

23 October 2008

The Listing Manager  
Australian Stock Exchange  
Exchange Centre  
Level 6  
20 Bridge Street  
SYDNEY NSW 2000



**MERMAID MARINE**  
AUSTRALIA LTD

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E Corporate@mma.com.au  
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ABN: 21 083 185 693

Dear Sir/Madam

**NOTICE OF 2008 ANNUAL GENERAL MEETING**

Please find **attached** a copy of the following documents which have been mailed to shareholders today:

- Notice of Annual General Meeting; and
- Proxy form.

A copy of the Mermaid Marine Australia Limited 2008 Annual Report is available for review on the Company's web site at [www.mma.com.au](http://www.mma.com.au)

By order of the Board  
**MERMAID MARINE AUSTRALIA LIMITED**

A handwritten signature in black ink, appearing to read 'Dylan Roberts', with a long horizontal stroke extending to the right.

**Dylan Roberts**  
Company Secretary

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Mermaid Marine Australia Limited ABN 21 083 185 693 (**Company**) will be held at the Novotel Langley Hotel, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 27 November 2008 at 10.30am (Perth time).

### **BUSINESS**

#### **Item 1. Annual Financial Report, Directors' Report, and Auditor's Report**

To receive the Annual Report of the Company for the period ended 30 June 2008 which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

#### **Item 2. Adoption of the Remuneration Report**

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

##### **Resolution 1**

*"That the Remuneration Report for the year ended 30 June 2008 be adopted."*

The Remuneration Report is set out in the 2008 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **Item 3. Re-election of Mr. Anthony (Tony) Howarth and Mr. Mark Bradley as Directors**

To consider and if thought fit to pass, as separate and independent ordinary resolutions, with or without amendment:

##### **Resolution 2**

*"That Mr. Tony Howarth who will retire as a Director by rotation in accordance with Article 72.1 of the Company's constitution, and who is eligible for re-election as a Director in accordance with Article 72.2 of the Company's constitution and who offers himself for re-election, be re-elected as a Director."*

##### **Resolution 3**

*"That Mr. Mark Bradley who will retire as a Director by rotation in accordance with Article 72.1 of the Company's constitution, and who is eligible for re-election as a Director in accordance with Article 72.2 of the Company's constitution and who offers himself for re-election, be re-elected as a Director."*

#### **Item 4. Approval of Mermaid Marine Australia Limited Managing Director's Share Option Plan - 2008**

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To consider and if thought fit to pass the following as an ordinary resolution with or without amendment:

##### **Resolution 4**

*"That Shareholders approve the Mermaid Marine Australia Limited Managing Director's Share Option Plan – 2008 (**Plan**) (a summary of which is contained in Item 4.3 of the accompanying Explanatory Statement) for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes."*

##### **Voting Exclusion**

As required under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by:

- o any Director of the Company; and
- o any associate of a Director of the Company. However, the Company will not disregard a vote if:
- o it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- o it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

#### **Item 5. Approval of issue of options under Mermaid Marine Australia Limited Managing Director's Share Option Plan - 2008 to Mr. Jeffrey Weber, Managing Director**

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To consider and if thought fit to pass the following as an ordinary resolution with or without amendment:

##### **Resolution 5**

*"That, conditional on the passing of Resolution 4 above, and for the purposes of ASX Listing Rule 10.14, the Shareholders approve and authorise the issue of options to the Managing Director, Mr. Jeffrey Weber, pursuant to and in accordance with the Mermaid Marine Australia Limited Managing Director's Share Option Plan - 2008."*

##### **Voting Exclusion**

As required under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by:

- o any Director of the Company; and
- o any associate of a Director of the Company. However, the Company will not disregard a vote if:
- o it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- o it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

## **Item 6. Approval of Increase in Remuneration Pool for Non-executive Directors**

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To consider and if thought fit to pass the following as an ordinary resolution with or without amendment:

### **Resolution 6**

*“That, for the purposes of ASX Listing Rule 10.17, with effect from 28 November 2008, the total amount that may be provided to the non-executive Directors by way of remuneration for their services as Directors of the Company be increased by the amount of \$200,000, from \$350,000 to \$550,000 (inclusive of statutory entitlements) per financial year”.*

### **Voting Exclusion**

As required under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by:

- o any Director of the Company; and
- o any associate of a Director of the Company.

