



F 000001 000 ALQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Shareholder

ANNUAL GENERAL MEETING 2013

The 2013 Annual General Meeting of ALS Limited will be held at The Pullman Hotel, King George Square, Cnr Roma and Ann Streets, Brisbane, Qld at **11.00am on Tuesday, 30 July 2013**.

The Managing Director and I will comment on the Company's performance over the year to 31 March 2013 at the meeting and you are also referred to the comments in the Company's 2013 Annual Report for further information.

The meeting will cover the ordinary business transacted annually and any other business which may be brought before the Meeting in accordance with the Company's Constitution.

Shareholders will be asked to support several resolutions being put at the meeting, namely re-election of directors, renewal of proportional takeover approval provisions, adoption of the remuneration report and grant of performance rights to the Managing Director.

Further information on these resolutions can be found in the Explanatory Notes section of the enclosed Annual General Meeting Notice.

Your participation at the Meeting will be both welcome and appreciated by your Directors and shareholders are invited to join the Board for light refreshments at the conclusion of the meeting.

If you are unable to attend the meeting, a proxy form is enclosed for your use.

If you plan to attend the meeting, please bring this Notice to help facilitate your registration.

Enclosed is a Shareholders Questions form which may be completed and sent back to the Company before the meeting.

I look forward to seeing you then.

Yours faithfully



Nerolie Withnall
Chairman

28 June 2013



NOTICE OF ANNUAL GENERAL MEETING 2013

Notice is hereby given that the 62nd Annual General Meeting of the shareholders of ALS Limited (**Company**) will be held at **The Pullman Hotel, King George Square, Cnr Roma and Ann Streets, Brisbane, Qld at 11.00am on Tuesday, 30 July 2013.**

BUSINESS OF THE MEETING

1. Presentations by the Chairman and Managing Director

2. Re-election of Directors

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

"That Nerolie Withnall, a non-executive Director retiring in accordance with Division 34 of the Company's Constitution, being eligible, be re-elected as a non-executive Director of the Company."

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

"That Mel Bridges, a non-executive Director retiring in accordance with Division 34 of the Company's Constitution, being eligible, be re-elected as a non-executive Director of the Company."

3. Renewal of Proportional Takeover Approval Provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That Article 14.17 of the Company's Constitution be renewed for a further 3 year period in accordance with Part 6.5 of the Corporations Act."

(This special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution)

4. Remuneration Report

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

"That the Remuneration Report contained in the Company's 2013 Annual Report in respect of the financial year ended 31 March 2013, be adopted."

(This resolution is advisory only and does not bind the directors or the Company)

(Refer Voting Exclusions on this resolution)

5. Grant of Performance Rights to Managing Director

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

"That, for the purposes of the Corporations Act 2001 and ASX Listing Rules, and for all other purposes, approval is hereby given for the grant of Performance Rights (incorporating the right to acquire shares in the Company) to the Managing Director, Greg Kilmister, to a maximum value of \$422,500 under the Company's Long Term Incentive Plan (LTIP), which is constituted and administered in accordance with the Rules of the LTIP."

(Refer Voting Exclusions on this resolution)

6. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor in respect of the financial year ended 31 March 2013.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

By Order of the Board

Tim Mullen
Company Secretary
20 June 2013

EXPLANATORY NOTES

The following notes have been prepared to provide information to shareholders about the items of business set out in the Notice of Annual General Meeting.

Item 2 Re-election of Directors

Division 34 of the Company's Constitution provides that at each AGM, at least one third of the total directors of the Company must retire from office. The directors to retire are determined according to the length of time in office, with those having spent the longest time in office retiring. Each retiring director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At this AGM, Nerolie Withnall and Mel Bridges are retiring from office in accordance with Division 34 of the Company's Constitution and, being eligible, both are seeking re-election as non-executive directors of the Company.

