

Dear Shareholder

### **ANNUAL GENERAL MEETING 2015**

The 2015 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 (AEST) on Thursday, 30 July 2015.**

The Managing Director and I will comment on the Company's performance over the year to 31 March 2015 at the meeting and you are also referred to the comments in the Company's 2015 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 election of directors, 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 Notice of Meeting.

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.

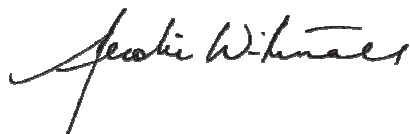
If you are unable to attend the meeting, a voting form is enclosed for your use.

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

26 June 2015



# NOTICE OF ANNUAL GENERAL MEETING 2015

Notice is hereby given that the 64th 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 (AEST)** on **Thursday, 30 July 2015 (Meeting)**.

## BUSINESS OF THE MEETING

**1. Presentations by the Chairman and Managing Director**

**2. Election of Directors**

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

*"That **Charlie Sartain**, a non-executive Director retiring in accordance with clause 61.2 of the Company's Constitution, offers himself for election and being eligible for election, be elected as a non-executive Director of the Company."*

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

*"That **Bruce Phillips**, who has been duly nominated in accordance with clause 64 of the Company's Constitution, be elected as a non-executive Director of the Company with effect from 1 August 2015."*

**3. Remuneration Report**

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

*"That the Remuneration Report contained in the Company's 2015 Annual Report in respect of the financial year ended 31 March 2015, be adopted."*

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

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

**4. 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 \$930,000 under the Company's Long Term Incentive Plan (LTIP), which is constituted and administered in accordance with the Rules of the LTIP."*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

**5. 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 2015.

## OTHER BUSINESS

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

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By Order of the Board

Tim Mullen  
Company Secretary  
26 June 2015

## EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to shareholders about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

### Item 2 Election of Directors

The ASX Listing Rules and clause 61.2 of the Company's Constitution require that a director appointed by the other directors retire from office at the end of the following annual general meeting of the Company. In accordance with clause 61.1 of the Company's Constitution, Charlie Sartain was appointed as an additional non-executive director to the Board effective 1 February 2015. At this AGM Charlie Sartain is retiring from office in accordance with clause 61.2 of the Company's Constitution and the ASX Listing Rules and, being eligible, is seeking election as a non-executive director of the Company.

In accordance with clause 64 of the Company's Constitution, Bruce Phillips has been duly nominated for election as a non-executive director at this AGM by shareholder and Chairman of ALS, Mrs Nerolie Withnall, to join the Board as a non-executive director of the Company.

Their respective details are:

#### **CHARLIE SARTAIN B Eng (Hons)(Mining),FAusIMM,FTSE Independent Non-Executive Director Age 54**



Charlie Sartain was appointed a non-executive director of ALS Limited effective 1 February 2015. Charlie spent more than 30 years with MIM Holdings and then Xstrata after it acquired MIM. He led Xstrata's global copper business as Chief Executive of Xstrata Copper for nine years from 2004 and prior to that held senior executive positions with the company in Latin America and Australia.

Charlie is also a non-executive director of Austin Engineering Limited and currently Chairman of the Advisory Board of the Sustainable Minerals Institute at the University of Queensland and is a member of the UQ Senate. He is also a Board Member of the Wesley St

Andrews Research Institute. Previously he was Chairman of the International Copper Association, a Member of the Department of Foreign Affairs and Trade's Council on Australian Latin American Relations and a Director of Xstrata Schweiz Limited. He is a member of the Audit and Compliance Committee.

#### **Recommendation**

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

#### **BRUCE PHILLIPS B Sc (Hons) (Geology)**

#### **Nominee Non-executive Director Age 60**



Bruce Phillips has been duly nominated by the Chairman of ALS and shareholder, Mrs Nerolie Withnall, to join the Board as a non-executive director of the Company.

Bruce is a qualified Petroleum Geologist with more than 35 years of technical, financial and managerial experience in the energy sector.

He founded Australian Worldwide Exploration Limited (ASX: AWE) in 1997 and was its managing director until his retirement in 2007. He re-joined as a non-executive director in 2009 and is currently AWE's Chairman.

Prior to AWE, Bruce held significant roles with Command Petroleum and Petroleum Securities Australia Limited.

Bruce is also a non-executive director of AGL Energy Limited. He was previously Chairman of Platinum Capital Limited and a non-executive director of Sunshine Gas Limited.

If elected, Bruce's appointment will be effective from 1 August 2015.

#### **Recommendation**

*Each of your directors recommends you vote in favour of the election of Bruce Phillips as a non-executive Director of the Company.*

### Item 3 Remuneration Report

Section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires listed companies to put to their shareholders a resolution to adopt the Remuneration Report as set out on pages 38 to 51 of 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*.

