

NOTICE OF ANNUAL GENERAL MEETING 2020

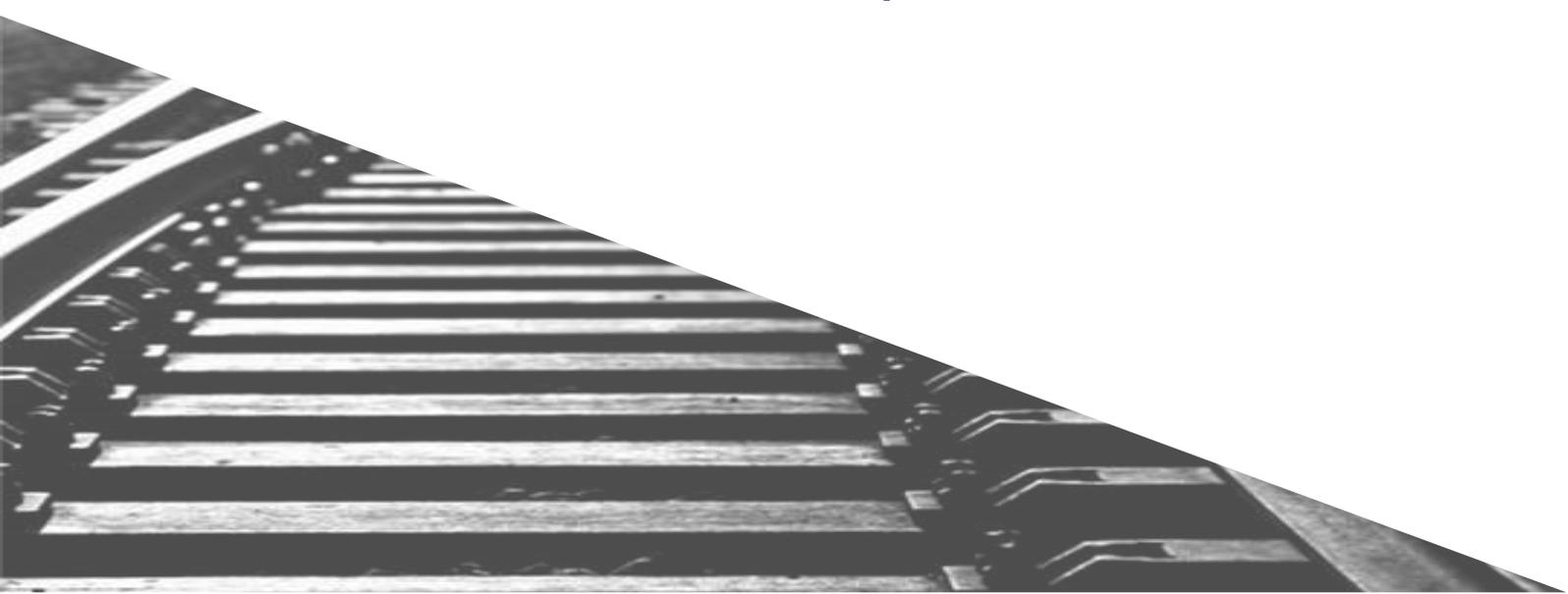
Notice is given that the Annual General Meeting of the Shareholders of Engenco Limited will be held on Wednesday, 18 November 2020 at 10.00 am (Melbourne time).

In accordance with the government's guidance and restrictions on travel and public gatherings, the meeting will be held as a virtual meeting by electronic means.

Registration will commence at 9.30am (Melbourne Time)

ENGENCO LIMITED

ABN 99 120 432 144
Level 22
535 Bourke Street
Melbourne, Victoria 3000
T: +61 (0)3 8620 8900
F: +61 (0)3 89620 8999



16 October 2020

Dear Shareholder,

The Annual General Meeting of Engenco Limited (ASX:EGN) will be held on **Wednesday, 18 November 2020 at 10.00 am (Melbourne time)**. In accordance with the government's guidance and restrictions on travel and public gatherings, the Meeting will be held as a virtual meeting by electronic means. Shareholders may be present online and vote through the online platform provided by the Company's share registry at <https://investor.automic.com.au/#/home> on their smartphone, tablet or computer. Further information regarding online attendance at the Meeting (including how to register and vote, as well as how to lodge an online Proxy) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting. Pre-registration is open from the date of the Notice of Meeting.

