



ABN 45 066 383 971

20 October 2014

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ASX Limited  
Exchange Centre  
Level 4, 20 Bridge Street  
Sydney NSW 2000

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### Notice of Annual General Meeting and Explanatory Memorandum

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Attached please find Cue Energy Resources Limited's release with respect to the above mentioned.

Yours faithfully

Andrew M Knox  
Chief Financial Officer

#### CUE ENERGY OVERVIEW

Cue is an Australian based oil & gas company with activities in Australia, New Zealand, Indonesia and PNG.

#### THE COMPANY HAS:

- Long life production
- A strong balance sheet
- An active exploration program

#### CUE ENERGY DIRECTORS

- Geoffrey King (Chairman)
- Stuart Brown
- Rowena Sylvester
- Andrew Young

#### CUE ENERGY MANAGEMENT

- David Biggs (CEO)
- Andrew Knox (CFO)
- Jeffrey Schull (Exp Man)

#### OFFICE

Level 19  
357 Collins Street  
Melbourne Vic 3000

#### CONTACT DETAILS

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#### EMAIL

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#### WEBSITE

www.cuenrg.com.au

#### LISTINGS

ASX: CUE  
ADR/OTCQX: CUEYY

**CUE ENERGY RESOURCES LIMITED**

**ABN 45 066 383 971**

**NOTICE OF ANNUAL GENERAL MEETING**

**and**

**EXPLANATORY MEMORANDUM**

Date of Meeting	27 <sup>th</sup> November 2014
Time of Meeting	10.00 am
Place of Meeting	The Langham, Melbourne 1 Southgate Avenue Southbank, Melbourne 3006  (The Flinders Room)

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

CUE ENERGY RESOURCES LIMITED  
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Secretary  
Cue Energy Resources Limited  
Level 19  
357 Collins Street  
Melbourne, Victoria 3000  
Australia  
Fax No: (61) 3 9614 2142

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of **Cue Energy Resources Limited** (the Company) will be held at the Langham Melbourne, The Langham, 1 Southgate Avenue, Southbank, Melbourne Victoria 3006, Australia, on Thursday the 27<sup>th</sup> day of November 2014, commencing at 10.00am (AEDT) for the purpose of transacting the following items of business.

The explanatory notes which form part of this Notice of Annual General Meeting describe certain matters to be considered at the Annual General Meeting.

## **AGENDA**

### **Ordinary Business**

#### **Item 1 – Financial Report**

To receive and consider the Financial Report for the year ended 30 June 2014 and the Reports of the Directors and the Auditors thereon.

#### **Item 2 - Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2014.

(Details of the resolution, including applicable voting exclusions, are contained in the explanatory notes.)

#### **Item 3 - Re-election of Director Andrew A Young**

In accordance with the Company's constitution, Mr Andrew A Young retires by rotation and, being eligible, offers himself for re-election.

(Details of the resolution are contained in the explanatory notes.)

#### **Item 4 – Election of Rowena Sylvester as a Director**

Elect Ms Rowena Sylvester as a Director.

(Details of the resolution are contained in the explanatory notes.)

### **Item 5 - Election of Stuart Brown as a Director**

Elect Mr Stuart Brown as a Director.

(Details of the resolution are contained in the explanatory notes.)

### **Item 6 - Election of Dugald Morrison as a Director**

Elect Mr Dugald Morrison as a Director.

(Details of the resolution are contained in the explanatory notes.)

### **Explanatory Notes**

These Explanatory Notes provide shareholders with relevant information concerning each of the matters dealt with under Items 1 to 6 in this Notice of Meeting and to enable shareholders to make an informed decision as to the manner in which they vote in connection with those matters.

Shareholders are recommended to read these Explanatory Notes and this Notice of Meeting carefully and to seek professional advice as necessary. Shareholders who are eligible to vote are invited to attend the Meeting or to complete and return the enclosed Proxy Form within the time nominated.

### **Item 1: The Company's Annual Financial Report and the Reports of the Directors and Auditor thereon**

The Directors will table, for the consideration of members, the Company's Annual Financial Report and the Reports of the Directors and Auditor thereon, for the year ended 30 June 2014.

Neither the Corporations Act nor the Company's Constitution requires a vote of members on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor 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 the Financial Report and the independence of the Auditor in relation to the conduct of the audit.

### **Item 2: Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2014.

#### ***Background***

The Corporations Act requires that the Directors include a separately identified Remuneration Report in their Annual Directors' Report. This sets out the policy for the remuneration of the Directors and certain group executives of the Company and its subsidiaries.

The Corporations Act requires that a resolution be put to the vote of the Company's shareholders that the Remuneration Report be adopted.

### ***Additional Information***

A copy of the Remuneration Report for the year ended 30 June 2014 is included in the Company's 2014 Annual Report which can be accessed electronically on the Company's website at [www.cuenrg.com.au](http://www.cuenrg.com.au).

The Chairman will allow reasonable opportunity for shareholders to ask questions about or comment on the Remuneration Report at the meeting.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. However, the Directors will take the outcome of the vote and any questions and comments into consideration when reviewing the Company's remuneration practices and policies and preparing Remuneration Reports.

### ***Directors' Recommendation and Undirected Proxies***

The resolution proposed in item 2 is a non-binding resolution and to be passed, requires the approval of at least 50% of the votes cast by shareholders entitled to vote, by voting in person or by proxy at the meeting.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

### **Item 3: Re-election of Director**

Mr Andrew A Young retires by rotation and, being eligible, offers himself for re-election.