Their details are:

NEROLIE WITHNALL BA, LLB, FAICD

Chairman and Independent Non-Executive Director
Age 69

Nerolie Withnall became a non-executive director of the Company in 1994 and was appointed Chairman on 31 July 2012. She is a director of PanAust Limited (appointed May 1996), Alchemia Limited (appointed Oct 2003) and Computershare Limited (appointed July 2008). She was previously a director of Redcape Property Fund Limited (formerly Hedley Leisure and Gaming Property Partners Limited (June 2007 - November 2010), QM Technologies Limited (Sept 2003 - April 2008) and the Major Sports Facilities Authority. She is a former member of the Takeovers Panel, the Corporations and Markets Advisory Committee, the Senate of the University of Queensland and the Council of the Australian National Maritime Museum. She is a former partner of Minter Ellison Lawyers. She was appointed Chairman of the Remuneration Committee effective 1 April 2012 and is a member of the Audit and Compliance Committee.

Recommendation

Each of your directors (other than Nerolie Withnall who is seeking re-election) recommends you vote in favour of the re-election of Nerolie Withnall as a non-executive Director of the Company.

MEL BRIDGES B AppSc, PhD, FAICD

Independent Non-Executive Director **Age 63**

Mel Bridges was appointed a non-executive director of the Company in 2009. He has over 30 years experience in the life science, technology and healthcare industries. During this period, Mel founded and managed successful diagnostics, biotechnology and medical device businesses. He is currently Chairman of Alchemia Limited (appointed director in September 2003) and a non-executive director of ImpediMed Limited (appointed director in September 1999), Benitec Limited

(appointed October 2007) and Tissue Therapies Limited (appointed March 2009). He was previously Chairman of Leaf Energy Limited (August 2010 - September 2012), Genetic Technology Group Limited (January 2012- November 2012), Incitive Limited (November 2007 - June 2010) and a non-executive director of Genera Biosystems Limited (December 2008 - November 2010). He was appointed as a member of the Audit and Compliance Committee effective 1 April 2012.

Recommendation

Each of your directors (other than Mel Bridges who is seeking re-election) recommends you vote in favour of the re-election of Mel Bridges as a non-executive Director of the Company.

Item 3 Renewal of Proportional Takeover Approval Provisions

Under the *Corporations Act*, proportional takeover approval provisions expire after three (3) years from adoption or renewal and may be renewed.

The Board seeks approval by special resolution of shareholders to renew Article 14.17 of the Company's Constitution for a further 3 year period in accordance with Part 6.5 of the *Corporations Act*. The Company has in the past adopted and from time to time renewed proportional takeover provisions in its Constitution, the last time being in 2010.

The proposed proportional takeover provisions are identical to those adopted in 2010.

Effect of renewing proportional takeover provisions

The effect of renewing the provisions will be:

- if a proportional takeover offer is received (i.e. an offer for a proportion only of the shares held by each shareholder in the bid class), the Directors are required to convene a meeting of shareholders to vote on a resolution to approve the offer. That meeting must be held at least 15 days before the offer closes;
- a simple majority of shares voted at the meeting i.e. at least 50% of the votes cast, excluding the shares of the offeror and its associates, is required for the resolution to be passed;
- if no resolution is voted on at least 15 days before the close of the offer, such a resolution is deemed to have been approved (*Note: the Directors breach the Corporations Act if they fail to ensure the approving resolution is voted on*);
- If the resolution is rejected, the registration of any transfer of shares resulting from the proportional offer will be prohibited and, under the *Corporations Act*, the offer will be ineffective; and
- If the resolution is approved, the relevant transfers of shares will be registered provided they comply with the other provisions of the Constitution.

The proportional takeover approval provisions do not apply to full takeover offers and will only apply until 3 years after the date of renewal.

Reasons for renewing the provisions

The Board considers that shareholders should have the opportunity to vote on a proposed proportional takeover scheme.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority position and without shareholders having the opportunity to dispose of all of their shares, so that shareholders could be at risk of being left as part of a minority interest in the Company.

