

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the members of Euroz Limited ("Euroz" or "the Company") will be held on Thursday, 24 November 2011 at 1:30pm at Level 18 Alluvion, 58 Mounts Bay Road, Perth, Western Australia 6000.

**Ordinary Business**

**Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2011**

To receive and consider the annual financial report of the Company for the year ended 30 June 2011, together with the declaration of the Directors, the Directors' reports, the remuneration report and the Auditor's report.

**Note:** In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's annual financial report to shareholders unless a shareholder has specifically elected to receive a printed copy. A copy of the Company's annual financial report will be available on its website at [www.euroz.com.au](http://www.euroz.com.au).

**Resolution 1 - Re-election of a Director – Mr Jay Hughes**

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 Jay Hughes, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

**Short Explanation:** Clause 13.2 of the Constitution requires, at each Annual General Meeting, one third (or the nearest one third) of Directors must retire, provided that no Director shall hold office for a period in excess of 3 years. This excludes the Managing Director, an Alternate Director, or any Directors required to retire, or vacates office under other clauses of the Constitution. A Director who retires by rotation under Clause 13.2 of the Constitution is eligible for re-election. Mr Jay Hughes retires by rotation and seeks re-election.

Please refer to the annual financial report for a background on Mr Hughes.

**Resolution 2 - Re-election of a Director – Mr Douglas Young**

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 Douglas Young, a Director who was appointed on 8 February 2011, retires, and being eligible, is re-elected as a Director."*

**Short Explanation:** Clause 13.4 of the Constitution allows Directors to appoint at any time a person to be a Director 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 by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election. This excludes the Managing Director, an Alternate Director, or any Directors required to retire, or vacates office under other clauses of the Constitution. A Director who retires under clause 13.4 of the Constitution is eligible for re-election. Mr Douglas Young retires in accordance with clause 13.4 of the Constitution and seeks re-election.

Please refer to the annual financial report for a background on Mr Young.

### **Resolution 3 – Re-election of a Director – Mr Gregory Chessell**

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 Gregory Chessell, a Director who was appointed on 8 February 2011, retires, and being eligible, is re-elected as a Director.”*

**Short Explanation:** Clause 13.4 of the Constitution allows Directors to appoint at any time a person to be a Director 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 by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election. This excludes the Managing Director, an Alternate Director, or any Directors required to retire, or vacates office under other clauses of the Constitution. A Director who retires under clause 13.4 of the Constitution is eligible for re-election. Mr Gregory Chessell retires in accordance with clause 13.4 of the Constitution and seeks re-election.

Please refer to the annual financial report for a background on Mr Chessell.

### **Resolution 4 – 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 Directors’ Report, for the financial year ended 30 June 2011.”*

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

#### **Voting Prohibition Statement:**

A vote on this Resolution 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 described above may vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

#### **Explanation**

##### **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.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 4 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (Spill Meeting) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### **Proxy Restrictions**

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 4, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 4, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 4.

### **Definitions**

**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 the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**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 2011.

## **General Business**

To transact any other business which may lawfully be brought before the meeting in accordance with the Company's constitution.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office:	Level 18, Alluvion 58 Mounts Bay Road Perth, Western Australia 6000
Facsimile Number:	(08) 9488 1477
Postal Address:	PO Box Z5036 Perth, Western Australia 6831

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his/her discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms may be lodged by facsimile). Members who are unable to attend the meeting are encouraged to complete and return a proxy form.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7.00pm (EDST) on 22 November 2011.



**Anthony Hewett**  
Company Secretary  
By Order of the Board of Directors

Perth, Western Australia  
20 October 2011

**EUROZ LIMITED**  
ACN 000 364 465

**PROXY FORM**

The Company Secretary  
Euroz Limited  
PO Box Z5036  
PERTH WA 6831

OR

The Company Secretary  
Euroz Limited  
Level 18 Alluvion  
58 Mounts Bay Road  
PERTH WA 6000

Fax: (61 8) 9488 1477

I / We (full name) \_\_\_\_\_  
of \_\_\_\_\_  
in the State of \_\_\_\_\_  
being the registered holder of \_\_\_\_\_ fully paid ordinary shares  
in EUROZ LIMITED hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
in the State of \_\_\_\_\_  
in respect of \_\_\_\_\_ shares or, failing the person so named the Chairperson of the Annual  
General Meeting as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to  
be held at 1:30pm (WST) on Thursday, 24 November 2011 at Level 18 Alluvion, 58 Mounts Bay Road Perth, Western  
Australia 6000 and at any adjournment thereof.

**Important for Resolution 4:** If the Chair of the Meeting or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy to vote on Resolution 4, the proxy will be prevented from casting your votes on Resolution 4. If the Chair, another member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or Closely Related Party of a that member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 4, **you must direct your proxy how to vote on Resolution 4.**

The Chair of the Meeting intends to vote undirected proxies in favour of each of Resolutions 1, 2 and 3 and will not cast undirected votes on Resolution 4.

**OR**

Resolutions	For	Against	Abstain
1. Re-election of a Director - Mr Jay Hughes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of a Director - Mr Douglas Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of a Director - Mr Gregory Chessell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If the member is an individual or joint holder:

If the member is a Company:  
Executed by the Company in accordance with section 127 of  
the Corporations Act:

Signed: \_\_\_\_\_

Sole\* Director: \_\_\_\_\_

Signed: \_\_\_\_\_

Director/Secretary\*: \_\_\_\_\_

Dated: \_\_\_\_\_ 2011

Dated: \_\_\_\_\_ 2011

\*Delete one.

**EUROZ LIMITED**  
ACN 000 364 465

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) Deliver to Euroz Limited, Level 18 Alluvion, 58 Mounts Bay Road, PERTH WA 6000; or
  - (b) Post to Euroz Limited, PO Box Z5036, PERTH WA 6831; or
  - (c) Facsimile to the Company on facsimile number +61 8 9488 1477.

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**