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## ANNUAL GENERAL MEETING

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# Aeris Environmental Ltd

**The Annual General Meeting (AGM) of the members of Aeris Environmental Ltd will be held on Thursday, 24 November 2022 commencing at 11:00am (Sydney time) as a hybrid meeting.**

In light of the COVID-19 pandemic and the restrictions placed in relation to public gatherings, the AGM is being held as a hybrid meeting, with Shareholders having the option to participate either virtually on Zoom or in person at the Company's offices at 26-34 Dunning Avenue, Rosebery NSW. Shareholders attending the Meeting in person are requested to arrive at the venue by 10:40am as they will be required to pass a COVID-19 RAT test prior to entering the building under the health regulations of the building landlord.

**For instructions on how to join the AGM online, shareholders will need to refer to the Zoom information that was either posted out to them or emailed to them (depending on their chosen preference) by Aeris' Share Registrar, Computershare. For further instructions on how to log on and vote online, please view the online user guide at: [www.investorvote.com.au/aei](http://www.investorvote.com.au/aei).**

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (AGM or Meeting) of the members of **Aeris Environmental Ltd** (Aeris or the Company) will be held on Thursday, 24 November 2022 commencing at 11:00am (Sydney time) as a hybrid meeting, in light of the COVID-19 situation and the health issues in relation to public gatherings.

### BUSINESS

**1. To Consider the Financial Report**

To consider the Reports of the Directors and the Auditor, and the Financial Statements of the Company for the year ended 30 June 2022.

**2. Resolution 1 – To Re-Elect a Director – Maurie Stang**

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

That, pursuant to Aeris' Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Maurie Stang, who retires by rotation as a Director, and, being eligible, offers himself for re-election, be elected a director of the Company.

**3. Resolution 2 – To Adopt the Remuneration Report**

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

That Aeris' Remuneration Report for the financial year ended 30 June 2022, as set out in the Directors' Report in the Company's 2022 Annual Report, be received, approved and adopted.

*Note: The vote on this Resolution is advisory only and does not bind the Directors or Aeris.*

**4. Resolution 3 – To Add Clause 5.2(g) to the Company's Constitution**

To consider and, if thought fit, to pass the following Resolution as a special resolution:

That the Company's Constitution be modified by including a new Clause 5.2(g) as follows:

"A meeting of shareholders may be held by telephonic or electronic means so that shareholders attending the meeting can hear each other. Participation in a meeting of shareholders by telephonic or electronic means shall constitute presence of the shareholder at the meeting."

**5. To transact any other business brought forward in accordance with Aeris' Constitution.**

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

### VOTING EXCLUSION STATEMENT

In respect of **Resolution 2** (To Adopt the Remuneration Report), the Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is a member of the key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or an associate of that person (or those persons). The prohibition in the Corporations Act on members of KMP voting does not apply to the Chairman of the AGM as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote. However, Aeris 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 if it is cast by the person chairing the AGM 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.

## DEFINITIONS

**AGM** or **Annual General Meeting** mean the Company's annual general meeting to be held at 11:00am (Sydney time) on Thursday, 24 November 2022 and notified to Shareholders by this Notice.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors.

**Chairman** means the chairman of the Board.

**Company** means Aeris Environmental Ltd (ABN 19 093 977 336).

**Constitution** means the constitution of the Company as amended from time-to-time.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a director of Aeris.

**Explanatory Notes** means the explanatory notes incorporated in this Notice of AGM.

**Key Management Personnel (KMP)** has the same meaning given in the accounting standards. Broadly speaking, this includes the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The 2022 Annual Financial Report identifies the KMP for the financial year ended 30 June 2022.

**Notice** means this notice of Meeting, incorporating the Explanatory Notes.

**Resolution** means a resolution set out in this Notice of AGM.

**Shareholder** means a holder of a fully paid ordinary share in the capital of Aeris.

## PROXIES

To be effective, Proxy Forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited, at least 48 hours before the time for holding the Meeting:

by post to the following address:

**Computershare Investor Services Pty Limited**  
**GPO Box 242**  
**MELBOURNE VIC 3001 Australia;** or

by facsimile on:

**1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);** or

by voting online at <http://www.investorvote.com.au> (following the instructions on the attached Proxy Form); or

for Intermediary Online subscribers only (custodians), cast online for the Shareholder's vote by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) so that it is received not later than 11:00am (Sydney time) on Tuesday, 22 November 2022.

