

## Notice of Annual General Meeting

Notice is given that the annual general meeting (**AGM**) of shareholders of UGL Limited (**Company** or **UGL**) will be held at ASX Auditorium, Lower Ground Floor, Exchange Square, 18 Bridge Street, Sydney NSW 2000 on Tuesday 29 October 2013 at 2:00pm (Sydney time).

### AGENDA

#### BUSINESS OF THE MEETING

##### 1. Financial, Directors' and Auditor's Reports

To receive and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2013.

##### 2. Re-Election of Mr Richard Humphry as a Director

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

"That Richard Humphry, 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, be re-elected as a director of the Company."

##### 3. Re-Election of Ms Kate Spargo as a Director

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

"That Kate Spargo, 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, be re-elected as a director of the Company."

##### 4. Approval of previous issue of shares

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

"That the issue of 196,202 fully paid ordinary shares in the Company under the Company's Employee Share Plans, the details of which are set out in the Explanatory Notes included in this Notice of Meeting, be ratified and approved for all purposes (including ASX Listing Rule 7.4)."

##### 5. Remuneration Report

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

"That the Remuneration Report set out in the annual report of the Company for the year ended 30 June 2013 be adopted."

***Please note that the vote on resolution 5 is advisory only, and does not bind the Company or its directors.***

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.

## 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 Sunday, 27 October 2013. 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 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. If you do not specify a proportion or number, each proxy may exercise half of your votes. An additional proxy form is available on request from Link Market Services Limited (the Company's share registry) if you wish to appoint 2 proxies.

Your proxy will also have the right to speak at the meeting and join in a demand for 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.

You may appoint the Chairman of the meeting as your proxy by nominating him in 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. For resolutions determined on a poll, if 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. The

Chairman is required to vote any directed proxies that default to him in these circumstances as directed on the proxy appointment.

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 appoint proxies to direct their proxy on how to vote on each resolution. Please also refer to Note 8, Voting Exclusions below.

### 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 of items 4 and 5 of this Notice of Meeting), the Corporations Act restricts KMP and their closely related parties from voting 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 item 4 of this Notice of Meeting.

The applicable voting exclusions are set out below.

#### *Item 4 (Approval of previous issue of shares)*

The Company will disregard any votes cast on Item 4 by employees who participated in the issue of shares for which approval is sought and any of their associates as well as any votes cast as proxy by a person who is a KMP on the date of the Annual General Meeting or their 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; or
- by the Chairman of the meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the Item is connected with the remuneration of the Company's KMP.

*Item 5 (Remuneration Report Resolution)*

The Company will disregard any votes cast on Item 5:

- by or on behalf of a KMP named in the Remuneration Report or their closely related party, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a KMP on the date of the Annual General Meeting or their 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; or
- by the Chairman of the meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the Item is connected with the remuneration of the Company's KMP.

Accordingly, if you appoint a member of the KMP (other than the Chairman of the meeting) as your proxy, you should direct your proxy how to vote on items 4 and 5 by ticking the relevant box next to each item on the proxy form, otherwise they will not be able to cast a vote as your proxy on those items.

If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting becomes your proxy by default, and you have not provided him with voting directions, then by signing and returning the proxy form you will be expressly authorising him to exercise your proxy on Items 4 and 5 even though those Items are connected with the remuneration of the Company's KMP.

As set out in section 7 above, the Chairman of the meeting intends to vote all available proxies 'for' items 2, 3, 4 and 5.

## 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 Sunday, 27 October 2013) as follows:

- by mail to:  
UGL Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia; OR
- by lodging it online at [www.linkmarketservices.com.au](http://www.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: 26 September 2013



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 year ended 30 June 2013 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the meeting will allow a 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 22 October 2013 to:

The Company Secretary  
UGL Limited  
Level 10, 40 Miller Street  
North Sydney NSW 2060  
Facsimile: +61 2 9492 8844  
Email: [companysecretary@ugllimited.com](mailto:companysecretary@ugllimited.com)

You may also submit questions via the Company's website, [www.ugllimited.com](http://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.

#### Items 2 & 3 - Election of directors

Mr Richard Humphry is a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, offers himself for re-election as a director of the Company.

Ms Kate Spargo is a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, offers herself for re-election as a director of the Company.

