16 October 2012

Company Announcements Office
Australian Stock Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Shareholder,

BERKLEE LIMITED (ABN 80 004 661 205) (Company) (ASX Code: BER)
NOTICE OF ANNUAL GENERAL MEETING (AGM) and
CORRECTION OF TYPOGRAPHICAL ERRORS IN NOTICE

Please find attached Notice (**Notice**) of the Company's AGM to be held at 11.00 a.m (Melbourne time) in the Victoria Room 1, Mercure Ballarat Hotel & Convention Centre, 613 Main Road, Ballarat, Victoria on Tuesday on 13 November, 2012, which was despatched to shareholders on 15 October 2012. The Company wishes to draw the attention of shareholders to the following typographical errors that are contained in the Notice:

- in the first line of resolution number 3 (*Re-election of Director: Mr. Rick John van Berkel*), the word 'as' after the word 'Board' is deleted and replaced with the words: 'to fill a' and the word 'at' after the word 'Vacancy' is deleted and replaced with the words 'following';

- in the first line under the heading '*Voting exclusion statement*', the reference to 'item 2, item 3 and item 4' should read ' item 4' only.

The Explanatory Notes and the Proxy Form which were attached to the Notice of Meeting are correct.

Yours sincerely,

B.A. Jones
Company Secretary

BERKLEE LIMITED
A.B.N. 80 004 661 205
MANUFACTURERS OF AUTOMOTIVE EXHAUST SYSTEMS AND PARTS

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Berklee Limited
ABN 80 004 661 205

Notice of Annual General Meeting – 13 November 2012

Berklee Limited ('Berklee' or the 'Company') gives notice that it will hold its Annual General Meeting ('AGM') at 11.00 am (Melbourne time) on Tuesday, 13 November 2012 in the Victoria Room 1, Mercure Ballarat Hotel & Convention Centre, 613 Main Road, Ballarat, Victoria for the purpose of transacting the business set out in this Notice.

BUSINESS

1. Discussion of Financial Statements and Reports

To discuss the Company's financial statements and reports for the year ended 30 June 2012.

Notes:

- *There is no requirement for shareholders to approve these reports.*

2. Re-election of Director: Mr. Alan Ian Beckett

Mr. Alan Ian Beckett retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

Notes:

- *The non-candidate directors unanimously support the re-election of Mr. Beckett.*
- *The Deputy -Chairman of the meeting intends to vote undirected proxies in favour of Mr. Beckett's re-election.*

3. Re-election of Director: Mr. Rick John van Berkel

Mr. Rick van Berkel was appointed to the Board as a Casual Vacancy at the 2011 AGM. In accordance with the Constitution of the Company and, being eligible, Mr. van Berkel offers himself for re-election.

Notes:

- *The non-candidate directors unanimously support the re-election of Mr. van Berkel.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr. van Berkel's re-election.*

4. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2012.

Notes:

- *This resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *If 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.*

Voting exclusion statement

The Company will disregard any votes cast on Item 2, Item 3 and Item 4 by, or on behalf of:

- a member of the key management personnel (KMP) as disclosed in the Remuneration Report; and
- a closely related party (CRP) (as defined in section 9 of the Corporations Act) of those persons,

unless the vote is cast by a KMP or CRP acting as a proxy for a person entitled to vote, in accordance with a direction on the Proxy Form.

- If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Agenda Item 4 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP which includes the Chairman of the meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of Agenda Item 4.

By order of the Board.

B.A. Jones
Company Secretary
9 October 2012

EXPLANATORY NOTES

Eligibility to attend and vote

You will be eligible to attend and vote at the meeting if you are registered as a holder of Berklee shares at 11.00 am (Melbourne time) on Sunday, 11 November 2012.

Proxies

Each shareholder will be mailed a personalised Proxy Form containing instructions on its use.

To be effective proxy forms must be received at the address given below no later than 48 hours before the commencement of the meeting, being no later than 11.00 am on Sunday, 11 November 2012.

In person: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia

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

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

For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Closely Related Party

Section 9 of the Corporations Act defines closely related party of a member of the key management personnel for an entity as:

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependant of the member or of the member's spouse; or

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or

(e) a company the member controls; or

(f) a person prescribed by the regulations for the purposes of this paragraph.

Item 2. Re-election of Director: Mr. Alan Ian Beckett

Mr Beckett was appointed to the Board of Berklee Limited as a Non-Executive Director on 1 August 2010, and on 12 November 2010 was appointed Chairman of the Board. He commenced his career with Ernst & Young in 1970 and focused on audit and corporate services in the larger listed public companies sector. He held many senior management positions including Deputy Chairman of Ernst & Young Oceania from 2001 until his retirement from the firm in 2008. He was Managing Partner of the Melbourne office from 1998 to 2001, Managing Partner of the Australian Audit & Corporate Services practice from 1986 to 1989 and again from 1995 to 1998.

Special Responsibilities:
Chairman of the Board and of the Remuneration and Nominations Committee; and
a member of the Corporate Governance Committee until 30 November 2011.

Mr Beckett currently serves as:
Non-Executive Director and Chairman of the Risk, Compliance & Audit Committee, Defence Health Ltd;
Non-Executive Director of Westbourne Capital Pty. Ltd. and Westbourne Credit Management Ltd;
Member of the Department of Defence Audit & Risk Committee;
Member of the Board Audit Committee of Note Printing Australia Ltd; and
Is a member of the Very Special Kids Foundation.

Item 3. Re-election of Director: Mr. Rick John van Berkel

Mr van Berkel commenced employment with Berklee Limited as an apprentice fitter and turner, and has held various positions in the business including Manufacturing Director and Deputy Managing Director, before leaving the company in 1999 to take up other business opportunities. He currently owns and operates several private businesses in the retail environment.

Special Responsibilities:
Member of the Audit Committee

Mr van Berkel currently serves as:
Director and Secretary of Ausned Pty Ltd;
Director and Secretary of RBP Investments Pty Ltd; and
Director and Secretary of Riniki Pty Ltd

Board Recommendation
The non-candidate directors unanimously support the re-election of Mr. Beckett and Mr. van Berkel.