PROXY FORMS

If you are not attending the Annual General Meeting you can lodge a completed Proxy Form online through the online platform provided by the Company's share registry at <https://investor.automic.com.au/#/home> on your smartphone, tablet or computer. Further information regarding online proxy lodgement is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the 'Proxies and Voting' instructions enclosed.

Please be aware that online Proxy Forms need to be received by the Share Registry no later than 10.00am (Melbourne time) on Monday 16th November 2020. Further details on completion can be found in the Company's Online Meeting Guide which is attached to this Notice of Meeting.

ANNUAL FINANCIAL REPORT

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Financial Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Financial Report for the year ended 30 June 2020 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Reports.

VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 10.00am on Monday 16th November 2020 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Paul Burrows
Company Secretary

AGENDA

1. ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company, comprising the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020.

Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.

2. ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2020 is adopted."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Dale Elphinstone, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Scott Cameron, who was appointed as a Director of the Company on 1 September 2020,

retires in accordance with Clause 11.12 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

5. RATIFICATION OF PRIOR ISSUE OF SHARES (ORDINARY RESOLUTION)

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 108,075 Shares issued on 18 September 2020 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Note: Please refer to the Voting Exclusion Statement on page 6 of this Notice.

6. ADOPTION OF THE SHARE PLAN (ORDINARY RESOLUTION)

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of the Share Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Note: Please refer to the Voting Exclusion and the Voting Prohibition Statement on page 7 of this Notice.

EXPLANATORY STATEMENT

ORDINARY BUSINESS

1. 2020 ANNUAL FINANCIAL REPORT

The 2020 Annual Financial Report, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2020 will be laid before the Meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2020 Annual Financial Report and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.



2. ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2020 (NON-BINDING RESOLUTION)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report of the Company for the financial year ended 30 June 2020 and which is set out on pages 14 - 23 of the 2020 Annual Financial Report contains within it a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against the adoption of the Remuneration Report, then:

- a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2021 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b) if, at the Company's 2021 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2021 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion Statement:

The Company will disregard all votes cast on Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2020; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Agenda Item 2 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Agenda Item 2; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Agenda Item 2 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

A breach of voting restrictions may be an offence under the Corporations Act.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting. The Company has six Directors, one of whom is the Managing Director. Ross Dunning who has served as a director for 10 years is intending to retire immediately after the Annual General Meeting and is therefore not seeking re-election.

Dale Elphinstone retires by rotation and being eligible offers himself for re-election.

The Board (with Mr Elphinstone abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Dale Elphinstone AO

FAICD

Non-Executive Director Since 19 July 2010.

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing and heavy machinery industries and among other things is one of the longest serving Caterpillar dealer principals in Australia, having

acquired the Caterpillar dealership in Victoria and Tasmania in 1987. Dale is the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council, a member of the Tasmanian Premier's Economic and Social Recovery Advisory Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd until December 2008 and of the formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Dale was also a director of ASX listed National Hire Group Limited until December 2011.

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Scott Cameron, who was appointed as a Director of the Company on 1 September 2020, retires in accordance with Clause 11.12 of the Company's Constitution and being eligible, offers himself for re-election.

The Board (with Mr Cameron abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Scott Cameron

BCom, CA ANZ, FAICD
Non-Executive Director Since 1 September 2020.

Scott has more than 27 years' experience in senior management with exposure to a broad range of relevant industry sectors. He commenced his professional career at PricewaterhouseCoopers and then spent 27 years with leading Malaysian listed industrial services conglomerate, Sime Darby Berhad in various roles including Finance Director and then Managing Director of Australian based Caterpillar Dealer, Hastings Deering. Prior to his retirement from executive management at the end of 2019, Scott had spent the last 13 years as an Executive Vice-President of Sime Darby Industrial.

5. RATIFICATION OF PRIOR ISSUE OF SHARES (ORDINARY RESOLUTION)

Background

On 24 September 2020, the Company announced that on 18 September 2020 (**Issue Date**), it had issued 108,075 Shares (**ESOP Shares**) to Eligible Participants under the Share Plan, utilising the Company's existing capacity under Listing Rule 7.1.

