EVZ limited
Engineering The Future

ABN 87 010 550 357

Lodge your vote:

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form

For your vote to be effective it must be received by 10.00 am (AEDT) Wednesday 23rd November 2011

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

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.

Turn over to complete the form →

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

☑ **Review your securityholding**

☑ **Update your securityholding**

Your secure access information is:

SRN/HIN: I9999999999

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

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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 EVZ 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, as the proxy sees fit) at the Annual General Meeting of EVZ Limited to be held at Level 11, 575 Bourke Street, Melbourne, Victoria on Friday 25th November 2011 at 10.00 am (AEDT) and at any adjournment of that meeting.

Important for Resolutions 3 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default
By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 3 and 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolutions 3 and 4, the Chairman of the Meeting will not cast your votes on Resolutions 3 and 4, and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolutions 3 and 4).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 3 and 4.

☐ I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these resolutions and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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
Resolution 1: Re-election of Max Findlay	☐	☐	☐
Resolution 2: Re-election of Robert Edgley	☐	☐	☐
Resolution 3: Remuneration Report	☐	☐	☐
Resolution 4: Directors and Employees Benefits Plan	☐	☐	☐

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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____________________ **Contact Daytime Telephone** ____________________ **Date** ___ / ___ / ___

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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in EVZ 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;
> 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

Ian Wallace
Company Secretary

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of EVZ Limited ACN 010 550 357 **("Company")** will be held at **Level 11, 575 Bourke Street, Melbourne, Victoria, at 10.00 am on Friday 25th November 2011**.

BUSINESS

Financial Report

To consider and receive the annual financial statements, the directors' report and audit report of the Company.

Resolution 1:

RE-ELECTION OF MAX FINDLAY

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That, having retired pursuant to the Constitution of the Company, Max Findlay is re-elected as a director."

For an explanation of this resolution, see the Explanatory Memorandum that forms part of this Notice.

Resolution 2:

RE-ELECTION OF ROBERT EDGLEY

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That, having retired pursuant to the Constitution of the Company, Robert Edgley is re-elected as a director."

For an explanation of this resolution, see the Explanatory Memorandum that forms part of this Notice.

Resolution 3:

REMUNERATION REPORT

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That the remuneration report for the year ended 30 June 2011 is adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors of the company.

Voting Exclusion 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, including Directors, 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:

1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
3. The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

Resolution 4:

DIRECTORS AND EMPLOYEES BENEFITS PLAN

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That, for the purposes of Exception 9 of ASX Listing Rule 7.2, section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is hereby given for the introduction of an "EVZ Directors and Employees Benefits Plan" and for all securities granted under that Plan, which is constituted and administered in accordance with the Terms and Conditions of the EVZ Directors and Employees Benefits Plan which are tabled by the Chairman at the Meeting and marked as "A" for identification purposes"

A copy of the proposed EVZ Directors and Employees Benefits Plan is available on request from the Company Secretary.

For an explanation of this Resolution, see the explanatory memorandum that forms part of this Notice.

Voting Exclusion 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 including Directors, who may benefit from the Directors and Employees Benefit Plan; or
b) a closely related party of such a Member

However, a person described above may vote on this resolution if:

1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
3. The vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

By order of the Board:

Ian Wallace - Company Secretary

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to vote instead of the member.

2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.

3. A proxy need not be a member of the Company.

4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.

5. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with:

   a) **the share registry of the Company at the offices of Computershare Investor Services Pty Limited: by hand at Yarra Falls, 452 Johnston Street, Abbotsford Victoria 3067; by mail to GPO Box 242, Melbourne Victoria 3001; by fax on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);** or

   b) at the registered office of the Company, 15 Clifford Street, Huntingdale, Victoria 3166, or on fax number (03) 9558 9944; or

   c) for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

   not later than 48 hours before the time for commencement of the meeting.

6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Law or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the share registrars of the Company before the meeting. Documents can be provided by post or facsimile as follows:

   a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford Victoria 3067, or to GPO Box 242, Melbourne Victoria 3001; or

   b) by faxing it to the offices of Computershare Investor Services Pty Limited on fax number 1800 783 447 (inside Australia) or +61 3 9473 2555 (outside Australia).

