



**XTEK LTD**  
ABN 90 103 629 107



## Release to the Australian Securities Exchange

### **XTEK Annual General Meeting**

**30 October 2009:** XTEK Limited (XTE) has scheduled the Annual General Meeting (AGM), to commence at 12.30 pm on 26 November 2009 at the Canberra Business Centre, Regatta Point, Commonwealth Park, Acton, ACT 2601.

A copy of the Notice of Meeting, Explanatory Statement and the Proxy Form are attached and form part of this announcement.

XTEK Limited is the leading company in the Australian Homeland Security Market. XTEK's knowledge and expertise is focused on the delivery of leading solutions for defence forces, state and federal law enforcement agencies, corrections and customs services, and government clients. For more information visit the XTEK web site at [www.xtek.net](http://www.xtek.net)

**Signed** for and on behalf of XTEK Limited:

Lawrence A Gardiner  
Company Secretary  
30 October 2009



**NOTICE OF ANNUAL GENERAL MEETING**  
**Thursday 26 November 2009**

Notice is hereby given that the Annual General Meeting of the Shareholders of XTEK Limited ('Company' or 'XTEK') will be held at the Canberra Business Event Centre, Regatta Point, Commonwealth Park, Acton ACT, commencing at 12:30 pm on 26 November 2009. The details of the resolutions contained in the Notes accompanying this Notice of general meeting should be read together with and form part of this Notice of Annual General Meeting.

**ORDINARY BUSINESS**

**1. Chairman's Address**

**2. Financial Statements and Reports**

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the financial year ended 30 June 2009.

Note: The auditor of XTEK or their representative will be available to receive questions relevant to the Financial Report and the Auditors Report.

**3. Resolution 1 – Remuneration Report**

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

*"That the Remuneration Report, as set out in the Annual Report for the financial year ended 30 June 2009, be adopted".*

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

**4. Resolution 2 – Election of Mr. Uwe Daniel Boettcher as a Director**

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

*"That, for the purpose of section 201H(3) of the Corporations Act and for all other purposes, shareholders confirm the appointment of Mr. Uwe Daniel Boettcher, who has been appointed as a director since the last general meeting, as a director of the Company." "*

**5. Resolution 3 – Election of Brigadier Gregory Thomas AM (Retired) as a Director**

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

*"That, for the purpose of section 201H(3) of the Corporations Act and for all other purposes, shareholders confirm the appointment of Brigadier Gregory Thomas, who has been appointed as a director since the last general meeting, as a director of the Company." "*

**6. Resolution 4 – Increase the number of Independent Directors by one**

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

*"That the number of Independent Directors of XTEK Limited be increased by one".*

**7. Resolution 5 – Election of Mr. John McDonnell as an additional Independent Director.**

Subject to Resolution 4, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, Mr. John McDonnell be elected as a Director of the Company."*

**OTHER BUSINESS**

**8. Other Business**

To transact any other business that may be legally brought forward at the AGM.

**DETERMINATION OF VOTING ENTITLEMENTS**

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purposes of the meeting, only persons holding shares at 7.00pm on 24 November 2009 will be treated as shareholders. This means that only those persons who are the registered holders of shares at that time will be entitled to attend and vote at the Annual General Meeting.

By Order of the Board



Lawrence A Gardiner  
Company Secretary  
Dated: 21 October 2009

## **EXPLANATORY STATEMENT**

### **PURPOSE OF INFORMATION**

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 21 October 2009) is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting (**AGM**) to be held on 26 November 2009 commencing at 12:30 pm at the Canberra Business Event Centre, Regatta Point, Commonwealth Park, Acton ACT and to assist members to determine how they wish to vote on each resolution.

### **FINANCIAL STATEMENTS AND REPORTS**

Pursuant to the Corporations Act, the Directors of a public company are required to hold an annual general meeting and must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2009. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website [www.xtek.net](http://www.xtek.net). A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the AGM may submit written questions to the auditor if:

- (a) the question is relevant to:
  - (i) the content of the auditor's report to be considered at the AGM; or
  - (ii) the conduct of the audit of the 2009 financial report to be considered at the AGM; and
- (b) the Shareholder gives the question to the Company no later than the 5 business days before the day on which the AGM is to be held.