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 4 Grant of Performance Rights to Managing Director

Greg Kilmister is eligible to receive \$930,000 in value of Performance Rights under the Company's Long Term Incentive Plan (**LTIP**), vesting over the period from 1 April 2015 to 31 March 2018. The Board is seeking approval of shareholders in accordance with the requirements of ASX Listing Rule 10.14.

The Company's LTIP forms a key element of the Company's incentive and retention strategy for key executives, including the Managing Director.

Following the recalibration of the LTIP in 2013-14 as described in the Notice of 2014 Annual General Meeting, Greg Kilmister's Performance Rights offer this year is \$930,000 in value of Performance Rights under the Company's LTIP, being the maximum potential allocation under the LTIP in relation to his total remuneration package for 2014-15.

The actual number of Performance Rights to be granted to Greg Kilmister (with a value no greater than \$930,000) 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 28 May 2015.

Based on a closing share price of \$6.09 as at 15 June 2015, Greg Kilmister would be eligible to be granted 152,709 Performance Rights. The maximum number of Performance Rights to be granted to Greg Kilmister under this approval is 186,000. 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 2015 to 31 March 2018. 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 5% per annum	0%
5% per annum	12.5% of total grant
Between 5% and 9% per annum	Straight line vesting between 12.5% and 25%
9% or higher per annum	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 <sup>th</sup> percentile	0%
50 <sup>th</sup> percentile or higher	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), Mistras (US), Applus (Spain) and Exova (UK).

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 <sup>th</sup> percentile	0%
50 <sup>th</sup> percentile	12.5%
Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight line vesting between 12.5% and 25%
75 <sup>th</sup> percentile or higher	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 <sup>th</sup> percentile	0%
50 <sup>th</sup> percentile	12.5%
Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight line vesting between 12.5% and 25%
75 <sup>th</sup> percentile or higher	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), Applus (Spain) and Exova (UK).

Previously, a total of 202,487 Performance Rights were granted to the Managing Director, Greg Kilmister, which remain unvested: 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; 44,287 on 30 July 2013 valued at \$9.54 per right, relating to the three year performance period 1 April 2013 to 31 March 2016; and 97,015 on 29 July 2014 valued at \$8.71 per right, relating to the three year performance period 1 April 2014 to 31 March 2017. Such grants were approved by shareholders at the respective AGM's in 2012, 2013 and 2014.

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.

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 5 Financial Statements and Reports**

Section 317 of the *Corporations Act* 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.

#### **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 (AEST) on Tuesday, 28 July 2015**. Accordingly, those persons are entitled to attend and vote at the Meeting.

## VOTING EXCLUSIONS

The *Corporations Act* and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

### Item 3 - Remuneration Report

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 3 (**Resolution 3**) by or on behalf of a member of the KMP for the ALS Limited consolidated group (**ALS Group**) (and their closely related parties) in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast:

- by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair see fit even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

### Item 4 - Grant of Performance Rights to Managing Director

A vote must not be cast, and the Company will disregard any votes cast on the resolution proposed in item 4 (**Resolution 4**):

- by or on behalf of Greg Kilmister or any of his associates, in any capacity; or
- as a proxy by any member of the KMP (and their closely related parties) if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast:

- by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

For the purposes of these Voting Exclusions, the terms:

- 'key management personnel' or 'KMP' for the ALS Group are the directors and certain senior executives whose remuneration details are included in the Remuneration Report for the year ended 31 March 2015;
- 'closely related party' of a member of KMP means:
  - a spouse or child of the member;
  - a child of the member's spouse;
  - a dependant of the member or of the member's spouse;

- 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 ALS Group; or
- a company the member controls.
- the relevant interpretation of 'associate' is in accordance with the ASX Listing Rules.

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.

## PROXIES

1. 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.
2. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
3. A proxy need not be a shareholder of the Company.
4. 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.
5. 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.
6. 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.

## DIRECT VOTING

1. Direct voting enables shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting.
2. Direct voting enables shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.
3. A direct vote cast by a shareholder will not be counted on a show of hands but will be counted on a poll.
4. A shareholder who has cast a direct vote may attend the meeting, but their attendance will cancel the direct vote, unless the shareholder instructs the Company or the Company's securities registry otherwise.

## LODGEMENT OF VOTING FORM

The **Voting Form** (and a 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 no later than 11am (AEST) on Tuesday, 28 July 2015 (being **at least 48 hours before** the Meeting) at the address below or submitted electronically:

Boardroom Pty Limited  
GPO Box 3993, Sydney, NSW, 2001

Level 12, 225 George Street,  
Sydney, NSW, 2000

Fax: +61 2 9290 9655

Lodge electronically by going online at:  
[www.votingonline.com.au/alsagm2015](http://www.votingonline.com.au/alsagm2015)

If you require an additional Voting Form, contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), who will supply it on request.