Information on the experience, expertise, qualifications and term of office for Mr Humphry and Ms Spargo are set out in Annexure A.

The Board (excluding, as relevant, Mr Humphry and Ms Spargo) recommends to shareholders the re-election to the Board of Mr Humphry and Ms Spargo.

#### Item 4 - Approval of previous issue of shares

##### **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 shares made in March 2013 pursuant to 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 4.

#### **Details of issue of shares**

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 issue of 196,202 fully paid ordinary shares on 1 March 2013 to executives and senior management under the terms of UGL's Employee Share Plans.

The following information is provided in relation to the fully paid ordinary shares:

<b>Number of shares issued and allotted</b>	<b>Issue price of shares</b>	<b>Terms of shares</b>	<b>Basis of allottee determination</b>	<b>Use or intended use of funds raised</b>
196,202	\$10.51	Same terms as, and rank equally with, other fully paid ordinary shares in the Company	Employees eligible to participate in the UGL Employee Share Plans	Not applicable

The shares have been issued as part of the Company's deferred STI program for FY2012. The program provides that half of the STI awarded to executives and senior management is awarded as UGL shares that are restricted for two years subject to the employee remaining employed. Deferral of half of the STI payment into shares aligns shareholder and employee's interests with UGL (as the shares are subject to share price movements over the period) and enhances retention of key talent (as, in general, the shares are forfeited if an employee leaves during the two year restriction period). The shares are held in trust and vest on 1 September 2014 provided the employee is employed by the UGL Group on that date. As the deferred shares have been earned, the employees are entitled to vote and receive dividends in respect of the shares during the two year restriction period.

#### **Item 5 - Remuneration Report**

The remuneration report of the Company for the year ended 30 June 2013 is set out on pages 33 to 49 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 requires that shareholders be asked to vote on the Remuneration Report. In accordance with the Corporations Act, this vote is of an advisory nature only and does not bind the Company or its directors. However, the Board does take the outcome of the vote and discussion at the meeting into consideration when setting remuneration policy for future years.

#### **Why should shareholders vote in favour of the Remuneration Report?**

In 2012, the Board significantly increased its engagement with UGL's shareholders and key stakeholder advisory groups. Based on the feedback received, the Company recognised the need to more clearly communicate its remuneration strategies and objectives and in its 2012 Remuneration Report, it implemented a number of changes to better align its framework with contemporary corporate governance practices. As a result the Board was very pleased to see that 83 per cent of shareholders voted in favour of the 2012 Remuneration Report at last year's Annual General Meeting.

In 2013, the Board has continued to actively engage with UGL's key stakeholders, seeking their feedback and further refining our communication practices. Accordingly, this year's Remuneration Report has been further refined, to ensure that it provides a clear and simple explanation of UGL's remuneration policies and practices and an explanation of the link between the 2013 remuneration outcomes for senior executives and UGL's performance.