This could place shareholders under pressure to accept the bid.

If the Constitution includes these proportional takeover provisions, it will minimise this risk to shareholders by permitting shareholders in general meeting to decide whether a proportional takeover bid should be permitted to proceed.

Present acquisition proposals

As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Review of the advantages and disadvantages of the proportional takeover provisions during the period it was in effect previously

The potential advantages and disadvantages of the proportional takeover provisions for the Directors and shareholders are set out below. There has not been any proportional takeover bid during the period that the provisions were in effect previously.

Potential advantages and disadvantages for the Directors and shareholders of the Company associated with proportional takeover provisions

Advantages

- Enables the Board to formally ascertain the views of shareholders in respect of a proportional takeover offer;
- Ensures that all shareholders will have an opportunity to study a proportional takeover offer and then attend or be represented by proxy at a meeting of shareholders called specially to vote on the offer;
- Enables shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid; and
- Likely to encourage any proportional bid to be structured so as to be attractive to a majority of shareholders.

Disadvantages

- May discourage proportional takeover bids for the Company;
- May as a result reduce any 'takeover speculation' element in the Company's share price or deny shareholders the opportunity of selling some of their shares at a premium; and
- May restrict the ability of individual shareholders to deal freely with their shares in some circumstances.

Recommendation

The Board considers that it is in the interest of shareholders to have a continuing right to vote on any proportional takeover and recommends you vote in favour of renewal of the proportional takeover provisions in the Constitution at the Annual General Meeting.

Note: A copy of the Company's Constitution is available for review on the Company's website at www.alsglobal.com under the Corporate Governance Section.

Item 4 Remuneration Report

Section 250R of the *Corporations Act 2001* requires listed companies to put to their shareholders a resolution to adopt the Remuneration Report as contained in the Company's Annual Report.

The Remuneration report sets out the Board's policies for director and executive remuneration, including discussion of the relationship of remuneration to the Company's performance and other information required by the *Corporations Act 2001*.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on this report.

Recommendation

Each of your directors recommends you vote in favour of adoption of the Remuneration Report.

Item 5 Grant of Performance Rights to Managing Director

Greg Kilmister is eligible to receive \$422,500 in value of Performance Rights under the Company's Long Term Incentive Plan (LTIP) (equivalent to his Short Term Incentive achieved for the financial year ended 31 March 2013), vesting over the period from 1 April 2013 to 31 March 2016. The Board is seeking approval of shareholders in accordance with the requirements of ASX Listing Rule 10.14.

The actual number of Performance Rights to be granted to Greg Kilmister (with a value no greater than \$422,500) will be determined based on the volume weighted average price of shares in the Company calculated over the 20 trading days since finalisation of the audited accounts on 27 May 2013.

Based on a closing share price of \$9.78 as at 19 June 2013, Greg Kilmister would be eligible to be granted 43,200 Performance Rights. The maximum number of Performance Rights to be granted to Greg Kilmister under this approval is 58,276. Greg will receive the Performance Rights at no cost to him.

Performance Rights will vest dependent on the Company meeting or exceeding its performance hurdles during the specified three-year performance period of 1 April 2013 to 31 March 2016. The basis of the grant to Greg Kilmister is as follows:

Twenty five percent (25%) of the Performance Rights are subject to an Earnings per Share (EPS) measurement, twenty five percent (25%) are subject to an Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin measurement and fifty percent (50%) of the Performance Rights are subject to a Total Shareholder Return (TSR) measurement. The performance hurdles and vesting proportions for each measure that will apply to the grant of Performance Rights this year are as follows:

Compound annual diluted EPS growth	Proportion of performance rights that may be exercised if EPS growth hurdle is met
Less than 8% per annum	0%
8% per annum	25%
Between 8% and 14% per annum	Straight line vesting between 25% and 50%
14% or higher per annum	25% (i.e 25% of total grant)

EBITDA margin of ALS relative to EBITDA margin of comparator peer companies	Proportion of performance rights that may be exercised if EBITDA hurdle is met
Less than the 50 th percentile	0%
50 th percentile or higher	25% (i.e 25% of total grant)

The EBITDA margin measurement is contingent upon performance of the Company against a group of comparator peer companies, which include:

Bureau Veritas (France), Core Laboratories (US), Eurofins (France), Intertek (UK), SGS (Switzerland) and Mistras (US).