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Shareholders as at 11:00am (Sydney time) on Tuesday, 22 November 2022. Share transfers registered after that time will be disregarded in determining entitlements to vote during the Meeting. In addition, Australian legal requirements limit the eligibility of certain people to vote on some items of business to be considered at the AGM. This voting exclusion is designed to limit the capacity of people who stand to benefit from a Resolution to influence whether or not the Resolution is passed.

A member entitled to join and vote during the Meeting is entitled to appoint not more than two persons as his / her proxy to join and vote instead of the member. A proxy need not be a member of Aeris. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney

(which should have been previously noted by the Company), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act 2001.

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that Resolution as they think fit. Should any resolution, other than those specified in the Notice of AGM, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll that takes place and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a Proxy Form is returned, but the nominated proxy does not join the Meeting, or does not vote on the Resolution, the Chairman of the AGM will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in the Notice of AGM.

Dated in Sydney on this 10th day of October 2022.

**BY ORDER OF THE BOARD**

**Robert J Waring**  
Company Secretary

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## EXPLANATORY NOTES

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These **Explanatory Notes** set out information in connection with the business to be considered at Aeris' 2022 Annual General Meeting (AGM).

### BUSINESS

The following items of ordinary business will be considered at the AGM.

#### To Consider the Financial Report

This item of business relates to the consideration of the Company's Financial Statements, including the related Directors' and Auditor's Reports, for the year ended 30 June 2022, as required by the Corporations Act, and gives the Shareholders the opportunity to ask questions or to make comments concerning the Financial Report during the Meeting. Depending on Shareholders elected preference, they will receive either a printed or email version of Aeris' 2022 Annual Report, and a copy is available on the ASX website, as well as on the Company's website at <https://aeris.com.au/investors>. A copy of the 2022 Annual Report may also be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

In addition to taking questions at the AGM, written questions to the Chairman about the management of Aeris, the Company's Auditor, the content of the Auditor's Report and the conduct of the audit may be submitted no later than five business days before the date of the AGM to PO Box 324, Crows Nest, NSW 1585.

#### General Explanatory Note Applying to Resolution 1

Aeris undertakes appropriate checks before appointing a director or putting someone forward for election as a Director. These checks usually include checks as to the person's character, experience, education, criminal record and bankruptcy history. The Company provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. It does so by providing them with the potential Director's biographical details, including their relevant qualifications and experience, the skills they bring to the Board, and details of any other material directorships currently held by the candidate. In the case of a candidate standing for election as a Director for the first time the Company performs checks on the Directors; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of Aeris and its security holders generally; and, if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect. In the case of a candidate standing for re-election as a Director, the Company provides security holders with: the term of office currently served by the Director; and, if the Board considers the Director to be an independent Director, a statement to that effect. Aeris also provides security holders with a statement by the Board as to whether or not it supports the election or re-election of the candidate. A candidate for appointment or election as a Non-Executive Director provides the Board with the information above and a Consent for the Company to conduct any background or other checks Aeris would ordinarily conduct. The candidate also provides details of his or her other commitments and an indication of time involved, and must specifically acknowledge to the Company that he or she will have sufficient time to fulfil his or her responsibilities as a Director.

## Resolution 1

### To Re-Elect a Director – Maurie Stang

Non-Executive Director and Chairman Mr Maurie Stang

Mr Stang has more than three decades of experience building and managing companies in the healthcare and biotechnology industry in Australia and internationally. His strong business development and marketing skills have resulted in the successful commercialisation of intellectual property across global markets.

Under Aeris' Constitution, whereby at least one third of Directors must retire (and may seek re-election) at each annual general meeting, Mr Stang retires by rotation and, being eligible, wishes to stand for re-election. During the year, the Board oversaw a review of the performance of all Directors, which was designed to assess the effectiveness of each Director. The Board has also reviewed the skills, backgrounds, knowledge, experience, and diversity of gender and nationality represented on the Board. On the basis of these reviews, the Board considers that Mr Stang demonstrates commitment to his role and continues to make a valuable contribution to the Board (particularly on Aeris product knowledge and experience in business development). He is a substantial shareholder of the Company and, accordingly, is not considered to be an independent director of Aeris.

*Appointed to the Board:* 24 July 2002 and appointed Chairman in 2002 (i.e. a term of office currently served as a Director of 20 years and three months).