As at the Issue Date, the Share Plan had not yet been approved by the Shareholders and, as such, the

Company could not rely on the relevant exception in Listing Rule 7.2 (exception 13(b)). Therefore, the ESOP Shares were issued utilising the Company's existing capacity under Listing Rule 7.1.

The ESOP Shares were issued to Eligible Participants at an issue price of \$0.509 per Share.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of the ESOP Shares, which were issued on the Issue Date.

All of the ESOP Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the ESOP Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as the Share Plan had not been approved by the Shareholders at the Issue Date, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the ESOP Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the ESOP Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of the ESOP Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The ESOP Shares were issued to Eligible Participants under the Share Plan.
- (b) The Company issued 108,075 Shares, being the ESOP Shares.
- (c) Each of the ESOP Shares issued on the Issue Date were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company, however the Shareholder is restricted from trading these Shares for a period of 3 years (unless the Eligible Participant (or the relevant employee) ends their employment with the Company or one of the Company's subsidiaries (as the case may be), in which case such ESOP Shares will be released from restriction).
- (d) The ESOP Shares were issued on the Issue Date.
- (e) Each of the ESOP Shares were issued at an issue price of \$0.509 per Share, with the Eligible Participant electing to sacrifice part of their gross salary or wage via equal instalments across the financial year ending 30 June 2021.
- (f) Funds raised from the issue of the ESOP Shares have been and will continue to be used by the Company for working capital purposes.
- (g) The ESOP Shares were issued under the Share Plan, being an agreement between the Company and Eligible Participants. The rules of the Share Plan are set out in the link at Annexure A of this Notice.

Directors' recommendation

The Board of Directors unanimously recommend that Shareholders vote for this Resolution.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Agenda Item 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Agenda Item 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A breach of voting restrictions may be an offence under the Corporations Act.

6. ADOPTION OF SHARE PLAN (ORDINARY RESOLUTION)

Background

Shareholder approval is being sought to adopt an employee share scheme entitled "Employee Share Purchase Plan" (**Share Plan**) under Resolution 6 of this Notice of Meeting.

The purpose of the Share Plan is to align Eligible Participants' economic interests with those held by other Shareholders. The Share Plan allows Eligible Participants to sacrifice part of their pre-tax wages

or salary to acquire Shares. Participation in the Share Plan is voluntary and the purchase price applicable to the Shares will be set at a 5% discount to the market price at the time of acquisition.

The rules of the Share Plan are set out in the link at Annexure A.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Share Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the Share Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Share Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 15,669,047 Shares under the Share Plan during the three-year period following approval.

Directors Recommendation

The Board of Directors unanimously recommend that Shareholders vote for this Resolution.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Agenda Item 6 by or on behalf of:

- (a) a person who is eligible to participate in the Share Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Agenda Item 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

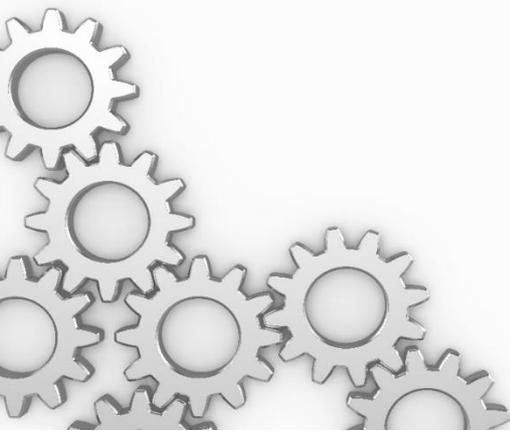
In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Agenda Item 6 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

A breach of voting restrictions may be an offence under the Corporations Act.



PROXIES AND VOTING

ELIGIBILITY TO VOTE

You will be eligible to vote at the Meeting if you are registered as a holder of Engenco Limited shares at 10.00am (Melbourne time) on Monday 16th November 2020.