However, the Company will not disregard a vote if it is cast by:

- o a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- o the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

## **Item 7. Other Business**

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Members are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the meeting.

### **BY ORDER OF THE BOARD**



**Dylan Roberts**  
**Company Secretary**  
**Fremantle, Western Australia**  
**Date: 22 October 2008**

***The Notice of Annual General Meeting, Explanatory Statement and proxy form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek professional advice from their accountant, solicitor or other professional adviser prior to voting.***

## **EXPLANATORY STATEMENT**

This Explanatory Statement and all attachments form part of this Notice and are important documents. They should be read carefully. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact your professional adviser.

## **GENERAL INFORMATION**

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the AGM of the Company to be held at 10.30am (Perth time) on Thursday, 27 November 2008 at the Novotel Langley Hotel, 221 Adelaide Terrace, Perth, WA, 6000.

The purpose of this Explanatory Statement is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice.

## **THE FOLLOWING DOCUMENTS RELATE TO THE AGM:**

- Notice of Meeting for the AGM, including Explanatory Statement;
- proxy form and return envelope; and
- appointment of a corporate representative (for shareholder companies).

If you are attending the AGM in Perth and have not lodged a proxy form, please bring the proxy form with you to assist with registration.

If you are not attending the AGM in Perth, you can lodge a completed proxy form by returning it in the enclosed envelope or alternatively deliver it by:

- facsimile; or
- hand delivery to the Company's Share Registry.

Please be aware that the proxy form needs to be received by the Company's Share Registry by no later than 10.30am (Perth time) Tuesday, 25 November 2008. Further details on lodging your proxy form can be found on the reverse side of the proxy form.

## Information about voting

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- (a) The Company has determined that, for the purposes of this AGM, all shares in the Company shall be taken to be held by the person who held shares as a registered shareholder at 5.00 pm (Perth time) Tuesday, 25 November 2008 (**Effective Time**).
- (b) All holders of shares in the Company as at the Effective Time are entitled to attend and vote at this AGM and may appoint a proxy to attend this AGM and vote in their stead.
- (c) A proxy need not be a member of the Company.
- (d) The proxy form sent with this Notice should be used for this AGM.
- (e) Each Shareholder who is entitled to cast 2 or more votes at this AGM may appoint 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes, each proxy may exercise half of the votes. An additional proxy form will be supplied by the Company on request.
- (f) In the case of an individual, a proxy form must be signed by the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy form must be executed by the corporation pursuant to Section 127 of the Corporations Act or be signed by a duly authorised officer or attorney of that corporation.
- (g) Any member may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or certified copy of the power of attorney must be received by the Company as specified in paragraph (i).
- (h) Any corporation which is a member of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of representatives by corporations must be received by the Company as specified in paragraph (i) or handed in at the AGM when registering as a corporate representative.
- (i) To vote by proxy, the proxy form (together, if applicable, with the original of any power of attorney or other authority, or certified copy of that power of attorney or other authority under which the proxy is signed) must be received at the Share Registry of the Company no later than 10:30am (Perth time) on Tuesday, 25 November 2008. Proxy forms received after that time will be invalid. Proxy forms must be received by one of the following methods:
  - (i) by hand delivery: Computershare Investor Services Pty Ltd – Level 2, 45 St George's Terrace, Perth WA 6000;
  - (ii) by post: GPO Box 242, Melbourne Victoria 3001; or
  - (iii) by facsimile: at the office of Computershare Investor Services Pty Ltd – facsimile number +61 8 9323 2033.

## **Item 1. Annual Financial Report, Directors' Report, and Auditor's Report**

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report ("Annual Report") to be received and considered at the AGM. A copy of the Company's Annual Report for the year ended 30 June 2008 is available on the Company's website [www.mma.com.au](http://www.mma.com.au).

When you access the Company's Annual Report on-line, you can view it and print a copy of it. Please note that if you have elected to continue to receive a hard copy of the Company's Annual Report, it will be mailed to you no later than 21 days before the Annual General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Report and now (or some time in the future) wish to receive a hard copy of the Company's Annual Report, please contact the Company, who will arrange to mail you a hard copy.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity:

- to ask questions about, or make comments on, the management of the Company; and
- to ask the Company's auditor or the auditor's representative questions relevant to:
  - the conduct of the audit;
  - the preparation and content of the Auditor's Report;
  - the accounting policies adopted by the Company in relation to the preparation of financial statements; and
  - the independence of the auditor in relation to the conduct of the audit.

A Shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

- the content of the Auditor's Report to be considered at the AGM; or
- the conduct of the audit of the Annual Report to be considered at the AGM.

A question may be submitted by giving the question to the Company (attention: the Company Secretary – Mermaid Marine Australia Limited) no later than Thursday, 20 November 2008, which the Company will then pass on to the auditor. The Company will allow a reasonable opportunity for the auditor's representative to answer the written questions submitted to the auditor.

The Company will make available to Shareholders attending the AGM copies of the list of Shareholder questions presented to the auditor, which the auditor considers relevant.

## **Item 2. Resolution 1 – Adoption of the Remuneration Report**

The Remuneration Report, which is set out in the Company's Annual Report 2008, includes:

- the remuneration policy for the Company; and
- details the remuneration arrangements for the members of the Board.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chairman of the AGM will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the AGM.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual. On this basis, the Board recommends that members vote in favour of this advisory resolution in Item 2.

## **Item 3a. Resolution 2 - Re-election of Mr. Anthony (Tony) Howarth as Director**

It is a requirement under Article 72.1 of the Company's constitution that Mr. Tony Howarth retire as a Director, by rotation. Mr. Howarth offers himself for re-election and in accordance with Article 72.2 of the Company's constitution, is eligible for re-election.

Tony was appointed as a Director of the Company on 5 July 2001 and as Chairman of the Company on 1 August 2006. Tony is also currently Deputy Chairman of Bank of Queensland Limited and a non-executive director of AWB Limited, and Wesfarmers Ltd. Tony worked in the banking and finance industry for over 30 years. His work has involved a number of overseas appointments. He has previously held the positions of Managing Director of Challenge Bank Limited, CEO of Hartleys Limited and chairman of Alinta Limited and Home Building Society Limited. Tony is also involved in a number of business and community organisations including holding the positions of Chairman of St John of God Health Care Inc, President of the Australian Chamber of Commerce and Industry and a director of the Chamber of Commerce and Industry WA. He is a member of Rio-Tinto's WA Future Fund and of the University of Western Australia's Senate.

The remaining Directors recommend to Shareholders that Mr. Tony Howarth be re-elected as a Director.



### **Item 3b. Resolution 3 - Re-election of Mr. Mark Bradley as Director**

It is a requirement under Article 72.1 of the Company's constitution that Mr. Mark Bradley retire as a Director, by rotation. Mr. Bradley offers himself for re-election and in accordance with Article 72.2 of the Company's constitution, is eligible for re-election.

Mark was appointed as a Director of the Company on 22 September 2000. Mark is a civil engineer with a track record in senior off-shore engineering management. Mark joined the J Ray McDermott company in 1977 for service on Esso's Tuna/Mackerel project in Bass Strait. During the 14 years of technically challenging work that followed, Mark held senior positions with the company in Indonesia, Singapore, Malaysia, Dubai and Saudi Arabia. Still with McDermott, but returning to Australia, he then worked on new projects in Bass Strait and, finally, the Woodside North Rankin A and Goodwyn A platforms on the North-West Shelf in Western Australia. In 1991, Mark joined Clough Offshore as project manager of a number of North-West Shelf projects. Duties in Thailand, China and Indonesia followed, and by 1993 he was operations/project manager for BHP's Griffin project. In 1994 Mark became managing director of Clough Offshore. A highly talented manager, he then presided over that company's fivefold growth, which was to make it one of the most well-equipped, professional and competitive groups in the off-shore contracting business. In 1997, Mark joined the board of Clough Engineering and served as an executive director until retiring in 2000.

The remaining Directors recommend to Shareholders that Mr. Mark Bradley be re-elected as a Director.

### **Item 4. Resolution 4 - Approval of Mermaid Marine Australia Limited Managing Director's Share Option Plan - 2008**

#### **4.1 Background**

The Board seeks to remunerate its Managing Director in order to further motivate him to pursue the long-term growth and success of the Company within an appropriate control framework and demonstrate a clear relationship between the performance of the Managing Director and his remuneration. The Board believes that the issue of options to the Managing Director in accordance with the Managing Director's Share Option Plan will align long-term value creation for Shareholders with rewards to the Managing Director.

