

18 October 2019

The Manager
Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Annual General Meeting

In accordance with the Listing Rules, we attach copies of the following documents which are to be dispatched to shareholders of Orbital Corporation Limited today:

1. Notice of Annual General Meeting and Explanatory Notes;
2. Nomination of Auditor Letter
3. Sample Proxy Form; and
4. Electronic communications letter.

Yours faithfully



Roulé Jones
Chief Financial Officer
& Company Secretary

ORBITAL CORPORATION LIMITED

ABN 32 009 344 058

Notice of 2019 Annual General Meeting

3.00pm (Perth time), Tuesday, 19 November 2019

At Exchange Tower Function Centre

Level 8, 2 The Esplanade

Perth, Western Australia

Orbital Corporation Limited

NOTICE OF MEETING 2019

The 2019 Annual General Meeting of Orbital Corporation Limited (Orbital or the Company) will be held at Exchange Tower Function Centre, Level 8, 2 The Esplanade, Perth, WA 6000 at 3.00pm (Perth time), Tuesday, 19 November 2019.

Dear Shareholder

I am pleased to invite you to attend the 2019 annual general meeting of Orbital Corporation Limited (**Meeting**), to be held at Exchange Tower Function Centre, Level 8, 2 The Esplanade, Perth WA 6000 on Tuesday, 19 November 2019 at 3.00pm (Perth time).

The Meeting is an ideal opportunity for you to meet your Board and senior management team and I encourage you to attend the meeting.

The Company's principal continuing activity during the 2019 financial year consisted of driving progress against the Company's UAV-focused growth strategy. Highlights during the year included: signing an expanded long term agreement with Insitu Inc, a wholly owned subsidiary of the Boeing Company; the official opening of the Company's world class production facility in Hood River, Oregon, USA; the launch of the Company's revolutionary Modular Propulsion Solution; and the start of production of the first propulsion system under the Insitu long term agreement.

An electronic copy of the Company's 2019 Annual Report is available to download or view on the Company's website at: <https://orbitaluav.com/>. The Company's 2019 Annual Report has also been sent to those Shareholders who previously elected to receive a hard copy.

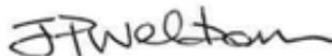
The following pages contain details on the items of business to be conducted at the Meeting. Your Directors believe that each of the resolutions is in the best interests of the Company and its Shareholders.

Voting on the resolutions at the Meeting is important and if you are not able to attend I encourage you to nominate a proxy by returning the enclosed Proxy Form.

If you nominate a proxy, please carefully consider the proxy comments in this Notice. Please ensure you forward the Proxy Form to the Company's Share Registry, Link Market Services Limited, so that it is received by 3:00pm (Perth time) on Sunday, 17 November 2019.

Your Board and management team look forward to seeing you at the 2019 Meeting.

Yours faithfully



John Welborn

Chairman

18 October 2019

Orbital Corporation Limited

NOTICE OF MEETING 2019

Items of Business		Shareholder Approval	Voting Restrictions and Further Details	
ORDINARY BUSINESS				
1.	CHAIRMAN'S ADDRESS AND THE CEO'S REPORT	The Chairman and the CEO will make presentations on the performance of the Company during the financial year ended 30 June 2019, as well as other strategic and operational activities of the Company.	Not applicable	5
2.	DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS	To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019.	Not applicable	5
3.	REMUNERATION REPORT	To adopt the Remuneration Report for the year ended 30 June 2019.	Non-binding	5
4.	ELECTION OF DIRECTOR – MR STEVE GALLAGHER	That for the purposes of ASX Listing Rule 14.4, article 9.3 of the Company's constitution and for all other purposes, Mr Steve Gallagher be re-elected as a Director.	Ordinary resolution	5
SPECIAL BUSINESS				
5.	ADDITIONAL CAPACITY TO ISSUE SECURITIES	That for the purposes of ASX Listing Rule 7.1A and for all other purposes the Company be granted an additional equity raising capacity equivalent to 10% of the Company's ordinary securities as described in the Explanatory Notes.	Special resolution	6
6.	APPOINTMENT OF AUDITOR	That, for the purposes of section 327B of the Corporations Act and for all other purposes, PricewaterhouseCoopers, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting on the terms and conditions in the Explanatory Notes.	Ordinary resolution	7

Orbital Corporation Limited

NOTICE OF MEETING 2019

VOTING

Voting Entitlement

The Company's shareholders (**Shareholders**) recorded on the Company's register of members at 3:00pm (Perth time) on Sunday, 17 November 2019 (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's 2019 annual general meeting (**Meeting**).