APPOINTING A PROXY

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to virtually attend and vote on your behalf. A proxy need not be a shareholder of Engenco Limited and may be an individual or body corporate. For more information on Online Proxy Lodgement please see the Online Proxy Lodgement Guide included in the Company's Online Meeting Guide which is attached to the Notice of Meeting.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on the Remuneration Report resolution (Agenda Item 2), the Ratification of Prior Issues of Shares resolution (Agenda Item 5) and the Adoption of Share Plan resolution (Agenda Item 6). If you do not specify the way in which the proxy is to vote on these resolutions, the member of the KMP will not be entitled to exercise your proxy in respect of that resolution, except if the proxy is the Chair of the Meeting.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

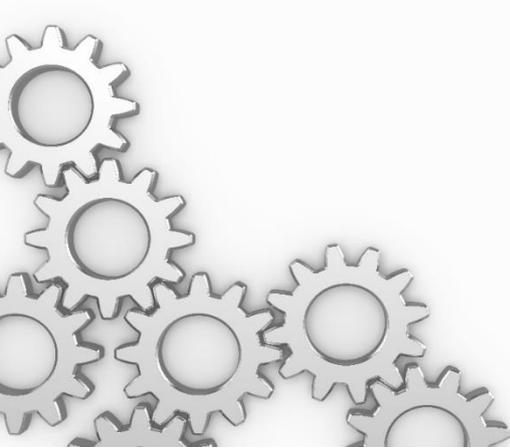
The Chair of the Meeting intends to vote undirected proxies and all other available proxies in favour of each resolution, even if he has an interest in the outcome of the resolution or they are connected directly or indirectly with the remuneration of a member of the Company's KMP, and even if votes

cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

If you appoint the Chair of the Meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolutions in respect of Agenda Items 2 and 6) you are a KMP or a Closely Related Party of a KMP;
- (c) (in relation to the resolution in respect of Agenda Item 5) you are a person who participated in the issue of the ESOP Shares or an Associate of that person; or
- (d) (in relation to the resolution in respect of Agenda Item 6) you are an Eligible Participant in the Share Plan or an Associate of that person.

Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.



QUESTIONS FROM SHAREHOLDERS

Shareholders will be able to vote and ask questions at the virtual Meeting.

However, Shareholders are strongly encouraged to email questions in advance of the Meeting to engenco.investorrelations@engenco.com.au.

Questions must be submitted in writing at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting

in respect to the formal items of business as well as general questions in respect to the Company and its business.

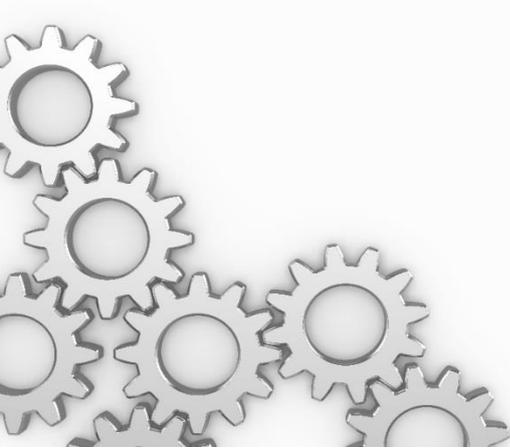
CORPORATE SHAREHOLDERS

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must ensure that representative is properly authorised to act as the company's representative.

The authorised representative will be required to confirm this authority as part of the online voting process.

YOUR PRIVACY

The webcast of the Meeting may be video recorded and uploaded to Engenco's website. The recording may be used at the discretion of ASX for security or broadcast purposes.



GLOSSARY

Annual General Meeting or AGM or Meeting means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

Company means Engenco Limited (ACN 120 432 144).

Corporations Act means the Corporations Act 2001 (Commonwealth) as amended or replaced from time to time.

Directors mean the directors of the Company.

Dollar or "\$" means Australian dollars.

Eligible Participants means permanent full-time and part-time employees of the Company or any of the Company's subsidiaries who are Australian tax

residents and are 18 years or older as at the date of application.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

Notice of Meeting means the notice convening the 2020 Annual General Meeting of the Company including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2020 and which is set out on pages (19 to 23) of the Company's 2020 Annual Financial Report.

Resolutions means the resolutions proposed in the Notice of Meeting.

Share Plan means the employee share scheme entitled "Employee Share Purchase Plan" for which Shareholder approval is being sought for the adoption of under Agenda Item 6 of this Notice of Meeting.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

Shares means the shares that may be granted by the Company pursuant to the terms of the Share Plan.

ONLINE MEETING GUIDE

Venue – Virtual Meeting

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_8ilrD16gRdC7ztNYSwDFTA

After registering, you will receive a confirmation email containing information on how to attend the virtual Meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual Meeting using the online platform.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing at least 48 hours before the Meeting to engenco.investorrelations@engenco.com.au.