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

# ANNEXURE A

Director	Term of office	Qualifications	External directorships	Experience & expertise	UGL Committee membership
<p>Richard G Humphry AO</p> <p>Age: 74</p> <p>Independent: Yes</p>	<p>Director since October 2004</p>	<p>FCA, FCPA, A Fin</p>	<p><b>Current directorships of other listed entities and dates of office:</b></p> <p>Nil</p> <p><b>Directorships of other listed entities over past 3 years:</b></p> <p>Nil</p> <p><b>Other principal directorships and memberships:</b></p> <p>Director of HSBC Bank Australia Limited, BUPA Australia Pty Ltd, BUPA Australia Holdings Pty Ltd, BUPA Foundation (Australia) Ltd, O'Connell Street Associates Pty Ltd and Taronga Conservation Society Australia.</p> <p><b>Former principal directorships and memberships:</b></p> <p>Managing Director and Chief Executive Officer of ASX Limited; Director of ClearView Life Nominees Pty Limited; President of Commonwealth Remuneration Tribunal; Advisory Director of Morgan Stanley Australia; Member of Administrative Review Council of the Attorney General's Department, Treasury Financial Reporting Council and Foreign Affairs Council and Trustee of the International Accounting Standards Foundation.</p>	<p>Mr Humphry has extensive experience as a company director, in financial markets, in financial reporting and auditing, and risk management.</p> <p>He currently chairs the Risk and Audit Committees of UGL and HSBC (Australia).</p> <p>During Mr Humphry's tenure at ASX, it became the first exchange in the world to simultaneously demutualise and list on its own exchange. Before joining ASX, Mr Humphry was Director General of the NSW Premier's Department and Auditor General of Victoria. These positions followed 20 years' experience in the Australian federal public service in the departments of Defence and Finance, and 13 years in the banking industry. Mr Humphry was President of the Australian Commonwealth Remuneration Tribunal for five years to 2003.</p> <p>Throughout Mr Humphry's career he has served on the boards of a diverse range of private and public sector organisations.</p>	<p>Chairman of the Risk &amp; Audit Committee</p>
<p>Kathryn D Spargo</p> <p>Age: 61</p> <p>Independent: Yes</p>	<p>Director since October 2010</p>	<p>LLB (Honours), BA, FAICD</p>	<p><b>Current directorships of other listed entities and dates of office:</b></p> <p>Sonic Healthcare Limited (July 2010 to date) and Fletcher Building Limited (March 2012 to date).</p> <p><b>Directorships of other listed entities over past 3 years:</b></p> <p>IOOF Holdings Ltd (retired 2009) and Transfield Services Infrastructure Ltd (retired October 2010).</p> <p><b>Other principal directorships and memberships:</b></p> <p>Chairperson of the Accounting Professional and Ethical Standards Board; Director of Colinvest Ltd, Investec Bank (Australia) Limited, Suncorp Portfolio Services Limited and SMEC Holdings Limited.</p> <p><b>Former principal directorships and memberships:</b></p> <p>Director of Fulton Hogan Ltd, Director of Australian Energy Market Operator Limited, Director of Australian Unity Limited, Director of Pacific Hydro Pty Ltd, Chairman of HomeStart Finance and Chairman of PrimeGro Ltd.</p>	<p>Ms Spargo has gained broad business experience as both an advisor, having worked in private practice and government, and as a director. Ms Spargo has been a director of both listed and unlisted companies over the last fifteen years and her current directorships include SMEC Holdings Limited, an engineering company with operations in around 40 countries, Investec Bank (Australia) Limited and Sonic Healthcare Limited. She is a Fellow of the Australian Institute of Company Directors, as well as a member of the International Ethical Standards Board for Accountants.</p>	<p>Chairman of the Health, Safety, Security &amp; Environment Committee and Member of each of the Risk &amp; Audit Committee and the Nomination &amp; Remuneration Committee</p>



**UGL Limited**  
 ABN 85 009 180 287

**LODGE YOUR VOTE**



**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**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:** +61 1800 200 296



**X99999999999**

**SHAREHOLDER PROXY FORM**

I/We being a member(s) of UGL Limited 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, is appointed 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 Tuesday, 29 October 2013, at the ASX Auditorium, Lower Ground Floor, Exchange Square, 18 Bridge Street, Sydney NSW 2000** and at any adjournment or postponement of the 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), by signing and returning this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

**The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.**

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**

**VOTING DIRECTIONS**

	For	Against	Abstain*
<b>Resolution 2</b> Re-Election of Mr Richard Humphry as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Re-Election of Ms Kate Spargo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Approval of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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 3**

**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 the company's constitution and the *Corporations Act 2001* (Cth).

**UGL PRX301R**



## 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. If your named proxy attends the meeting but does not vote on a poll on an item of business, the Chairman of the Meeting will become your proxy in respect of that item. 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, subject to any applicable voting restrictions. 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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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.

### Proxy voting by key management personnel

Key Management Personnel ("KMP") of the Company (which includes each of the Directors) will not be able to vote your proxy on Resolution 4 (approval of previous issue of shares) or Resolution 5 (adoption of the Remuneration Report) unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP as your proxy, you can direct them how to vote on Resolutions 4 and 5 by following the instructions on the proxy form.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting becomes your proxy by default, and you have not provided him with voting directions, then by signing and returning the proxy form you will be expressly authorising him to exercise your proxy on Resolutions 4 and 5 even though those Resolutions are connected with the remuneration of the Company's KMP.

### 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 Sunday, 27 October 2013**, 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](http://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, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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.**