Becoming a Shareholder

Persons who become registered Shareholders between the date of this notice of meeting (**Notice**) and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should call +61 1300 554 474 and request an additional personalised voting form.

Persons who become beneficial Shareholders between the date of this Notice and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

Voting Procedure

Under the Company's constitution (**Constitution**), any poll will be conducted as directed by the chair of the Meeting (the **Chair**).

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their Shareholding against the Company's share register and note attendances.

Voting Restrictions

The voting prohibitions under the *Corporations Act 2001* (Cth) (**Corporations Act**) and voting exclusions under the ASX Listing Rules (**Listing Rules**) for each Item are set out in the Explanatory Notes to this Notice.

PROXY FORMS

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold fully paid ordinary shares in the capital of the Company (**Shares**) in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies

Shareholders, who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed and authorised to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call +61 1300 554 474 and request an additional Proxy Form.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

Undirected proxies

Any proxy given to:

- a member of the Company's key management personnel (the Company's directors (**Directors**) and other executives) (**Key Management Personnel**), other than the Chair; or

- their closely related parties (including a spouse, dependent or other close family members, as well as any companies they control) (**Closely Related Parties**),

for Item 3 will not be counted unless Shareholders specify how the proxy is to vote.

Any undirected proxy given to the Chair for Item 3 by a Shareholder entitled to vote on Item 3 will be voted by the Chair in favour of the Item, in accordance with the express authorisation on the Proxy Form. The Chair intends to vote all valid undirected proxies for all other Items in favour of those Items.

Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be to be lodged with, or presented to the Company before the Meeting.

A body corporate appointed as a proxy must also lodge a certificate of appointment of a corporate representative.

The appointment of a corporate representative must be received by the Company before the meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representatives are available at

https://www.linkmarketservices.com.au/corporate/forms/holding-management/App_Corp_Rep_140312.pdf or on request by calling 1300 554 474.

LODGING PROXY FORMS

Deadline

Proxy Forms must be received by 3:00pm (Perth time) on Sunday, 17 November 2019.

How to lodge Proxy Forms

You can lodge your Proxy Form with the Company by:

Online: At www.linkmarketservices.com.au

Mail: to Link Market Services C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia.

Delivery: to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

Facsimile: +61 2 9287 0309

Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

ENQUIRIES

If you have any questions about this Notice or your Proxy Form please contact the Company's share registry, Link Market Services Limited, +61 1300 554 474.

By order of the Board of Directors



Roulé Jones

Company Secretary

18 October 2019

Orbital Corporation Limited

EXPLANATORY NOTES

ITEM 1 CHAIRMAN'S ADDRESS AND THE CEO'S REPORT

The Chair will address the Meeting and the CEO will make a presentation on the performance of the Company during the financial year ended 30 June 2019, as well as other strategic and operational activities of the Company. The Chair will also allow time at the end of the Meeting to respond to questions by Shareholders at or before the Meeting.

ITEM 2 DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, Shareholders will have a reasonable opportunity to ask questions or make comments on the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019.

The Company's auditor, PricewaterhouseCoopers will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the auditor.

The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

There is no requirement for Shareholders to approve the Company's Financial Report, Directors' Report and Auditor's Report.

A copy of the Company's 2019 Annual Report, which includes the Company's Financial Report, Directors' Report and Auditor's Report is available on the Company's website: <https://orbitaluav.com/>.

