performance Period is 1 July 2010 to 30 June 2014.</p> <p>The Comparator Group is the companies in the S&P ASX 200 Industrials (sector) accumulation index (ASX code XNJAI) at the beginning of the Performance Period. The Board has the discretion to adjust the Comparator Group to take into account events including but not limited to takeovers, mergers or de-mergers that might occur during the Performance Period.</p> |



By mail:
UGL Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1800 200 296 Overseas: +61 2 8280 7796



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SHAREHOLDER VOTING FORM

I/We being a member(s) of UGL Limited (the "Company") and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:00pm on Thursday, 27 October 2011, at InterContinental Sydney, Treasury Room, Level 1, 117 Macquarie Street, Sydney NSW and at any adjournment or postponement of the Meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

IMPORTANT FOR ITEMS 2, 5 AND 6 BELOW

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, then if you do not mark this box, and you have not directed your proxy how to vote on one or more of Resolutions 2, 5 and 6, the Chairman of the Meeting will not cast your votes on those Resolution(s) and your votes will not be counted in calculating the required majority if a poll is called. By marking this box, you are directing the Chairman of the Meeting to vote in accordance with his voting intentions for Resolutions 2, 5 and 6 as set out below and in the Notice of Meeting, unless you have provided a contrary direction on how to vote by marking the direction boxes below.

I/We acknowledge that, where the Chairman of the Meeting is appointed as my/our proxy, he or she will exercise my/our proxy:

- even though Resolutions 2, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- even if he or she has an interest in the outcome of the vote on Resolutions 2, 5 and 6 and any votes he or she casts in respect of these Resolutions other than as a proxy holder will be disregarded because of that interest,

and I/we direct the Chairman of the Meeting to vote my/our proxies in accordance with his or her stated voting intentions (except where I/we have indicated a different voting intention below). The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2, 5 and 6.

STEP 3

VOTING DIRECTIONS

The Company strongly encourages all shareholders appointing a proxy to direct their proxy on how to vote on each resolution. In particular, if you do not mark the box in Step 2 and you do not provide a voting direction in respect of Resolutions 2, 5 and 6, in certain circumstances the Company will be required by law to disregard any votes cast by your proxy on those resolutions, and your votes will not be counted in computing the required majority on a poll.

| | For | Against | Abstain* | | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 2 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 5 Approval of previous issue of options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-Election of Mr Trevor Rowe as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 6 Increase in aggregate fees for Non-Executive Directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Re-Election of Mr Richard White as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

In addition to the voting indication set out above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of items 3 and 4.

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

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the Power of Attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with that company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Tuesday, 25 October 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

UGL Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**