A summary of the Managing Director's Share Option Plan is contained in Item 4.3 below. A copy of the Plan is available for inspection by Shareholders by contacting the Company Secretary on (+61) 8 9431 7431. The Plan was established in September 2008.

#### **4.2 Reason Shareholder approval is required**

Listing Rule 7.1 provides that the Company must not issue or agree to issue securities which total more than 15% of its issued capital in any 12 month period without the approval of Shareholders.

Listing Rule 7.2 lists the exceptions to Listing Rule 7.1. Exception 9 provides that an issue of securities under an employee incentive scheme (which includes the Plan) is exempt from the operation of Listing Rule 7.1 if Shareholders have first approved the issue of the securities under the relevant scheme as an exception to Listing Rule 7.1.

### 4.3 Specific Information required by exception 9 of Listing Rule 7.2

#### (a) Summary of the terms of the scheme

Set out below is a summary of the key terms of the Plan.

<b>Summary of the terms of the Plan</b>	
1.	The Plan will be managed and administered by the Board.
2.	<p>The following terms and conditions apply to options issued under the Plan:</p> <ul style="list-style-type: none"><li>○ the options are issued for nil consideration;</li><li>○ the options will become exercisable from 23 September 2011 subject to satisfaction of the performance hurdle that the Company's Total Shareholder Return must exceed the performance of the ASX Small Ordinaries Index over a minimum period of three years commencing on 23 September 2008 and ending on 23 September 2011 and a maximum period of five years commencing on 23 September 2008 and ending on 23 September 2013;</li><li>○ the options will expire 23 September 2013; and</li><li>○ the exercise price for each option is \$1.60.</li></ul>
3.	<p>If the Managing Director's employment with the Company ceases for any reason (whether resignation, retirement, redundancy, permanent disability, death or cessation of employment for any other reason), all options which have vested (ie all exercise conditions, including Performance Hurdles, have been met) (<b>Vested Options</b>) may be exercised up until their applicable expiry date.</p> <p>All options which are not vested as at the date of the Managing Director's cessation of employment with the Company will lapse on the date of cessation of employment.</p>
4.	The options will not be quoted on ASX.
5.	The options are not transferable (except with the prior written consent of the Board), save that the Managing Director may transfer his Vested Options to a nominee in accordance with the Plan.

6.	All of the options issued to the Managing Director under the Plan will automatically vest and become exercisable, regardless of whether the applicable exercise conditions have been met, upon the occurrence of a Change of Control Event (which includes a person's voting power in the Company increasing from less than 50% to 50% or more, whether under a takeover bid or otherwise, and the Board resolving that it considers that a person who previously had not been in a position to do so, is in the position to remove one-half or more of the Directors), or from the date on which the Company in general meeting approves a scheme of arrangement which if implemented will result in the amalgamation of the Company with another body corporate or one person (alone or with associates) becoming legally or beneficially entitled to 50% or more of the Company's issued share capital.
7.	In basic terms (and subject to certain exceptions), the total number of shares the subject of options issued under any employee share or option plan operated by the Company immediately following an issue of options under the Plan must not exceed 5% of the then issued share capital of the Company.
8.	Following a valid exercise of an option, the Company must, within 14 days, issue to the Managing Director the number of Shares in respect of which the option has been exercised, credited as fully paid.
9.	All Shares issued on the exercise of options will rank equally in all respects with the Company's then existing fully paid ordinary Shares.
10.	The Plan will continue in operation until the Board decides to terminate it.

(b) **Number of securities issued under the plan since the date of the last approval**

Nil as no prior approval has been granted.

(c) **Voting exclusion statement**

A voting exclusion statement has been included with the resolution.

## **Item 5. Resolution 5 - Approval of issue of options under the Mermaid Marine Australia Limited Managing Director's Share Option Plan - 2008 to Mr. Jeffrey Weber, Managing Director**

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Subject to Shareholders voting in favour of Resolutions 4 and 5, the Board has resolved to issue options under the Managing Director's Share Option Plan as part of the remuneration package for the Company's Managing Director, to Mr. Jeffrey Weber, which the Board believes will align his rewards with long-term value creation for Shareholders.

### **5.1 Reason Shareholder approval is required**

Listing Rule 10.14 requires an entity to obtain the approval of Shareholders for a Director or associate of a Director of the Company to acquire securities under an employee incentive scheme.