ITEM 3 REMUNERATION REPORT

Background

The Remuneration Report for the financial year ended 30 June 2019 is included in the Company's 2019 Annual Report and sets out the Company's remuneration arrangements for Directors and executive staff.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting. Shareholders will then be asked to vote on the Remuneration Report.

The vote is advisory only and does not bind the Company or its Directors. The Company's board (**Board**) will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

No spill resolution

If at least 25% of votes that are cast are voted against the adoption of the Company's Remuneration Report at two consecutive annual general meetings, Shareholders must vote on whether the Board should go up for re-election.

At the Company's 2018 annual general meeting, less than 25% of the votes cast on the resolution to adopt the 2018 Remuneration Report were voted against the resolution. Accordingly no spill resolution will be held at this Meeting.

Board recommendation

The Board unanimously recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.

The Chair intends to vote undirected proxies in favour of Item 3 in accordance with the express authorisation on the Proxy Form.

Voting prohibition statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Item 3:

- by or on behalf of a member of Key Management Personnel (details of whose remuneration are including in the Remuneration Report), or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Item 3:

- in accordance with a direction as to how to vote on the proxy; or
- by the Chair pursuant to an express authorisation to exercise the proxy even if this Item is connected directly or indirectly with the remuneration of the Key Management Personnel.

ITEM 4 ELECTION OF DIRECTOR

Mr Steve Gallagher was appointed to the Board on 12 April 2017.

Mr Gallagher was most recently re-elected at the Company's 2017 annual general meeting, on 27 October 2017.

In accordance with Listing Rule 14.4 and article 9.3 of the Constitution, Mr Gallagher will retire and being eligible, offer himself for re-election. His relevant skills and experience are summarised below.

	<p>Mr Steve Gallagher <i>BEng (Hons), BBus, MAICD, BCom</i></p>
Term	Appointed 12 April 2017.
Independent	Yes, non-executive Director.
Skills and experience	Steve held Director positions with HKEX Hang Seng listed CCRTT, ASX listed ERG Ltd and CEO/GM positions with Vix Technology and global engineering powerhouse Siemens. He has operated in various business sectors including Industrial Automation, Building Technology and Power Systems, having spent 15 years living and working in Asia (China, Hong Kong and Singapore) and Europe (Switzerland). Steve holds a Bachelor of Engineering (Honors) degree from the University of Melbourne and a Bachelor of Commerce degree majoring in marketing from Monash University, and is a member of the Australian Institute of Company Directors.
Other directorships	Optal Ltd, Vix Technology Ltd, Ventura Bus Lines Pty Ltd, Agere Pty Ltd, Transact1 Pty Ltd, Littlepay Pty Ltd, The Australian Sports Tech Co Pty Ltd and Snapper Services Ltd.
Special responsibilities	Mr Gallagher is the Chairman of the Company's Audit and Risk Committee
Interests in the Company	100,000 Shares.

Board recommendation

The Board (other than Mr Gallagher who has an interest in the resolution) believe that the re-election of Mr Gallagher is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour** of the re-election of Mr Gallagher.

The Chair intends to vote undirected proxies in favour of Item 4.

Orbital Corporation Limited

EXPLANATORY NOTES

ITEM 5 ADDITIONAL CAPACITY TO ISSUE SECURITIES

Background

The Company seeks Shareholder approval to increase the Company's capacity to issue equity securities by a number equal to 10% of the Company's ordinary securities as at the date 12 months prior to this Meeting (**Additional 10% Capacity**).

The Additional 10% Capacity is in addition to the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities, under Listing Rule 7.1.

The Additional 10% Capacity will provide the Company with the maximum flexibility to raise funds by issuing equity securities without the need for further Shareholder approval.

If approved the Additional 10% Capacity will expire on the earlier of:

- 12 months following the date of this Meeting; or
- the date Shareholders approve a significant change to the nature or scale of the Company's activities or a disposal of the Company's main undertaking under Listing Rule 11.1.2 or 11.2.

If the Additional 10% Capacity is not approved, the Company may be required to obtain Shareholder approval at the time of an issue, which may limit the Company's ability to take advantage of opportunities to raise equity capital.

