



MMA
OFFSHORE

ASX Announcement

19th October 2016

Notice of 2016 Annual General Meeting and Proxy Form

The Listing Manager
Australian Securities Exchange Ltd
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Pursuant to Listing Rule 3.17, please find **enclosed** a copy of the following documents which have been mailed to the Company's shareholders today:

- Notice of 2016 Annual General Meeting; and
- Proxy Form.

A copy of the Company's 2016 Annual Report was released to the ASX on 20th September 2016 and is available on the Company's website: www.mmaoffshore.com.

Kind Regards
MMA OFFSHORE LIMITED

DYLAN ROBERTS
Company Secretary / General Manager Legal



Notice of 2016 Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM or Meeting**) of shareholders of MMA Offshore Limited ABN 21 083 185 693 (**Company**), (**Shareholders**) will be held at the Endeavour Shed, 1 Mews Road, Fremantle, Western Australia, 6160 on Thursday, 24 November 2016 at 10.30am (Perth time).

This notice of meeting (**Notice**) should be read in conjunction with the Explanatory Statement accompanying this Notice. The Explanatory Statement and the proxy form are part of this Notice.

BUSINESS

Ordinary Business

Annual Financial Report, Directors' Report and Auditor's Report

To receive and consider the annual financial report of the Company, the Directors' report and the Auditor's report for the financial year ended 30 June 2016.

Resolution 1 – Adoption of the Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2016 be adopted."

The Remuneration Report is set out in the Company's 2016 Annual Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement for Resolution 1

A vote on Resolution 1 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 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 cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the chair to exercise the proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel for the Company (or its consolidated group).

Key management personnel and their closely related parties are prohibited under the *Corporations Act 2001* (Cth) from voting in a manner contrary to the above. The Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Hugh Andrew Jon (Andrew) Edwards as a Director

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

"That Mr Andrew Edwards, who retires as a Director in accordance with rule 3.6(a) of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director."

Other Business

Shareholders 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 Darbyshire-Roberts
Company Secretary
Fremantle, Western Australia
Date: 19 October 2016

The Notice of 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.

Information about voting and attendance

These notes form part of the Notice.

Entitlement to attend and vote

The Company has determined that persons who are registered holders of fully paid ordinary shares of the Company (**Shares**) at 4.00pm (Perth time) on Tuesday, 22 November 2016 will be entitled to attend and vote at the AGM.

Attending the Meeting

If you attend the Meeting, please bring your personalised proxy form with you to assist with registration and (if possible) arrive at the venue 15 to 30 minutes before the start of the Meeting. Representatives from the Company's share registry, Computershare Investor Services Pty Limited (**Share Registry**) will verify your shareholding against the Company's Share Registry and note your attendance. If you do not bring your form with you, you will still be able to attend the Meeting but you will need to verify your identity.

Voting by proxy

A Shareholder entitled to attend and vote at the AGM may appoint a proxy. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative to exercise its powers as proxy at the Meeting (see below).

The proxy form accompanying this Notice should be used for the AGM and provides further details on appointing proxies and lodging the proxy forms. An additional proxy form will be supplied by the Company on request.

A Shareholder entitled to cast two or more votes at the AGM may appoint two 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.

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 2001* (Cth) (**Corporations Act**) or be signed by a duly authorised officer or attorney of that corporation.

To be effective, a proxy appointment form (and, if the proxy appointment is signed by the Shareholder's attorney, the original 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 not later than 48 hours before the commencement of the Meeting, i.e. no later than 10:30am (Perth time) on Tuesday, 22 November 2016. Proxy forms received after that time will be invalid.

Proxy forms must be received by one of the following methods:

- By post:** Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, Australia, 3001
- By facsimile:** (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555
- By Mobile:** Scan the QR Code on your Proxy form and follow the prompts
- Online:** Shareholders may submit their proxy instructions electronically online to the Company's Share Registry by visiting www.investorvote.com.au. For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on its behalf. For an appointment to be effective for the Meeting, the original instrument effecting the appointment (or a certified copy of it) must be received by the Company's Share Registry at the addresses listed above at least 48 hours prior to the commencement of the Meeting.