## CORPORATE REPRESENTATIVES

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*. Alternatively, a valid Voting Form must be lodged at the above address or submitted electronically.

## 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 Thursday 23 July 2015** (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.

### 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 two of the three financial years preceding the LTIP award.

The maximum eligibility in the LTIP for the 2015 offer is set at the same maximum percentage of total fixed remuneration as the executive's STI maximum potential percentage 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.

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ABN 92 009 657 489

#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

Level 12, Grosvenor Place,  
225 George Street,  
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Tuesday 28<sup>th</sup> July 2015**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** [www.votingonline.com.au/alsagm2015](http://www.votingonline.com.au/alsagm2015)

**STEP 2: Enter your holding/investment type:**

**STEP 3: Enter your Reference Number:**

**STEP 4: Enter your VAC:**

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

#### SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each item. Please only mark either "For" or "Against" for each item. If you mark "Abstain" for an item, your vote for that item will not be counted. If no direction is given on an item, or if you complete both the boxes in Section 1 and 2, your vote will be passed to the Chairman of the Meeting (or the person named in Section 2) as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "For" and "Against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

If you have lodged a direct vote, and then attend the Meeting, your direct vote will be cancelled unless you instruct the Company or the Company's securities registry otherwise.

#### SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the Company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by contacting the Company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Voting Forms. On each Voting Form state the percentage of your voting rights or the number of securities 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 in the same envelope.

#### SECTION 3: VOTING DIRECTIONS

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

#### SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should 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. Please indicate the office held by signing in the appropriate place.

#### LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEST), Tuesday, 28<sup>th</sup> July 2015**. Any Voting Form received after that time will not be valid for the scheduled meeting.

**Voting forms may be lodged using the enclosed Reply Paid Envelope or:**

🖥 **Online** [www.votingonline.com.au/alsagm2015](http://www.votingonline.com.au/alsagm2015)

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2000 Australia

👤 **In Person** Level 12, 225 George Street Sydney NSW 2000

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
 This is your address as it appears on the Company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**VOTING FORM**

**SECTION 1: DIRECT VOTING**

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby elect to direct vote at the Annual General Meeting of the Company to be held at **The Pullman Hotel, King George Square, Cnr Roma & Ann Streets, BRISBANE, QLD, 11:00am (AEST) on Thursday 30<sup>th</sup> July 2015** and at any adjournment of that meeting.

**SECTION 2: APPOINTMENT OF PROXY**

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Pullman Hotel, King George Square, Cnr Roma & Ann Streets, BRISBANE, QLD, 11:00am (AEST) on Thursday 30<sup>th</sup> July 2015** 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.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3 and 4), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 3 and 4 (except where I/we have indicated a different voting intention below), even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel for the ALS Group, which includes the Chair of the Meeting.

**The Chair of the Meeting intends to vote all undirected proxies in favour of all items of business (including Resolutions 3 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.**

**SECTION 3: VOTING DIRECTIONS**

\* If you have appointed a proxy and 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 calculating the required majority if a poll is called. If you are direct voting and you mark the Abstain box for an item, your vote for that item will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Election of Director – Charlie Sartain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Bruce Phillips	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Performance Rights to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SECTION 4: SIGN THE FORM**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <div style="border: 1px solid black; height: 30px; width: 100%; margin: 5px 0;"></div> Sole Director and Sole Company Secretary / Sole Director (no Company Secretary)	Securityholder 2 <div style="border: 1px solid black; height: 30px; width: 100%; margin: 5px 0;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 30px; width: 100%; margin: 5px 0;"></div> Director / Company Secretary
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ABN 92 009 657 489

All correspondence and enquiries to:



Boardroom Pty Limited
ABN 14 003 209 836
GPO Box 3993
Sydney NSW 2001

Tel: 1300 737 760 (within Australia)
Tel: +61 2 9290 9600 (outside Australia)
Fax: +61 2 9279 0664

www.boardroomlimited.com.au
enquiries@boardroomlimited.com.au

QUESTIONS FROM SHAREHOLDERS

Please use this form to submit any questions about ALS Limited (Company) that you would like us to respond to at the Company's 2015 Annual General Meeting.

You may also use this form to submit a written question to the Company's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the financial report, for the financial year ended 31 March 2015.

This form must be received by the Company's share registrar, Boardroom Pty Limited, by Thursday, 23 July 2015. The form may be lodged with Boardroom Pty Limited at GPO Box 3993, Sydney NSW 2001 or by facsimile to (02) 9290 9655 in Australia or (+61 2) 9290 9655 if you are overseas.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor.

Question(s)

1. Question is for the [ ] Chairman, or [ ] Auditor

Three horizontal lines for writing the question.

2. Question is for the [ ] Chairman, or [ ] Auditor

Three horizontal lines for writing the question.

3. Question is for the [ ] Chairman, or [ ] Auditor

Three horizontal lines for writing the question.

All correspondence to



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