Purpose of approval

Under Listing Rule 7.1A the Company must obtain Shareholder approval at this Meeting to issue equity securities equivalent to 10% of the Company's ordinary securities in the 12 months following the approval in addition to the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities.

Any equity securities issued under the Additional 10% Capacity must be in the same class as an existing quoted class of equity securities in the Company. As at the date of this Notice, the Company has only one quoted classes of equity securities, being Shares.

The Additional 10% Capacity must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). The number of equity securities issued under the Additional 10% Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Details of the Additional 10% Capacity

- Minimum issue price** The issue price will be at least 75% of the VWAP for the securities in the same class, calculated over the 15 days on which trades in that class were recorded immediately before:
- the date on which the price at which the securities are to be issued is agreed; or
 - if the securities are not issued within five trading days of the date in the paragraph above, the date on which the securities are issued.

- Date of issue** The Additional 10% Capacity will expire on the earlier of:
- 14 November 2020; or
 - the date Shareholders approve a significant change to the nature or scale of the Company's activities or a disposal of the Company's main undertaking under Listing Rule 11.1.2 or 11.2.

Use of funds Securities may be issued for:

- cash consideration for the acquisition of new businesses or investments, or for general working capital; and
- non-cash consideration, for the acquisition of new assets, businesses or resources.

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A in relation to any issue of securities under the Additional 10% Capacity.

Allocation policy The identity of allottees will be determined on a case-by-case basis having regard to factors which may include:

- the methods of raising funds which are available to the Company;
- the effect of an issue on the control of the Company; and
- advice from corporate, financial and broking advisers.

As at the date of this Notice, the allottees have not been determined. They may, however, include substantial Shareholders and/or new Shareholders, but will not include related parties of the Company (or their associates).

Risk of dilution

There is a risk of economic and voting dilution to the Shareholders, including that:

- the market price for the equity securities may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the equity securities.

The table below sets out:

- the economic and voting dilution based on 100%, 150% and 200% of the Company's current issued share capital; and
- the capital raised by an issue of securities at the current market rate, at a 50% reduction and at a 100% increase to the current market rate.

Shares on Issue	Shares Issues	Capital raised		
		10% voting dilution (Shares)	At 50% decrease in market price \$0.145	At current market price \$0.29
Current 77,452,926	7,745,292	\$1,123,067	\$2,246,134	\$4,492,269
50% increase 116,179,389	11,617,938	\$1,684,601	\$3,369,202	\$6,738,404
100% increase 154,905,852	15,490,585	\$2,246,135	\$4,492,270	\$8,984,539

Assumptions and explanations

- The market price is \$0.29, based on the closing price for the Shares on Thursday, 10 October 2019.
- The issue prices included in the table do not take into account discount to the market price (if any).

Orbital Corporation Limited

EXPLANATORY NOTES

- These calculations assume that each Shareholder maintains its current Shareholding in the Company and does not participate in the issue which utilises the 10% Capacity.
- No further equity is issued either under the Company's current capacity to issue 15% of its equity securities or on conversion of convertible securities.
- The company utilises the full Additional 10% Capacity by issuing Shares.
- The table represents dilution as a whole and is not an example of dilution that may be caused to a particular Shareholder.

Previous approval

At the Company's 2018 annual general meeting, Shareholders approved the Company's capacity to issue equity securities equivalent to an additional 10% of the Company's ordinary securities. The approval given at the 2018 annual general meeting will expire on 23 November 2019.

Security issues in the last 12 months

The Company has issued 83,716 equity securities in the 12 month period preceding the date of this Notice. These equity securities were shares issued to 36 eligible employees in accordance with the terms of the Company's employee share plan (**ESP Shares**). The ESP Shares rank equally in all respects with existing Shares and were issued for nil consideration and therefore no funds were raised from the issue of the ESP Shares.

On 19 November 2018, the equity securities of the Company constituted, or were convertible into 77,369,210 Shares. On this measure, the equity securities issued in the preceding 12 months amount to approximately 0.11% of the equity securities on issue on 18 October 2019 (being the date of this Notice). The Company confirms that it currently does not propose to issue any further equity securities between the date of the Notice and the date of the Meeting.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of granting the Company the Additional 10% Capacity.