Corporate representatives

A body corporate which is a Shareholder may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative will need to bring to the Meeting the appropriate appointment document, including any authority under which the appointment is signed, which will need to be produced prior to admission to the Meeting, unless it has previously been given to the Company.

A form of appointment may be obtained by telephoning the Company's Share Registry (1300 850 505 within Australia or +61 3 9415 4000 outside Australia) or at www.computershare.com by downloading the form "*Certificate of Appointment of Corporate Representative*".

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Generally, these sections mean that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

Express authorisation for undirected proxies on Resolution 1 (Adoption of Remuneration Report)

As a member of the Company's key management personnel, the Chairman can only vote undirected proxies on Resolution 1 (Adoption of Remuneration Report) if the proxy appointment expressly authorises the Chairman to vote those undirected proxies on the Resolution, even though the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel for the Company (or its consolidated group). Other members of key management personnel, or closely related parties of key management personnel (see further below), cannot vote undirected proxies on Resolution 1.

If you appoint the Chairman as your proxy in relation to Resolution 1 but do not complete any of the boxes "For", "Against" or "Abstain" opposite that Resolution on the proxy form, you will **be expressly authorising** the Chairman to vote on the Resolution in accordance with the Chairman's stated voting intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company (or its consolidated group).

The Chairman of the Meeting intends to cast all available undirected proxies on, and in favour of, each Resolution. Therefore, if a Shareholder appoints the Chairman of the Meeting as its proxy, without a voting direction, that Shareholder's votes will be cast **for** Resolution 1.

If a Shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or abstain from voting, on Resolution 1, the Shareholder **must** specify this by completing the "Against" or "Abstain" boxes opposite Resolution 1 on the proxy form.

Please pay particular attention when completing the proxy form.

Under the Corporations Act, voting restrictions apply to the Company's key management personnel and their closely related parties for Resolution 1. The term "closely related party" in relation to a member of key management personnel includes a spouse, dependent and certain other close family members, as well as any companies controlled by the key management personnel. Please refer to the Notice for more details.

AGM webcast

The AGM will be broadcast live online and will also be recorded and a webcast will be made available to Shareholders on the Company's website after the AGM at www.mmaoffshore.com.

2016 Annual Report

The Company's 2016 Annual Report is available for Shareholders on the Company's website at www.mmaoffshore.com/investors/asx_announcements.phtml.

If you would like to receive a hard copy of the 2016 Annual Report, at no charge, please contact the Company, who will arrange to mail you a hard copy. Shareholders who have previously elected to receive a hard copy of the 2016 Annual Report will receive it separately in the mail.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice and provides information to Shareholders about the items of business to be conducted at the Meeting.

Shareholders should read this Explanatory Statement, together with the Notice, in its entirety before deciding how to vote in respect of the Resolutions.

Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires the annual financial report, Directors' report and the Auditor's report to be received and considered at the AGM. A copy of the Company's 2016 Annual Report, including the annual financial report, the Directors' report and the Auditor's report for the year ended 30 June 2016, is available on the Company's website at www.mmaoffshore.com/investors/asx_announcements.phtml.

When you access the Company's 2016 Annual Report online, you can view it and print a copy of it. Please note that if you have elected to receive a hard copy of the Company's 2016 Annual Report, it will be mailed to you no later than 21 days before the AGM.

However, if you did not elect to continue to receive a hard copy of the Company's 2016 Annual Report and now (or at some time in the future) wish to receive a hard copy of the Company's 2016 Annual Report, please contact the Company, who will arrange to mail you a hard copy.

The Corporations Act does not require Shareholders to approve these reports. However, Shareholders will be given a reasonable opportunity to:

- ask questions about, or make comments on, these reports and the management of the Company; and
- 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.

Shareholders are encouraged to submit any question that they may have regarding the above matters, in writing (including by email), to the Company by no later than 5.00pm (Perth time) on Thursday, 17 November 2016. This will allow the Company time to prepare and present a comprehensive response to Shareholders at the AGM.

A Shareholder who is entitled to cast a vote at the AGM may also 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 financial report to be considered at the AGM.

A written question to the Auditor may only be submitted by giving the question to the Company (for the attention of the Company Secretary, MMA Offshore Limited) by no later than 5.00pm (Perth time) on Thursday, 17 November 2016, 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.