### **REMUNERATION REPORT (Resolution 1)**

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for remuneration of the Directors and the Company Secretary.

The Corporations Act requires that a resolution be put to the shareholders of listed companies at their annual general meetings that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

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

## **ELECTION OF MR. BOETTCHER AND BRIGADIER THOMAS (Retired) AS DIRECTORS (Resolutions 2 and 3)**

Clause 6.1(c) of the Company's constitution allows the Directors, in any year to appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause will hold office until the next annual general meeting of the Company, when the Director may be re-elected (but will not be taken into account in determining the number of Directors who must retire by rotation). Mr. Boettcher and Brigadier Thomas were appointed during the year pursuant to clause 6.1(e), and must now retire at the 2009 AGM. Mr. Boettcher and Brigadier Thomas are eligible for re-election and are seeking re-appointment as Directors.

### **Biography of Mr. Uwe Daniel Boettcher Non-Executive Director**

Mr. Uwe Boettcher, aged 57, was appointed a Director of the Company on 28 April 2009.

Mr. Boettcher was appointed Chairman of the Company on 25 June 2009. He is also chairman of GPSports Systems Pty Limited, Kord Defence Pty Limited and Palladian Ventures Pty Limited.

He is the Principal of the law firm, Boettcher Law, starting his career at Mallesons Stephen Jaques and most recently having been a partner at Abbott Tout Lawyers. He is a fellow of the Australian and New Zealand College of Notaries and a practicing Notary Public. He was appointed as a Fellow of the Australasian Institute of Banking and Finance in 2005 and of FINSIA in 2007. He is a founding Committee Member of Capital Angels and Company Secretary of ANU Connect Ventures Pty Limited, ANU/MTAA Super Venture Capital Pty Limited and the ANU/MTAA Investment Committee. In 1996/97 he was the Treasurer of the ACT Law Society. He is a past Chairman of the National Health Sciences Centre Limited and the Australasian Legal Alliance.

### **Biography of Brigadier Gregory Thomas AM (Retired) Non-Executive Director**

Brigadier Gregory Thomas, aged 59, was appointed a Director of the Company on 1 July 2009.

Brigadier Gregory Thomas is the Managing Director of Integrated Solutions Consultancy Group Pty Limited which provides strategic planning advice to selected international and ASX listed clients, particularly with regard to matters of defence engagement strategies and policy. Prior to his retirement in 1998, the Brigadier had a distinguished career in the Australian Defence Force including key appointments in logistics, operational planning, change management, contracting and procurement.

He is a graduate of the Australian College of Defence and Strategic Studies, the Joint Services Staff College, the Command and Staff College, the Royal Military College (Duntroon) and the Royal Military College of Science (UK). He is currently a Fellow of the Australian College of Defence and Strategic Studies.

## **SHAREHOLDER RESOLUTION FOR APPOINTMENT OF AN INDEPENDENT DIRECTOR (Resolution 4)**

Mr. Nick Weber, a shareholder, has requested that a further independent Director be appointed. The board supports this proposal as it will make the majority of Directors independent and this accords with good corporate governance principles.

Mr. Nick Weber has also requested that a memorandum in support of his resolutions be circulated with this Explanatory Statement. Annexure A to this Explanatory Statement is the memorandum, which Mr. Nick Weber has requested, be circulated. The board has not had the opportunity to verify or consider the information in Annexure A and does not endorse its contents.

## **SHAREHOLDER RESOLUTION FOR ELECTION OF MR. MCDONNELL AS A DIRECTOR (Resolution 5)**

Further to Resolution 4, Mr. Nick Weber also proposed the Election of Mr. John McDonnell as a Director. Shareholders have the choice of electing Mr. McDonnell as a consequence of this resolution or awaiting the outcome of the Board's strategic review, which is close to completion. Shareholders who do not support this resolution would thus place the Board in a better position to prepare a set of selection criteria for another independent director who is the most suitably qualified to assist the board in implementing the new strategic plan. Mr. McDonnell will be requested to participate in any consequent selection process.