The Company will also provide Shareholders with the opportunity to ask questions using the online platform during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. Pre-registration is open from the date of the Notice of Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website at:

<https://investor.automic.com.au/#/home>

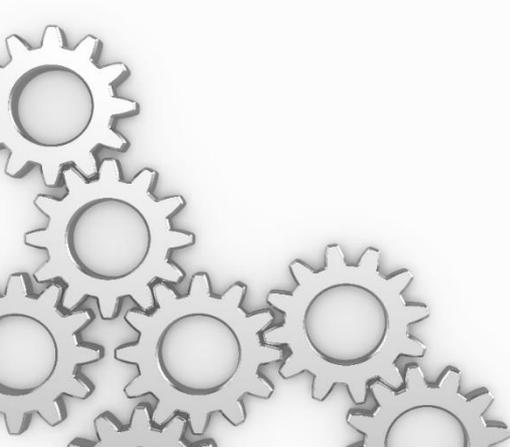
Click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual Meeting is open, click on ‘Meeting open for registration’ and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual Meeting is open, click on ‘Meeting open for voting’ and follow the steps.

For more information on how to vote and how to lodge an online proxy please see below.

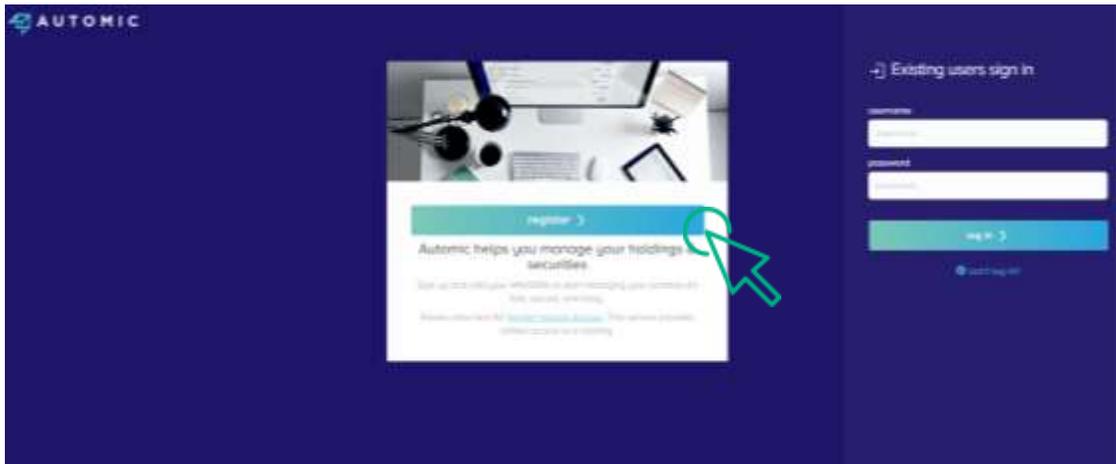


Virtual Meeting Registration and Voting



REGISTRATION

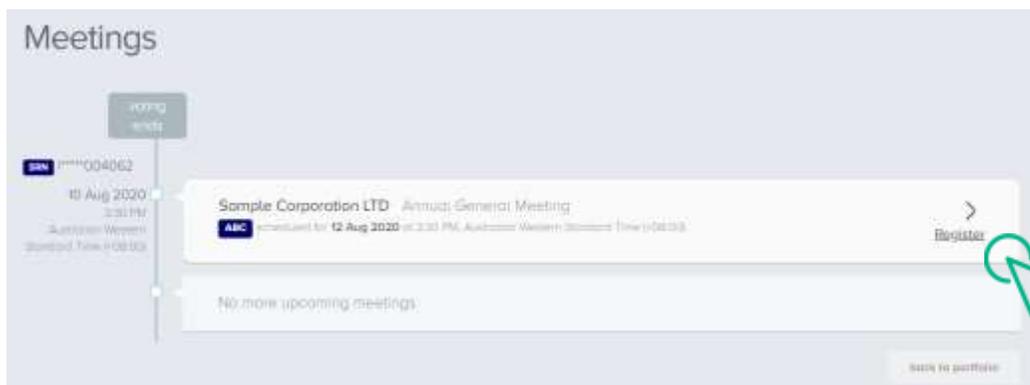
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.