*Directorships of other listed companies held in the last three years:* Non-Executive Chairman of Nanosonics Limited (ASX:NAN) until 1 July 2022 and Deputy Chairman since 1 July 2022. Non-Executive Deputy Chairman of Vectus Biosystems Limited (ASX:VBS) since December 2005.

*Directors' recommendation:* The Directors (except Mr Maurie Stang) recommend that Shareholders vote in favour of Resolution 1.

## Resolution 2

### To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to members to adopt the Remuneration Report for the year ended 30 June 2022, as disclosed in the Directors' Report in the Company's 2022 Annual Report. The vote on this Resolution is advisory only and non-binding. The Resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act, if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a spill resolution) that another meeting be held within 90 days at which all of Aeris' Directors (other than the Managing Director) must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 2.

In accordance with Section 250R(4) of the Corporations Act, Aeris will disregard votes cast on Resolution 2 by any member of the Company's KMP whose remuneration details are included in the Remuneration Report, or any closely-related parties of such a member, unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

The KMP of Aeris are the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies Aeris' KMP for the financial year to 30 June 2022. The KMP's



closely-related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 2 by marking either "For", "Against" or "Abstain" on the Proxy Form for this item of business.

*Directors' recommendation:* The Directors recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3**

#### **To Add Clause 5.2(g) to the Company's Constitution**

Resolution 3 seeks Shareholder approval for an amendment to the Constitution to authorise virtual shareholder meetings. As a result of the COVID-19 pandemic, the Government introduced a range of legislative instruments to facilitate smooth running of corporate functions, including shareholders' meetings. These include the Treasury Laws Amendment (2021 Measures No. 1) Act (TLAB) which came into effect on 14 August 2021. TLAB allowed companies to undertake virtual meetings (including annual general meetings, such as the Aeris January 2022 AGM), provided certain conditions were met. However, the elements of TLAB allowing virtual meetings expired on 31 March 2022. Unless a Company's Constitution specifically allows virtual meetings, or there is some future extension of TLAB or a similar dispensation, future use of virtual meetings beyond 31 March 2022 is not available.

The Company proposes Resolution 3 in order to amend the Company's Constitution to make it clear that Aeris may utilise telephonic or electronic means to conduct meetings, and that participation in a meeting of shareholders by telephonic or electronic means shall constitute presence of the shareholder at the meeting. The purpose of seeking this addition to the Company's Constitution is to ensure that Aeris remains able to utilise technology for meeting purposes, regardless of whether TLAB or other facilitating instruments remain in place.

Resolution 3 is a special resolution and therefore requires 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).

*Directors' Recommendation:* The Directors recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in favour of Resolution 3.

### **HYBRID MEETING AND VOTING BY PROXY OR IN POLL**

The conduct of the AGM has been modified to accommodate the current situation relating to COVID-19 pandemic. With the health and safety of Aeris' shareholders, employees and guests being of paramount importance, it is not feasible or advisable for many of the Company's shareholders to physically attend the Meeting due to appropriate physical distancing at gatherings. Accordingly, Aeris has arranged for its shareholders to be able to participate in the AGM online this year (via a 'hybrid' meeting). Shareholders are encouraged to vote by proxy before the AGM and to submit any questions they may have before the Meeting. Shareholders will be able to join the AGM live via Zoom (details above) or attend the Meeting in person.

Shareholders attending the Meeting in person are requested to arrive at the venue by 10:40am as they will be required to pass a COVID-19 RAT test prior to entering the building under the health regulations of the building landlord.

Shareholders will be able to ask questions online in relation to the business of the Meeting and to vote at the AGM in a poll. Instructions on how to vote in the poll will be outlined at the AGM. The Company is closely monitoring developments relating to COVID-19 and corresponding Government guidance.

# Aeris Environmental Ltd

ABN 19 093 977 336



AEI

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

## Need assistance?



### Phone:

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



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Tuesday, 22 November 2022**.

# Proxy Form

## 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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

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**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

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I/We being a member/s of Aeris Environmental Ltd 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 Aeris Environmental Ltd to be held as a virtual meeting and at the Company's offices at 26-34 Dunning Avenue, Rosebery, NSW 2018 on Thursday, 24 November 2022 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** 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 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 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 2 by marking the appropriate box in step 2.

### 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	To Re-Elect a Director – Maurie Stang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Add Clause 5.2(g) to the Company's Constitution	<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.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

AEI

293994A



Computershare