Resolution 1 – Adoption of the Remuneration Report

The Remuneration Report, which is set out in the Company's 2016 Annual Report for the year ended 30 June 2016, includes:

- information about the remuneration policy for determining the nature and amount of remuneration of the Directors and key management personnel of the Company;
- a description of the relationship between the remuneration policy and the Company's performance; and
- details of the remuneration arrangements for the Directors and other key management personnel of the Company for the year ended 30 June 2016.

Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report be adopted is put to the vote at the Company's annual general meeting. Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

However, if a company's Remuneration Report receives an "against" vote of 25 per cent or more at two consecutive annual general meetings, a resolution must be put at the later annual general meeting that another meeting be held (within 90 days) at which all directors (other than the Managing Director) who were in office at the date of that resolution must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board (other than the Managing Director) if the Remuneration Report receives "2 strikes".

In addition, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25 per cent or more of votes cast at the annual general meeting, the Company's subsequent remuneration report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes.

The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

The Company's Remuneration Report did not receive a "no" vote of 25% or more at the Company's last AGM held on 18 November 2015.

The Chairman of the AGM will allow a reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the AGM. The Board considers that the current remuneration

policies adopted by the Company are appropriately structured commensurate with the performance of the Company and current market conditions.

Directors' Recommendation

On the above basis, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

Resolution 2 – Re-election of Mr Hugh Andrew Jon (Andrew) Edwards as a Director

Resolution 2 seeks Shareholder's approval for the re-election of Mr Hugh Andrew Jon (Andrew) Edwards who is retiring as a Director pursuant to rule 3.6(a) of the Company's Constitution. Mr Andrew Edwards, being eligible for re-election under the Company's Constitution, offers himself for re-election.

The Company's Constitution provides that:

- an election of Directors must be held at each annual general meeting; and
- a Director (other than the Managing Director) must retire from office at the third annual general meeting after the Director was elected or last re-elected.

Mr Andrew Edwards has been in office for a period of three years since his last re-election and must retire from office at the AGM.

Andrew currently serves as a Non-Executive Director of Nido Petroleum Limited, is Non-Executive Chairman of MACA Limited and is President of Activ Foundation Inc.

Andrew is a former Managing Partner of PriceWaterhouseCoopers, Perth Office (PwC), a former National Vice President of the Securities Institute of Australia (now the Financial Services Institute of Australasia) and past President of the Western Australian division of that Institute.

He is a Fellow of the Australian Institute of Company Directors, a Fellow of the Chartered Accountants Australia and New Zealand and has served as State Chairman of the local Education Committee of that organisation and was a former member of its National Education Committee.

Andrew was appointed as a Non-Executive Director of the Company on 18 December 2009. Andrew is the Chairman of the Company's Audit and Risk Committee and a member of the Company's Nomination and Remuneration Committee.

The Board considers that Andrew is an independent Director and has received confirmation from Andrew that he has sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company.

Directors' Recommendation

The Board is of the view that it has benefited and will continue to benefit from the skills, knowledge and experience that Mr Andrew Edwards brings to the Company. The Board recommends that Shareholders vote in favour of Resolution 2. Mr Andrew Edwards does not make a recommendation due to his interest in the outcome of Resolution 2.



MMA
OFFSHORE
ABN 21 083 185 693

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

Lodge your vote:

Online:
www.investorvote.com.au

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 727 014
(outside Australia) +61 3 9946 4439

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 10:30am (Perth time) Tuesday, 22 November 2016

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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 MMA Offshore 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MMA Offshore Limited to be held at the Endeavour Shed, 1 Mews Road, Fremantle, Western Australia on Thursday, 24 November 2016 at 10:30am (Perth time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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	Re-election of Mr Hugh Andrew Jon (Andrew) Edwards as a 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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / / _____

MRM

999999A

Computershare +



MMA
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All your securities will be voted in accordance with your directions.

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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 for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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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.

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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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MMA Offshore Limited to be held at the Endeavour Shed, 1 Mews Road, Fremantle, Western Australia on Thursday, 24 November 2016 at 10:30am (Perth time) and at any adjournment or postponement of that Meeting.

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Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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Resolution 2	Re-election of Mr Hugh Andrew Jon (Andrew) Edwards as a 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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 ____ / ____ / ____

MRM

999999A

Computershare +