The TSR measurement is made up of two elements:

1. 25% of the TSR is contingent upon performance of the Company against a select group of comparator peer companies; and
2. 25% of the TSR is contingent upon performance of the Company against companies comprising the ASX 100 Index at the start of the performance period.

TSR of ALS relative to TSR's of comparator peer companies	Proportion of performance rights that may be exercised if TSR hurdle is met
Less than the 50 th percentile	0%
50 th percentile	12.5%
Between 50 th percentile and 75 th percentile	Straight line vesting between 12.5% and 25%
75 th percentile or higher	25% (i.e. 25% of total grant)

TSR of ALS relative to TSR of companies in ASX 100 Index	Proportion of performance rights that may be exercised if TSR hurdle is met
Less than the 50 th percentile	0%
50 th percentile	12.5%
Between 50 th percentile and 75 th percentile	Straight line vesting between 12.5% and 25%
75 th percentile or higher	25% (i.e. 25% of total grant)

The group of comparator peer companies for the TSR hurdle includes the Company's larger direct peers listed overseas involved in the commercial testing and inspection services sector, including:

Bureau Veritas (France), Core Laboratories (US), Eurofins (France), Intertek (UK), SGS (Switzerland), Mistras (US) and Team Industrial Services (US).

Previously, a total of 182,540 Performance Rights were granted to the Managing Director, Greg Kilmister, which remain unvested: 53,380 on 27 July 2010, valued at \$5.62 per right, relating to the three-year performance period 1 April 2010 to 31 March 2013; 67,975 on 26 July 2011, valued at \$9.268 per right, relating to the three-year performance period 1 April 2011 to 31 March 2014; and 61,185 on 31 July 2012 valued at \$11.032 per right, relating to the three year performance period 1 April 2012 to 31 March 2015. Such grants were approved by shareholders at the respective AGM's in 2010, 2011 and 2012 (all performance rights have been adjusted to reflect the Company's 5 for 1 share split in August 2012).

Greg Kilmister is the only director eligible to be granted Performance Rights under the LTIP. No other person who requires approval to participate in the LTIP under Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained.

No loans will be granted to Greg Kilmister in relation to his participation in the LTIP.

A summary of the LTIP is set out in **Schedule 1** attached to this notice. A copy of the LTIP Rules can be obtained from the Company Secretary upon request.

Details of any Performance Rights issued under the LTIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under Listing Rule 10.14.

Additional persons:

- who become entitled to participate in the LTIP after this resolution is approved;
- who were not named in this notice of meeting; and
- who are directors of the Company, associates of a director of the Company or persons to whom ASX considers this criteria should apply,

will not participate in the LTIP until approval is obtained under Listing Rule 10.14.

Allocation of Performance Rights to Greg Kilmister will be made no later than 12 months after the date of this meeting.

Any issue of shares to Greg Kilmister under this approval will be made no later than 3 years after the date of this meeting.

This item is not a resolution to grant any Performance Rights to Greg Kilmister. It is an authority for the Board of the Company to grant the Performance Rights.

Recommendation

Each of the Directors (other than Greg Kilmister who is not entitled to vote) recommends the approval of the grant of equity-based performance rights to Greg Kilmister. None of the Directors (other than Greg Kilmister) has an interest in the outcome of this resolution.

Item 6 Financial Statements and Reports

Section 317 of the *Corporations Act 2001* requires the Company to lay its Financial Report, the Directors' Report and the Auditor's Report for the last financial year before the Annual General Meeting.