- Click on “register” to register your attendance for the meeting.



REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

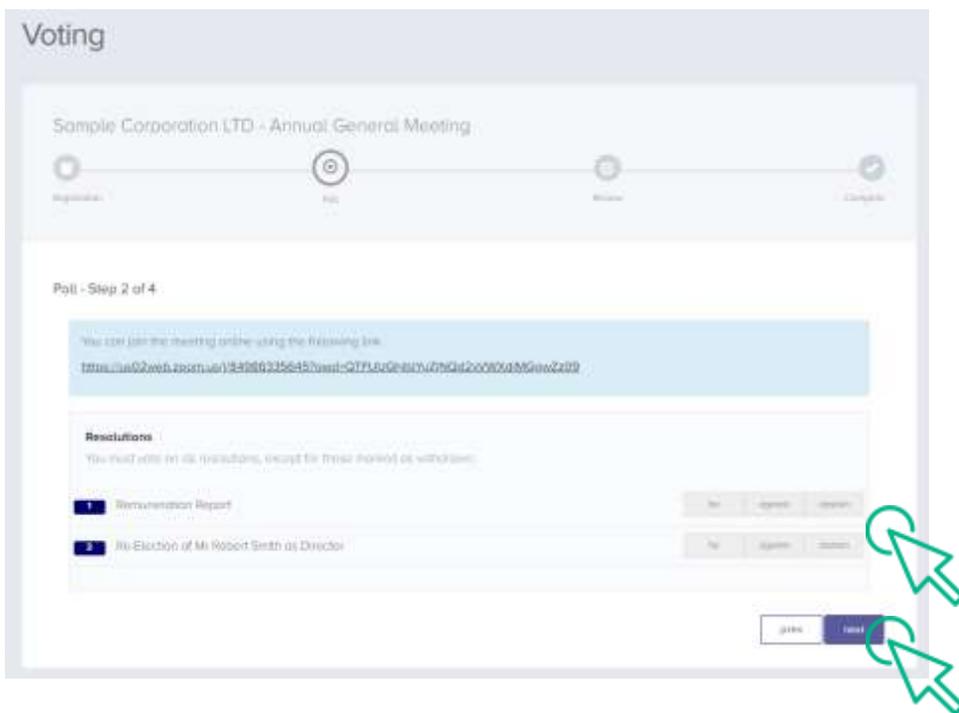
The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (Step 1 of 2). The main content area asks, "Will you be registering to vote?" with two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "Next" button is located at the bottom right. A green mouse cursor is pointing at the "Next" button, and another green mouse cursor is pointing at the "YES" radio button.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

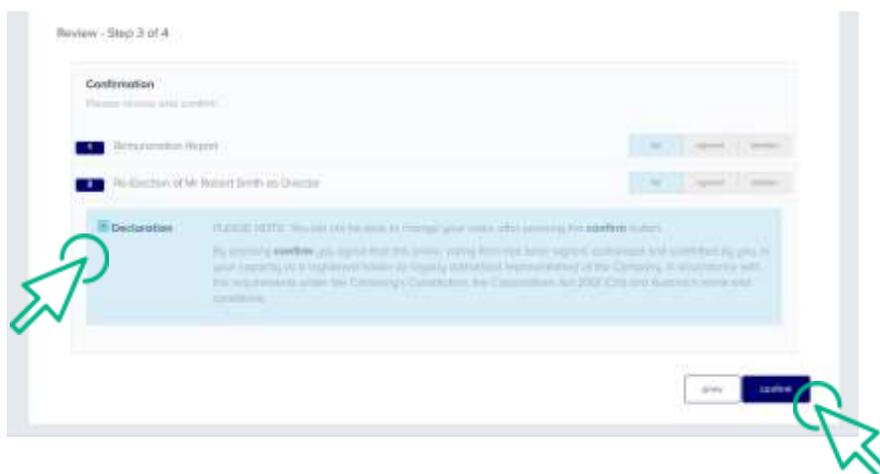
The screenshot shows the "Registration Complete" screen for "Sample Corporation LTD - Annual General Meeting". The progress bar now shows "Complete" (Step 2 of 2). A green checkmark icon is next to the text "Registration Complete". Below this, it says "The voting is not open yet. Refresh this page or come back here (link)". A blue "Refresh" button is located on the right side. A light blue box contains the text "You can join the meeting online using the following link" followed by a Zoom URL: "https://us02web.zoom.us/j/84986335845?pwd=QTRlUzRyblYyZlR0d2o0VWxhMGowZz09". A green mouse cursor is pointing at the "Refresh" button.

