



Notice of Annual General Meeting

NOTICE is given that the 2009 annual general meeting of Adacel Technologies Limited ACN 079 672 281 ("**Company**") will be held at the offices of Blake Dawson at Level 26, 181 William Street Melbourne Victoria 3000 on Wednesday 18 November 2009 at 11.00 am

Business

Shareholders are invited to consider the following items of business at the annual general meeting:

Ordinary business

1. **Financial and related reports**

To lay before the annual general meeting the financial report of the Company and its controlled entities and the related directors' and auditor's reports for the year ended 30 June 2009 for shareholders to receive and consider.

2. **Adoption of Remuneration Report (non-binding vote)**

That the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2009 be adopted.

The vote on this item is advisory only and does not bind the directors or the Company.

The Remuneration Report, which forms part of the directors' report, is set out in the Adacel 2009 Annual Report.

3. **Re-election of directors**

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

THAT Mr Silvio Salom, a director retiring by rotation in accordance with article 76.1 of the Company's Constitution and, being eligible, be re-elected as a director of the Company.



4. Re-election of directors

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

***THAT** Mr David Smith, a director retiring by rotation in accordance with article 76.1 of the Company's Constitution and, being eligible, be re-elected as a director of the Company.*

5. Resolution to appoint Mr Peter Landos as director

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

***THAT** Mr Peter Landos, a director appointed to fill a casual vacancy in accordance with article 72.2 of the Company's Constitution and, being eligible, be elected as a director of the Company.*

Dated 16 October 2009

By order of the Board of Adacel Technologies Limited

A handwritten signature in black ink, appearing to read "Sophie Karzis", written in a cursive style.

Sophie Karzis
Company Secretary



Voting information

Voting by proxy

- (a) A shareholder entitled to attend and vote at the annual general meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority **by 11.00 am (Melbourne time) on 16 November 2009** at the share registry, being the office of Computershare Investor Services Pty Ltd:
 - by post at GPO Box 242, Melbourne, Victoria 3001; or
 - by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
 - by facsimile: (03) 9473 2555.

Voting and other entitlements at the annual general meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at 7.00 pm (Melbourne time) on 16 November 2009 will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).



Explanatory notes to notice of annual general meeting

1. Financial and related reports

The Company's 2009 Annual Report contains the Directors' Report, the Financial Report and the Remuneration Report.

Pursuant to the Corporations Act, the directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous year before the members at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2009. A copy of the Annual Report has been forwarded to each shareholder other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically. The Annual Report can also be viewed, printed and downloaded from the ASX website and the Company's website (www.adacel.com). A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to ask questions or discuss matters arising from the financial statements or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports to be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will be available to receive questions and comments from shareholders about the preparation and content of the Auditor's Report and the conduct of the audit.

2. Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2009 annual report and is also available from the Company's website.



The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the differences between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

The vote on this item is advisory only and does not bind the directors. The Company's Remuneration Committee will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

3. Re-election of directors

Mr Silvio Salom, retiring by rotation and being eligible, offers himself for re-election as a director of the Company. Please refer to the 2009 annual report accompanying this notice of meeting for information about Silvio Salom.

The Board, with Silvio Salom abstaining, recommends that shareholders vote in favour of Silvio Salom's re-election.

Mr David Smith, retiring by rotation and being eligible, offers himself for re-election as a director of the Company. Please refer to the 2009 annual report accompanying this notice of meeting for information about David Smith.

The Board, with David Smith abstaining, recommends that shareholders vote in favour of David Smith's re-election.

Mr Peter Landos was appointed to fill a casual vacancy on the Board and in accordance with article 72.2 of the Constitution must offer himself for election by shareholders. Please refer to the 2009 annual report accompanying this notice of meeting for information about Peter Landos.

The Board, with Peter Landos abstaining, recommends that shareholders vote in favour of Peter Landos' election.



Adacel Technologies Limited
 ABN 15 079 672 281

000001 000 ADA
 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 Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00 am on Monday 16 November 2009

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.

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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

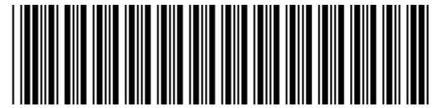
SRN/HIN: I999999999



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

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 Adacel Technologies 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 Adacel Technologies Limited to be held at the offices of Blake Dawson, Level 26, 181 William Street, Melbourne on Wednesday, 18 November 2009 at 11:00am and at any adjournment of that meeting.

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
Item 2 Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of directors - Mr Silvio Salom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of directors - Mr David Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of director - Mr Peter Landos	<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 ____/____/____