There is no requirement for the Financial Statements and Reports (excluding the Remuneration Report) to be formally approved by shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company. The Company's external auditor, KPMG, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

VOTING EXCLUSIONS

The *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

Item 4 - Remuneration Report

Except to the extent otherwise permitted by law, the following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in item 4 (**Resolution 4**):

- A member of the key management personnel for the ALS consolidated group whose remuneration details are included in the Remuneration Report, or a closely related party of any such member, unless:
 - that person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 4; or
 - that person does so as a proxy, the proxy is the Chair of the meeting at which Resolution 4 is voted on and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the key management personnel for the ALS consolidated group; and
- A member of the key management personnel for the ALS consolidated group whose remuneration details are not included in the Remuneration Report, or a closely related party of any such member, that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 4, unless:
 - the proxy is the Chair of the meeting at which Resolution 4 is voted on; and
 - the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the key management personnel for the ALS consolidated group.

Item 5 - Grant of Performance Rights to Managing Director

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in item 5 (**Resolution 5**):

- Greg Kilmister and any of his associates. However, the Company need not disregard a vote if:
 - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - it is cast by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- A member of the key management personnel for the ALS consolidated group, or a closely related party of any such member, that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 5, unless:
 - the proxy is the Chair of the meeting at which Resolution 5 is voted on; and

- the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the key management personnel for the ALS consolidated group.

For the purposes of these voting exclusions:

- The 'key management personnel for the ALS consolidated group' are those persons having authority and responsibility for planning, directing and controlling the activities of the ALS consolidated group either directly or indirectly. It includes all Directors (executive and non-executive) and selected members of the Management Team reporting to the Managing Director and Chief Executive Officer.

The key management personnel for the ALS consolidated group during the year ended 31 March 2013 are listed in Note 37 to the Financial Statements for the year ended 31 March 2013 contained in the Company's Annual Report 2013.

- A 'closely related party' of a member of the key management personnel for the ALS consolidated group means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or
 - 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 dealings with the entity; or
 - a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

Where a shareholder has indicated on the proxy form that the Chairman of the Meeting may exercise undirected proxy votes, it is the intention of the Chairman of the Meeting to vote undirected proxies, where such a vote will be able to be counted despite any voting exclusion, in favour of all Resolutions contemplated in this Notice of Meeting.

ENTITLEMENT TO VOTE

For the purposes of the meeting, the Board has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, that a shareholder's voting entitlement will be taken to be the entitlement of that person as shown in the register of members **as at 7.00pm (Brisbane time) on 28 July 2013**. Accordingly, those persons are entitled to attend and vote at the Meeting.

PROXIES

- A shareholder entitled to vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on his or her behalf.
- Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
- The **proxy form** and a notarially certified copy of the power of attorney or other authority (if any) under which it is signed must be received by the Company's share registrar at least 48 hours before the Meeting at the address below or submitted electronically:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, 3001

Fax (within Australia): 1800 783 447
(outside Australia): +61 3 9473 2555

Lodge by going online at:
www.investorvote.com.au

For Intermediary Online subscribers only:
www.intermediaryonline.com

- Corporations are reminded that to enable a representative to vote on their behalf at the Meeting they must appoint a representative under section 250D of the *Corporations Act 2001*. Alternatively, a valid proxy form must be lodged at the above address or submitted electronically.
- A proxy need not be a shareholder of the Company.
- It is not necessary to fill in the name of the person to be appointed proxy unless it is desired to appoint a person other than the Chairman.
- If a shareholder appoints one (1) proxy only, that proxy is entitled to vote on a show of hands or on the taking of a poll.
- Where a proxy and the shareholder both attend the meeting, the shareholder is not entitled to speak or vote, either on a show of hands or on the taking of a poll, unless notice in writing of the revocation of the proxy's authority was received by the Chairman or at the place for deposit of proxies before the proxy exercises the right to speak or vote.
- If you require an additional proxy form, contact Computershare Investor Services on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia), who will supply it on request.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions in advance of the meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form. The form must be received by the Company **no later than Tuesday 23 July 2013** (five business days before the meeting date). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