**Voting Statement.**

The Voting Statement relating to all resolutions is included in the Notice of Meeting.

By Order of the Board

A handwritten signature in blue ink, appearing to read "L. Gardiner", written in a cursive style.

Lawrence A Gardiner  
Company Secretary  
Dated: 21 October 2009

**Memorandum in support of motion to appoint another independent Director:**

This motion is to allow XTEK Ltd to comply with ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations, Corporate Governance Statement, Principle 2, as published on the XTEK website: "STRUCTURE OF THE BOARD TO ADD VALUE, Council Recommendation 2.1: ***A majority of the Board should be independent Directors..***". This decision is considered particularly relevant in light of the Board's decision not to comply with Council Recommendation 2.2: that "***The chairperson should be an independent Director***".

**Memorandum in support of motion to elect John McDonnell to the Board:**

John McDonnell's consent to nomination to the XTEK Board will bring invaluable current experience in the areas of finance, media relations, political connections and trade; this latter being of particular relevance in the company's pursuit of export opportunities in the Republic of Korea. John McDonnell will bring an independent perspective, commercial acumen and skills to the Board that are entirely suited to the company's short and long term goals.

**RESUME - JOHN McDONNELL**

Educational Qualifications: BA, LLB, BEc;

Mr McDonnell has extensive experience as a practicing lawyer and economist, however since 1996 he has specialised as an international business adviser working with private enterprise and government on large and small scale business and economic development. His specialities are private and public sector financial management including investment and risk management and project development.

From 1986-1990 Mr McDonnell advised the Chinese Government on its entry into the World Trade Organisation. The work included the drafting of legal instruments for accession, the redrafting of Chinese trade and investment laws and the training of over 2000 Chinese officials and negotiations on behalf of the PRC with foreign representatives such as George HW Bush. During this period he had a close working relationship with the current Prime Minister who was posted in Beijing. He has advised governments, including those of the Peoples Republic of China, Sri Lanka, Pakistan, the Republic of Korea, the Republic of Kazakhstan, Papua New Guinea, Indonesia and Vietnam, on public sector management issues and, in particular, matters relating to finance and service delivery.

As an economist Mr McDonnell has worked on the measurement of efficiency in service delivery for a number of institutions including Commonwealth Government agencies. He has also published work on the application of transaction cost economics to private firms and public sector organisations.

In 1994 Mr McDonnell joined Phillips Fox Solicitors, as the CEO of Phillips Fox International, the international practice arm of Phillips Fox. In 1997 he joined Lend Lease as an adviser to Lend Lease Capital Services. In that capacity he was involved in project finance for infrastructure, particularly telecommunications, in a wide range of countries including the financing of the Optus, Hutchinson and Austar communication networks in Australia, and the listing of Kazakh Oil and Gas on the New York Stock Exchange, and the acquisition of the Bank of San Francisco.

Since 1996 Mr McDonnell has worked as a business adviser. This work has fallen into two distinct categories. Work on the establishment and reconstruction of significant public companies and the economic and business development of the Northern Adelaide Region of South Australia. In the former capacity he was the key adviser on the establishment and development of Austar, the acquisition and recapitalisation of Elders, the establishment of Futuris, the development of Comsys into a major communications company (now Alstom, Australia), and the acquisition and recapitalisation of Regional Express Airlines. He was also appointed to the Board of Quality Assurance Services (now SAI Global) to take it through privatisation and listing on the ASX.

As adviser to the S.A Government on the Northern Adelaide Region, Mr McDonnell developed a programme that attracted over \$200 million in new investment into the region and created over 20,000 new jobs. As part of this project he worked closely with companies in the defence sector such as British Aerospace and advised a number of second tier defence companies such as Arkote and Static Engineering on business development and succession planning.

At the present time Mr. McDonnell still does substantial work in South Australia, particularly with highly innovative companies. He has been appointed to the Board of the State Library. He is on the advisory board of Perrytrade Services (trading as Enviroco), which supplies commercial wind energy and solar equipment to rural and regional businesses. This company is currently developing a solar roof, which it has sold to companies building affordable housing. The roof replaces existing roofing and produces up to 17.5 kw of power.