The Constitution of the Company requires that at every annual general meeting, one-third or the closest number to one-third of the Directors, shall retire by rotation from office and provides that such Directors are eligible for re-election at the meeting.

A board profile for the Director is included in this notice of meeting.

### **Item 4: Election of Rowena Sylvester as a Director**

Ms Rowena Sylvester was appointed as a Director to fill a vacancy with effect from 30 May 2014.

A board profile for the Director is included in this notice of meeting.

### **Item 5: Election of Stuart Brown as a Director**

Mr Stuart Brown, was appointed as a Director to fill a vacancy with effect from 24 July 2014.

A board profile for the Director is included in this notice of meeting.

### **Item 6: Election of Dugald Morrison as a Director**

Mr Dugald Morrison, stands for election with effect from the 27 November 2014.

A board profile for the Director is included in this notice of meeting.

## **Board Profiles**

### **Andrew A Young, Director (Non-executive)**

Date of Appointment: 13 December 2011

Board Committees: Chair of Remuneration and Nomination Committee

Andrew A Young has a Bachelor's Degree in Chemical Engineering and Master's Degree in Business Administration. He has 35 years' experience in the oil and gas industry having held technical, leading management and Board positions in major and small exploration and production operating companies and contract service companies, including Esso Australia Ltd, Bridge Oil Ltd, New Zealand Natural Gas Corporation Ltd, Century Drilling (MD), Gaffney Cline and Associates, Anzon Australia Ltd/Anzon Energy Ltd (MD), and Digitalcore Pty Ltd (MD). He is presently a Non-executive Director of New Guinea Energy Ltd and Cliq Energy Berhad. Andrew was International President of The Society for Petroleum Engineers (2003) and is a recipient of a number of International awards.

### **Rowena Sylvester, Director (Non-executive)**

Date of Appointment: 30 May 2014

Board Committees: Chair of Audit Committee

Rowena Sylvester has over 22 years' experience in finance and risk management including Treasurer at Ampolex Ltd, Optus Vision Ltd and Director of Syndications at ANZ Investment Bank. She has subsequently been a Director of Essential Energy and Chairman of the Audit and Risk Committee, Australian Inland Energy Water Infrastructure, Emmlink Pty Ltd and Optus Superannuation Fund. Her current directorships include Yass Valley Council (Mayor), Yass Valley Aged Care Ltd, Yass District Education Foundation and Bellevale Cattle Company Pty Ltd.

### **Stuart Brown, Director (Non-executive)**

Date of Appointment: 24 July 2014

Board Committees: Member of the Remuneration and Nomination Committee

Stuart Brown has a BSc (First Class) Geology (Sydney) and has held senior positions with Woodside Energy from 2002 to 2012, Shell International Exploration & Production from 1998 to 2002, Shell UK E&P from 1990 to 1998. Prior to that he held various positions with Shell in Australia, The Netherlands, Syria and Turkey.

From September 2012 he has been a Director of International Oil and Gas Strategies Pty Ltd and is currently a Non-executive Director of Cossack Energy, Empire Oil & Gas and WHL Energy Ltd.

### **Dugald Morrison, Director**

Dugald Morrison, based in Wellington, New Zealand, is the General Manager – New Zealand for ICM Limited, investment advisor to Zeta Energy Pte Limited. He has extensive investment analysis experience, having worked in stockbroking, investment banking and investment management firms in New Zealand, the United Kingdom, and the United States since 1987. Mr Morrison is a Director of a number of unlisted companies in New Zealand. He is a member of the New Zealand Institute of Directors.

## ***Directors' Recommendation and Undirected Proxies***

The Directors recommend shareholders vote against item 6 and in favour of each other item of business.

The Chairman intends to vote all open proxies against item 6 and in favour of each other item of business.

## **Proxy, Representative and Voting Entitlement Instructions**

### **Proxy and Body Corporate Representative Instructions**

On a poll, members have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a shareholder appoints more than one proxy, and more than one proxy attends the meeting, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth) (Corporations Act).

If you wish to appoint the Chairman as your proxyholder, but you do not want to put the Chairman in the position to cast your votes in favour or against that resolution, you should complete the appropriate box on the proxy form, directing the Chairman to vote for, against or abstain from voting on that resolution.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's share register either by mail to Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001; by facsimile to Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); by hand to Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067; electronically at [www.investorvote.com](http://www.investorvote.com) by following the prompts; Custodians may lodge their proxy forms online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com); not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in the manner permitted by the Corporations Act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this notice.

## **Voting Entitlement**

For the purposes of determining voting entitlements at the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT), 25<sup>th</sup> November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## **Voting Exclusion Statements** ***Item 2 (Remuneration Report)***

A person must not cast a vote on the resolution proposed in item 2 of this Notice of Annual General Meeting if the person is:

- (a) a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely Related Party of a member of KMP.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors (both executive and non-executive) and certain senior executives.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form to vote as the proxy decides.

## **Definitions**

Chairman means the chairman of the Annual General Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company;
- (e) a Company the member controls; or
- (f) a person prescribed by the Corporations Act 2001 (Cth).



By Order of the Board

A handwritten signature in black ink that reads "Andrew Knox". The signature is written in a cursive style with a large, prominent 'A' and 'K'.

A.M. Knox  
Company Secretary  
20 October 2014  
Melbourne

**2014 Annual Report**

**Shareholders who elected not to receive a printed copy of the 2014 Annual Report can access the Annual Report at Cue's website address:  
<http://www.cuenrg.com.au>**