### **5.2 Specific Information Required by Listing Rule 10.15**

(a) **Relationship which requires approval to be obtained**

Approval must be obtained because the person eligible for the securities is the Managing Director of the Company.

(b) **Maximum number of securities that may be acquired, including formula (if any)**

The maximum number of securities that may be acquired by the Managing Director is 1,277,584, subject to adjustment (in the event of alterations to the capital of the Company and reconstructions) as set out in clause 9.1 of the Plan.

(c) **The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme**

The options will be issued for nil cash consideration. The amount payable on exercise of each option is \$1.60.

(d) **The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of the securities received, and price for each security**

The Company has not yet issued any securities to any Director or associate of any Director of the Company under the Plan.

(e) **Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme**

The Managing Director of the Company, Mr. Jeffrey Weber.

(f) **Voting exclusion statement**

A voting exclusion statement has been included with the resolution.

(g) **The terms of any loan in relation to the acquisition**

There is no loan in relation to the acquisition.

(h) **Date of issue of securities**

The Board confirms that the options to be issued to the Managing Director will be issued on one occasion within 12 months from the date of the AGM.

## **Item 6. Resolution 6 - Approval of Increase in Remuneration Pool for Non-executive Directors**

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The sum of \$550,000 is to cover the total fees that could be paid in a financial year to all non-executive Directors of the Company (including statutory entitlements), as shared between them in such proportion as the Board agrees from time to time. This is an increase of \$200,000 from the total of \$350,000 approved by shareholders at the Annual General Meeting held on 27 November 2002. The new annual fee limit will take effect from 28 November 2008.

This increase is to enable the Company to maintain Directors' fees in line with those paid by companies of a similar size and complexity. Analysis of the Company's current fees by external consultants has shown that they are below those paid by comparable companies. The increased limit will enable the Company to continue to retain and attract new directors with appropriate skills and competencies to contribute to the Board.

A voting exclusion statement has been included with the resolution.

### **Definitions**

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<b><i>Annual General Meeting or AGM</i></b>	means the annual general meeting notified to the Shareholders by the Notice.
<b><i>ASX</i></b>	means ASX Limited.
<b><i>Board</i></b>	means the board of directors of the Company.
<b><i>Company</i></b>	means Mermaid Marine Australia Ltd (ABN 21 083 185 693).
<b><i>Corporations Act</i></b>	means Corporations Act 2001 (Cth).
<b><i>Director</i></b>	means a director of the Company.
<b><i>Listing Rules</i></b>	means ASX Listing Rules as amended.
<b><i>Managing Director's Share Option Plan or Plan</i></b>	Mermaid Marine Australia Limited Managing Director's Share Option Plan – 2008.
<b><i>Notice</i></b>	means the notice of annual general meeting incorporating this Explanatory Statement.
<b><i>Shareholders</i></b>	means shareholders of the Company.
<b><i>Share Registry</i></b>	means Computershare Investor Services Pty Ltd.



MERMAID MARINE  
AUSTRALIA LTD  
ABN 21 083 185 693

000001 000 MRM  
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 all enquiries call:

(within Australia) 1300 727 014  
(outside Australia) +61 3 9946 4439

## Proxy Form

For your vote to be effective it must be received by 10.30am (AWDT) Tuesday 25 November 2008

### 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.computershare.com](http://www.computershare.com).

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 the annual report or update your securityholding, 24 hours a day, 7 days a week:

**[www.investorcentre.com.au](http://www.investorcentre.com.au)**

- Review your securityholding
- Update your securityholding
- Access the annual report below

**Your secure access information is:**

SRN/HIN: I9999999999



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

**[www.mma.com.au/documents/080922%20Annual%20Report.pdf](http://www.mma.com.au/documents/080922%20Annual%20Report.pdf)**

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

IND

## 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 Mermaid Marine Australia 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 Mermaid Marine Australia Limited to be held at Novotel Langley Hotel, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 27 November 2008 at 10.30am (AWDT) and at any adjournment of that meeting.

**Important for Resolutions 4-6:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolutions 4-6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 4-6 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 4-6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that item and that votes cast by him/her, 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Anthony (Tony) Howarth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr. Mark Bradley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Mermaid Marine Australia Limited Managing Director's Share Option - Plan 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of options under Mermaid Marine Australia Limited Managing Director's Share Option - Plan 2008 to Mr Jeffrey Weber, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Increase in Remuneration Pool for Non-executive Directors	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_