Mr McDonnell also sits on the Board of Flow FM, which has 27 radio stations in regional South Australia, Victoria, NSW and the NT. Since he started working with the company it has increased its turnover by 400

percent and profit by 800 percent. It has been awarded the prize for the best regional broadcaster three years in a row.

Among other organisations he has advised recently are, China Natural Resources Corporation, Convergence Capital, Cromwell Property Trust, Astana Minerals, Remote and Rural Communications Ltd and the Weeks Construction Group. Mr McDonnell also advises Curam Software, an international software company, on aspects of public policy and the Speaker of the SA Parliament on aspects of parliamentary administration.

Mr. McDonnell has extensive contacts with the media through his more than twenty years experience as a columnist with the "*Australian Financial Review*", "*The Adelaide Review*", "*The Australian*" and "*Quadrant*". He has also written for television. As a consequence of his writing and business backgrounds Mr McDonnell has developed special skills in both external and internal communications. He has engaged in a large number of press briefings and road shows in Australia, Asia and the United States. He has also worked on internal communications strategies for a number of companies.

Mr McDonnell has published two books, a number of academic articles and a large number of articles of economic and social commentary. The titles of the books are:

"The Best Service in the World – Best Practice in the Service Industries" – ACSI, 1993

"ASEAN Free Trade Area – An economic analysis" – DFAT 1991.

## **INFORMATION FOR SHAREHOLDERS**

### **Voting and Proxy Votes**

1. A member entitled to attend and vote at the meeting has a right to appoint a proxy.
2. The proxy need not be a member of the Company.
3. A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
4. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
5. The proxy form included in this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to [+61 3 9473-2555] as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
8. If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of the item on a poll.
9. Members should refer to the Explanatory Memorandum, which accompanies and forms part of this Notice of General Meeting, for information regarding voting restrictions.
10. Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Annual General Meeting) a natural person to act as its representative at any general meeting.
11. The Chairman intends voting undirected proxies in favour of all resolutions.

### **Voting Entitlement**

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00 pm on 24<sup>th</sup> November 2009 are entitled to attend and vote at the meeting. On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

### **How to Vote**

To vote on the resolutions, members will need to follow these steps:

**Either:** Complete the Form of Proxy and return it by facsimile or mail (to be received no later than 12.30pm on 24<sup>th</sup> November 2009 to the following office or facsimile number:

Computershare Investor Services Pty Limited  
GPO Box 242,  
Melbourne, Vic, 3001  
Facsimile number: 03 9473 2555

**Or** Attend the AGM.

### **Queries**

If you have any queries in respect to the AGM, the financial statements to be put to the AGM or the resolutions being considered, please contact the Company Secretary, Mr. Lawrence Gardiner, at XTEK Limited on (+61 2) 6280 6321.



**XTEK LTD**  
ABN 90 103 629 107

**Computershare**

**All correspondence to:**

Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2500  
web.queries@computershare.com.au  
www.computershare.com

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

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in XTEK 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 notice of meeting.

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;

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

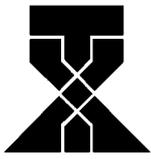
Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

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

**XTEK Limited**



**XTEK LTD**  
ABN 90 103 629 107

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

**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](http://www.intermediaryonline.com)

**For all enquiries call:**

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

**Proxy Form**

**For your vote to be effective it must be received by 12:30pm Tuesday 24 November 2009**

**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.

**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](http://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](http://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.

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

**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 XTEK 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 XTEK Limited to be held at the the Canberra Business Event Centre, Regatta Point, Commonwealth Park, Acton ACT on Thursday, 26 November 2009 at 12:30pm and at any adjournment of that meeting.

## 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 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Uwe Daniel Boettcher as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Brigadier Gregory Thomas AM (Retired) as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Increase the number of Independent Directors by one	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr John McDonnell as an additional Independent Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 \_\_\_\_/\_\_\_\_/\_\_\_\_