7. A hardcopy of the 2011 Annual Report has been mailed with this notice of meeting to those shareholders who had previously requested it. The Company wishes to advise that an electronic copy of the 2011 Annual Report is available on the Company's website at www.evz.com.au.

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EVZ Limited

ABN 87 010 550 357

EXPLANATORY MEMORANDUM

<u>Introduction.</u>

The following information provides a detailed explanation on each resolution set out in the Notice of Annual General Meeting.

<u>Financial Reports for the year ended 30 June 2011.</u>

The 2011 Annual Report of EVZ Limited has been sent to shareholders who had previously requested a copy of the Annual Report. Shareholders can also view a copy of the Annual Report on the Company's website. Shareholders will be given the opportunity at the Meeting to ask questions of the Board of Directors and the Auditor on matters contained in the Annual Report.

<u>Resolution 1 - Re-election of a Director.</u>

The Company's Constitution requires one third of the directors (other than the Managing Director) to retire at each AGM, being those directors longest in office at the date of the AGM. Mr Findlay must therefore retire and has offered himself for re-election.

<u>Resolution 2 - Re-election of a Director.</u>

The Company's Constitution requires that any Director appointed by the Directors shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible as a retiring Director for re-election. Mr Edgley was appointed by the Directors on 26th August 2011 and has offered himself for re-election.

<u>Resolution 3 - Remuneration Report</u>

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2011 Annual Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors and other Key Management Personnel and sets out the details of any share based compensation.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. Directors will however consider the outcome of the vote and any comments made by shareholders on the Remuneration Report when setting the Company's remuneration policy for future financial years.

Where at least 25% of the votes cast are against adoption of the Remuneration Report at the 2011 AGM, and then again at the 2012 AGM, the Company will be required to put a resolution to the 2012 AGM, to approve calling an extraordinary general meeting (**spill resolution**). If 50% or more of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the 2012 AGM. All of the Directors who were in office when the 2012 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

Voting

Note that a voting exclusion applies to Resolution 3 as follows:

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 including Directors, 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:

1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
3. The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

In summary, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair will use any such proxies to vote in favour of this Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

Resolution 4 - Directors and Employees Benefits Plan

The Directors propose introducing to the Company a Directors and Employees Benefits Plan which if adopted would allow Employees, Directors and others ("Eligible Persons") to be granted Shares, Options and Performance Rights in the Company. The object of this plan would be to help the Company recruit, reward, retain and motivate its Employees and Directors.

In introducing this Directors and Employees Benefits Plan and in accordance with Exception 9 of ASX Listing Rule 7.2 and section 260C(4) of the Corporations Act 2001, Directors seek shareholder approval for any securities issued under the Plan.

Such Shares, Options and Performance Rights would be offered only to those Eligible Persons entitled to receive an invitation. Those Eligible Persons would be:

(a) a Director or Secretary of a Group Company;

(b) an employee in permanent full time or permanent part time employment of a Group Company; or

(c) a Contractor to a Group Company

who is selected by the Board to participate in the Plan.

Invitations to eligible persons will be made by the Board and may be made subject to such conditions and rules as the Board determines, including:

1. In the case of Options, the exercise period, the exercise price and the exercise conditions
2. In the case of Shares, the issue price payable on acceptance of the application by the Company and issue of the shares and any other specific terms and conditions of issue
3. In the case of Performance Rights, the performance criteria and the performance period in which those performance criteria must be satisfied.

The issue of any securities (including options or performance rights) issued to any Director or their associates will still require shareholder approval under ASX Listing Rule 10.14.

The maximum number of shares issued pursuant to the Plan would be not more than 5% of the equity interests in the Company. The Company has no plans to issue any large numbers of securities under the Plan at this point in time.

A copy of the proposed EVZ Directors and Employees Benefits Plan is available on request from the Company Secretary and will be tabled at the meeting.

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Voting
Note that a voting exclusion applies to Resolution 4 as follows:

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 including Directors, who may benefit from the Directors and Employees Benefit Plan; or

(b) a closely related party of such a Member

However, a person described above may vote on this resolution if:

1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
3. The vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

The Chair will use any such proxies to vote in favour of this Resolution.