



NOTICE OF ANNUAL GENERAL MEETING 2005

Notice is given that the Annual General Meeting of the members of Verticon Group Limited will be held on 8 November 2005 at 11.00am (Melbourne time) at the Carlton Crest Hotel, 65 Queens Road, Melbourne 3004.

ORDINARY BUSINESS

Financial Statements and Reports

1. To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2005.

Re-election of Directors

To consider and, if thought fit, to pass the following resolutions:

2. That David C. Wieland who retires from office in accordance with rule 6.1 of the Constitution, being eligible, is re-elected as a Director of the Company.
3. That David Goldberger who retires from office in accordance with rule 6.1 of the Constitution, being eligible, is re-elected as a Director of the Company.
4. That Denis M. Tomasel who retires from office in accordance with rule 6.1 of the Constitution, being eligible, is re-elected as a Director of the Company.
5. That Michael R. Butler who retires from office in accordance with rule 6.1 of the Constitution, being eligible, is re-elected as a Director of the Company.

Information about the candidates for re-election is included in the Explanatory Notes.

Remuneration Report

6. To consider and, if thought fit, to pass the following resolution:

That the Remuneration Report for the year ended 30 June 2005 be adopted.

The Remuneration Report is set out on pages 15 to 18 of the 2005 Annual Report. Please note that the vote on this resolution is advisory only, and does not bind the Directors or Verticon.

Appointment of Auditor

7. To consider and, if thought fit, to pass the following resolution:

That PricewaterhouseCoopers be appointed as Auditor of the Company.

Peter Cooper
Company Secretary

14th September 2005

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PROXIES AND VOTING

Eligibility to Vote

For the purposes of determining entitlement to vote at the meeting, Verticon shares will be taken to be held by the people registered as holders at 7.00pm (Melbourne time) on Sunday 6 November 2005.

Appointing a proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A personalised proxy form is included with this notice of Annual General Meeting. A proxy need not be a shareholder of Verticon and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes (disregarding fractions). If you require a second proxy form, please contact ASX Perpetual Registrars on (02) 8280 7111.

Lodging your proxy

You can lodge your completed proxy form (and any necessary supporting documents) by:

- » Mailing to ASX Perpetual Registrars using the reply paid envelope;
- » Posting to Locked Bag A14, Sydney South, Sydney NSW 1235;
- » Faxing to (02) 9287 0309 or to + 61 2 9287 0309 (from outside Australia); or
- » Hand delivering to Level 8, 580 George Street, Sydney NSW 2000.

In addition, your proxy form and any supporting documents can also be received at the registered office of the Company.

For an appointment of a proxy to be effective, the form appointing the proxy and, if the form is signed by the appointor's attorney, the authority under which the appointment was signed (or a certified copy of the authority) must be received by the Company at least 48 hours before the meeting at which the proxy intends to vote.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.

How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of all of the resolutions. Verticon encourages all shareholders to direct their proxy how to vote on each resolution.

Attending the Annual General Meeting

If you attend the meeting in person, please bring your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the meeting but representatives from ASX Perpetual Registrars will need to verify your identity.

You will be able to register from 10.00am (Melbourne time) on the day of the meeting.

Corporate Shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf should provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation to act as the company's representative may be effective either for this meeting only or for all meetings of Verticon.



Questions and comments by Shareholders at the meeting

A reasonable opportunity will be given to shareholders (as a whole) to ask questions about or make comments on the management of Verticon at the meeting.

Similarly, a reasonable opportunity will be given to shareholders (as a whole) to ask the Company's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by Verticon in relation to the preparation of its financial statements and the independence of the auditor in relation to the conduct of the audit.

EXPLANATORY NOTES

These explanatory notes have been prepared to assist shareholders to understand the business to be put to shareholders at the Annual General Meeting.

Re-election of Directors

The Constitution of Verticon provides that all Directors, except for the Managing Director, must retire at the first Annual General Meeting of the Company. All four retiring Directors re-submit themselves for election as a Director of the Company. The background and experience of each of the four Directors is provided below.

Resolution 2: Re-election of David C. Wieland

Mr. Wieland is a Director of Taraville, Verticon's largest shareholder, and has been a Director of Verticon since 18 October 2004. Mr. Wieland was instrumental in the initial public offering and listing of Verticon on the Australian Stock Exchange on 17 December 2004.

He has been involved with many successful business ventures starting with Solo Oil in the mid 1970's, which he founded with partner, David Goldberger. Solo was the first truly independent oil company in the Australian petrol market. Mr. Wieland is also involved in other ventures including property development and construction. He presently sits on each of the sub-committees of the Board and is chairman of the audit and risk committee. Mr. Wieland is a past director of the Gas and Fuel Corporation of Victoria.

Resolution 3: Re-election of David Goldberger

Mr. Goldberger is a Director of Taraville, Verticon's largest shareholder, and has been a Director of Verticon since 18 October 2004. Mr. Goldberger was instrumental in the initial public offering and listing of Verticon on the Australian Stock Exchange on 17 December 2004.

He has been involved with many successful business ventures starting with Solo Oil in the mid 1970's, which he founded with partner, David Wieland. Mr. Goldberger is also involved in other ventures, including property development and construction. He presently sits on each of the sub-committees of the Board. He brings a very high level of business experience and entrepreneurial skills to Verticon.

Resolution 4: Re-election of Denis M. Tomasel

Mr. Tomasel has been a Director of Verticon since 17 November 2004. He was the founder of Seca Cranes. Denis obtained a Civil Engineering Degree and Diploma of Education from the University of Queensland. Before entering the crane industry, Denis worked in numerous areas of civil engineering including in the public works department, and on the subway systems in Hong Kong.

Denis is highly respected for his expertise and achievements within the tower crane industry.

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Resolution 5: Re-election of Michael R. Butler

Mr. Butler has been a Director of Verticon since 17 November 2004, is Chairman of the Board and is a member of the audit and risk committee. Mr. Butler has been a public company director for 15 years and brings significant experience as chairman of public companies to the Company.

Mr Butler is currently a non executive Director of AXA Asia Pacific Holdings Limited, Tigor Limited, Baxter Group Limited and Members Equity Pty Ltd. Mr Butler was formerly chairman of Hamilton Island Limited and Ausdoc Group Limited.

Remuneration Report

Resolution 6: The Remuneration Report of the Company for the year ended 30 June 2005 is set out in the Directors' Report on pages 15 to 18 of the 2005 Annual Report to Shareholders.

The Remuneration Report sets out certain prescribed information relating to Directors' and Executives' remuneration.

The Corporations Act 2001 requires that resolution 6 to adopt the Remuneration Report, be put to a vote of shareholders. However, the vote on this resolution is only advisory and does not bind the Company or its Directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Appointment of Auditor

Resolution 7: Section 327A(2) of the Corporations Act 2001 requires that the initial auditor of a company appointed by the Directors holds office only until the first Annual General Meeting.

The Company has received the following nomination from a shareholder with respect to the appointment of PricewaterhouseCoopers as the Company's auditor.

Notice pursuant to Section 328B of the Corporations Act 2001

To: Board of Directors, Verticon Group Limited, Level 4, 456 St Kilda Road, Melbourne VIC 3004.

For the purposes of section 327A of the Corporations Act 2001, I, Peter Cooper, being a member of Verticon Group Limited, hereby nominate PricewaterhouseCoopers for appointment as auditor of the Company by resolution of the members of the Company at the Annual General Meeting to be held on or about Tuesday, 8 November 2005.

Dated 12th September 2005

Peter Cooper