The Chair intends to vote undirected proxies in favour of Item 5.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 5 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As at the date of this Notice, the Company has not identified any particular persons or class of persons who would be excluded from voting on Item 5.

ITEM 6 APPOINTMENT OF AUDITOR TO FILL A VACANCY

Background

The Company, following a consultative process, appointed PricewaterhouseCoopers in accordance with section 327C(1) of the Corporations Act to fill the vacancy as the Company's auditor following the resignation of the Company's previous auditor, Ernst & Young, as announced to the ASX on 29 November 2018.

Pursuant to section 327C(2) of the Corporations Act, PricewaterhouseCoopers holds office as the Company's auditor until the next annual general meeting of the Company. The Company seeks Shareholder approval for the appointment of PricewaterhouseCoopers as auditor of the Company in accordance with section 327B of the Corporations Act.

The Company confirms it has received:

- a nomination under section 328B of the Corporations Act from a Shareholder of the Company for PricewaterhouseCoopers to be appointed as the Company's auditor, a copy of which is attached as **Schedule 1** to this Notice; and
- consent from PricewaterhouseCoopers to act as auditor of the Company under section 328A of the Corporations Act.

If Item 6 is not approved, there will be a vacancy in respect of the Company's auditor, which the Directors will be obliged to fill within one month, in accordance with section 327C of the Corporations Act.

Board recommendation

The Board unanimously recommends that Shareholders vote **in favour** of appointing PricewaterhouseCoopers as the Company's auditor.

The Chair intends to vote undirected proxies in favour of Item 6.

Orbital Corporation Limited

SCHEDULE 1 – NOMINATION OF AUDITOR LETTER

24 September 2019

The Directors
Orbital Corporation Limited
4 Whipple Street
BALCATTWA WA 6021

Dear Board Members

Nomination of Auditor

I am a member of Orbital Corporation Limited (**Company**).

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I hereby nominate PricewaterhouseCoopers of 125 St Georges Terrace, Perth, Western Australia 6000, to be appointed as auditor of the Company at the upcoming annual general meeting of the Company to be held on 19 November 2019.

Yours faithfully

A handwritten signature in blue ink that reads "Roules". The signature is written in a cursive style with a long horizontal stroke at the end.

Roulé Jones
(Shareholder)

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Orbital Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Orbital Corporation Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (WST) on Tuesday, 19 November 2019 at Exchange Tower Function Centre, Level 8, 2 The Esplanade, Perth Western Australia 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 3, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Items	For	Against	Abstain*
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Mr Steve Gallagher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Additional Capacity to Issue Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Appointment of Auditor to Fill a Vacancy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (WST) on Sunday, 17 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Orbital Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communications via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



Dear Valued Shareholder,

I notice that you currently receive hard copy correspondence from Orbital Corporation Limited (OEC).

OEC strongly recommends receiving all documents via email correspondence in order to help the environment and reduce printing and mailing costs.

If you are happy to receive correspondence by email going forward, please update your email address by visiting our Share Registry's website at investorcentre.linkmarketservices.com.au and follow the steps below;

- click on the "REGISTER NOW" icon to create your portfolio (if you do not have a portfolio set up) or alternatively enter as a "single holding" by entering the following information;
 - enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), this can be found at the top right hand corner of the proxy form;
 - enter your postcode (if you have an Australian address), select your country (if you have an overseas address) and enter the security code (OEC);
- once you are logged in, click on 'Communications' from the top menu and select 'Preferences'. From here you can select your Communication Preference and update your email address.

Thank you for your contribution toward helping the environment and reducing printing and mailing costs.

Further, if you would like to receive news and investor updates directly from OEC, visit the company's website to join the distribution list: www.orbitaluav.com

If you have any queries, please contact OEC on (08) 9441 2311 or Link Market Services on +61 1300 554 474.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Roules'.

Roulé Jones
CFO & Company Secretary

Orbital Corporation Limited