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TO: ASX Company Announcements

FROM: Dennis Mentzines

DATE: 27 October 2011

PAGES : 2(inclusive)

SUBJECT: 2011 Annual General Meeting Results

At the Annual General Meeting of UGL Limited ("UGL") on 27 October 2011, the following business included in the Notice of Meeting was carried by the requisite majority:

Item 2 – Remuneration Report

The Remuneration Report for UGL for the year ended 30 June 2011 was adopted. The resolution was decided on a poll.

Items 3 & 4 – Election of Directors

- Mr Trevor Rowe was re-elected as a director of UGL. The resolution was decided by a show of hands.
- Mr Richard White was re-elected as a director of UGL. The resolution was decided by a show of hands.

Item 5 – Approval of previous issue of options

Subsequent approval was given for the previous issue of 338,215 options over fully paid ordinary shares in UGL under the Australian and United States of America Employee Share Option Plans. The resolution was decided by a show of hands.

Item 6 – Increase in aggregate fees for Non-Executive Directors

Approval was given for the maximum aggregate amount of remuneration that may be paid in any financial year to the non-executive directors of UGL to be increased to \$2,300,000. The resolution was decided by a show of hands.

Attached is the information required by section 251AA of the Corporations Act 2001.

Yours faithfully

Dennis Mentzines
Company Secretary

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ANNUAL GENERAL MEETING
Thursday, 27 October, 2011

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|-------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------|-------------------------------|-------------------------|---------------------------------------------------------------------------------------|------------------------------|------------------------------|
| | Votes <i>For</i> | Votes <i>Against</i> | Votes <i>Discretionary</i> | Votes <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain **</i> |
| 2 REMUNERATION REPORT | 43,922,788 | 18,568,165 | 1,380,729 | 1,582,379 | 45,339,993 | 19,548,372 | 1,589,779 |
| 3 RE-ELECTION OF MR TREVOR ROWE AS A DIRECTOR | 64,871,363 | 535,202 | 1,970,442 | 287,751 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 4 RE-ELECTION OF MR RICHARD WHITE AS A DIRECTOR | 65,210,852 | 157,612 | 1,981,267 | 315,027 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 5 APPROVAL OF PREVIOUS ISSUE OF OPTIONS | 61,650,012 | 1,950,463 | 1,409,597 | 402,612 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 6 INCREASE IN AGGREGATE FEES FOR NON-EXECUTIVE DIRECTORS | 56,836,223 | 6,982,242 | 1,399,282 | 220,911 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item