Questions will be collated and, during the meeting, the Chairman will seek to address as many of the more frequently asked questions as possible and, where appropriate, will give the auditor of KPMG (or their representative) the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions. Individual responses will not be sent to shareholders. A summary of the questions and answers submitted will be made available as soon as practicable after the meeting and posted on the Company's website under the Investor Information section.

Schedule 1

Summary of LTIP

Under the LTIP, the Board, at its discretion, may offer employees, including executive directors, conditional rights to be issued ordinary shares of the Company ("Performance Rights").

The Performance Rights will be granted and ordinary shares issued (or in limited cases cash payments made) at no cost to the employees, if the Performance Rights vest. The LTIP is designed as a three year rolling plan with participation being determined on an annual basis to ensure the plan is targeted at the appropriate employees.

The LTIP is aligned to shareholder interests as Performance Rights only vest if certain Earnings per Share ("EPS"), Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") margin and Total Shareholder Return ("TSR") targets are achieved.

Participation

Access to the LTIP is generally only available to an employee if they are invited and have earned a Short Term Incentive ("STI") in the previous financial year.

The maximum eligibility in the LTIP for the 2013 offer is set at the STI earned in the previous financial year.

The price used to determine an individual's allocation of Performance Rights will be the weighted average price of the Company's shares during the 20 trading days following the date of announcement of the final full year results (i.e. end of May) for the financial year preceding the period to which the grant of Performance Rights relate.

In jurisdictions where the securities or other legislation makes the issue of shares difficult, the individual would be given access to a cash equivalent of the same value of the Performance Rights.

The employee must be employed in the ALS Group on the vesting date to be eligible for issue of the shares (subject to EPS, EBITDA margin and TSR performance criteria being met).

Employees will not be allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.



ABN 92 009 657 489



Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(outside Australia) +61 3 9415 4000

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Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11.00am (AEST) on Sunday, 28 July 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ALS Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ALS Limited to be held at The Pullman Hotel, King George Square, Cnr Roma and Ann Streets, Brisbane, Qld at 11.00am (AEST) on Tuesday, 30 July 2013 and at any adjournment or postponement of that 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), I/we expressly authorise the Chairman to exercise my/our proxy on Item 4 (Remuneration Report) and Item 5 (Grant of Performance Rights) (except where I/we have indicated a different voting intention below) even though both Item 4 and Item 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which for Item 4, includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on each Item of Business by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
2(i) Re-election of Director - Nerolie Withnall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(ii) Re-election of Director - Mel Bridges	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Renewal of Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Grant of Performance Rights to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____



ABN 92 009 657 489



All Correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia



┌ 000002 000 ALQRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in ALS Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code (ALQ);
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Tim Mullen
Company Secretary



ABN 92 009 657 489

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001



Name
.....
.....
.....

Securityholder Reference Number (SRN) or
Holder Identification Number (HIN)
.....
.....

Questions from Shareholders

The Annual General Meeting (AGM) of ALS Limited will be held on 30 July 2013 at 11.00am. Shareholders are invited to register questions in advance of the AGM.

This form may also be used to submit a written question to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

In the course of the AGM we intend to respond to as many of the more frequently asked questions as is practicable.

Shareholder questions must be received by Tuesday 23 July 2013. Please return the form to our Share Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (Outside Australia). The envelope provided for the return of your proxy form may also be used for this purpose. Alternatively, you may email your questions to investor@alsglobal.com. If emailing please include your name and Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

Please tick [] the box to indicate if the question is directed to the Auditor or to Chairman

Table with 3 columns: Question/s, Chairman, Auditor. Contains 4 rows of question entries with checkboxes for Chairman and Auditor.