

EMBELTON LIMITED

ACN 004 401 496

Registered Office:
147-149 Bakers Road
COBURG Vic 3058

Telephone: + 61 3 9353 4811
Facsimile: + 61 3 9353 4855

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 2013 **ANNUAL GENERAL MEETING** of Shareholders of EMBELTON LIMITED will be held at the Registered Office of the Company, **147 - 149 Bakers Road, Coburg, Victoria at 11am AEDT on Thursday 14 November 2013.**

ITEMS OF BUSINESS:

A. Financial Report

To receive and consider the financial report of the Company and the reports of Directors and Auditors for the year ended 30 June 2013.

B. Election of Director

Mr G R Embelton retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election

C. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That the Remuneration Report for the year ended 30 June 2013 (as set out in the Directors' Report) be adopted:

(The vote on this resolution is advisory only.)

PROXIES

A shareholder who is entitled to attend and vote can appoint a proxy (an individual or a body corporate) to attend and vote at the Meeting on their behalf. A proxy need not be a member.

A member entitled to attend and vote is entitled to appoint not more than two proxies. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's registered office.

Completed proxy forms may be sent to the Company's registered office by either mail, or facsimile to 03 9353 4855, and must be received not later than 48 hours prior to the Meeting.

By Order of the Board.
27 September 2013

E P Galgano, Secretary

EXPLANATORY NOTES

A. Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2013 to be laid before the Meeting.

There is no requirement for a formal resolution on this item.

B. Election and re-election of Directors

The Company's Constitution requires that one-third of the non-executive Directors of the Company retire by rotation every year.

Mr. G R Embelton retires by rotation as Director of the Company in accordance with Rule 69 of the Company's Constitution, and, being eligible, offers himself for re-election.

C. Remuneration Report

Section 300A of the Corporation Act 2001 requires a resolution be put to shareholders for the adoption of the Remuneration Report.

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

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Appointment of Proxy

for
Annual General Meeting
to be held on Thursday, 14 November 2013 at 11am AEDT

I/We.....of.....
being member/s of Embelton Limited and entitled to attend and vote hereby appoint

The **Chairman of the Meeting** (mark ☐ OR with an "X")

write here the name of the person or body corporate (excluding the registered securityholder) you are appointing if this person is **someone other than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy at the Annual General Meeting of **Embelton Limited, to be held at 147 Bakers Road, Coburg Victoria on Thursday, 14 November 2013 at 11am AEDT** and at any adjournment of that meeting to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

OR

I hereby appoint the abovenamed as my proxy to represent percent (insert %) of the voting rights attached to my shares in the Company.

The Chairman is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution C, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution C is connected with the remuneration of a member of key management personnel for Embelton Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution C). If a member/s wishes to appoint the Chairman of the Meeting as proxy with a direction to vote against, or to abstain from voting on an item, the member/s must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.
The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

PLEASE SIGN HERE:

Individual or Securityholder 1

Securityholder 2

A member entitled to attend and vote is entitled to appoint not more than two proxies. A proxy need not be a member. If a member/s wishes to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's registered office or this form may be copied for that purpose.

Where more than one proxy is appointed, each proxy must be appointed to represent a specified portion of the member's voting rights.

Voting directions to your proxy - please mark ☒ to indicate your directions, otherwise your proxy may vote as he/she thinks fit, or abstain from voting.

Resolution B To re-elect Mr G R Embelton as Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution C To adopt the Remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If a member/s wishes to appoint a proxy/ies, this proxy form should be completed, signed and returned to the Secretary at the Company's registered office either by mail to **Embelton Limited 147-149 Bakers Road, Coburg, 3058 Victoria**, or by facsimile to **03 9353 4855**, by no later than **Tuesday 12 November 2013 at 11am AEDT**.