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.



- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.



VOTING COMPLETE

- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Progress: 100% Complete

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFp0TldlTGtEhGSEUzUk5hZkZlLUQ1OjZkdz09>

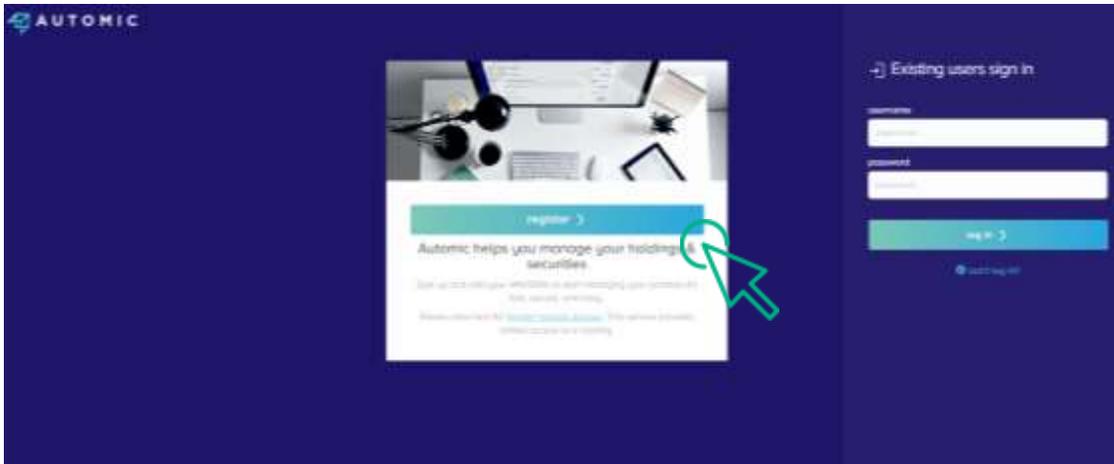
Online Proxy Lodgment



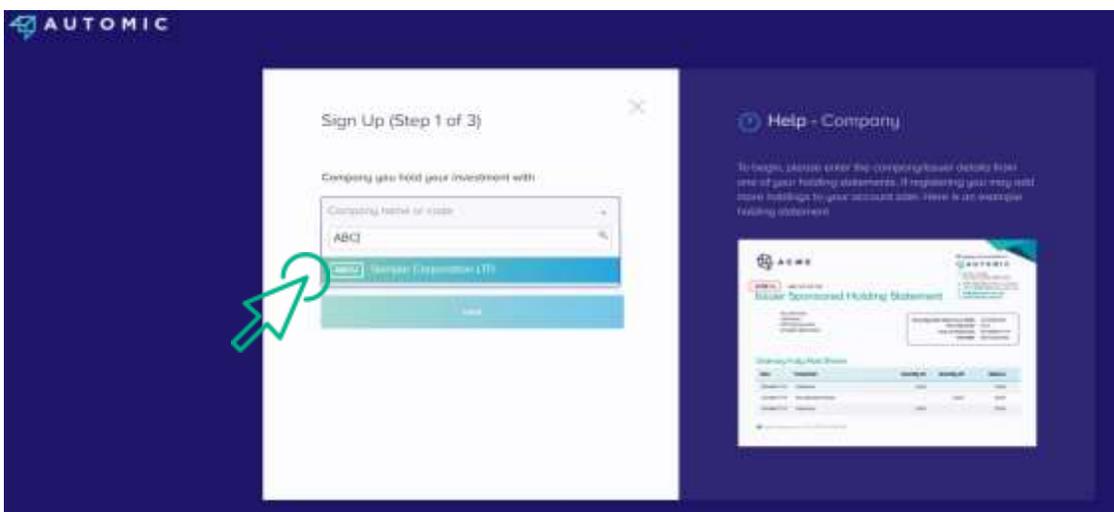
REGISTER

Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in”. and follow the instructions in **Step 2** of this guide.

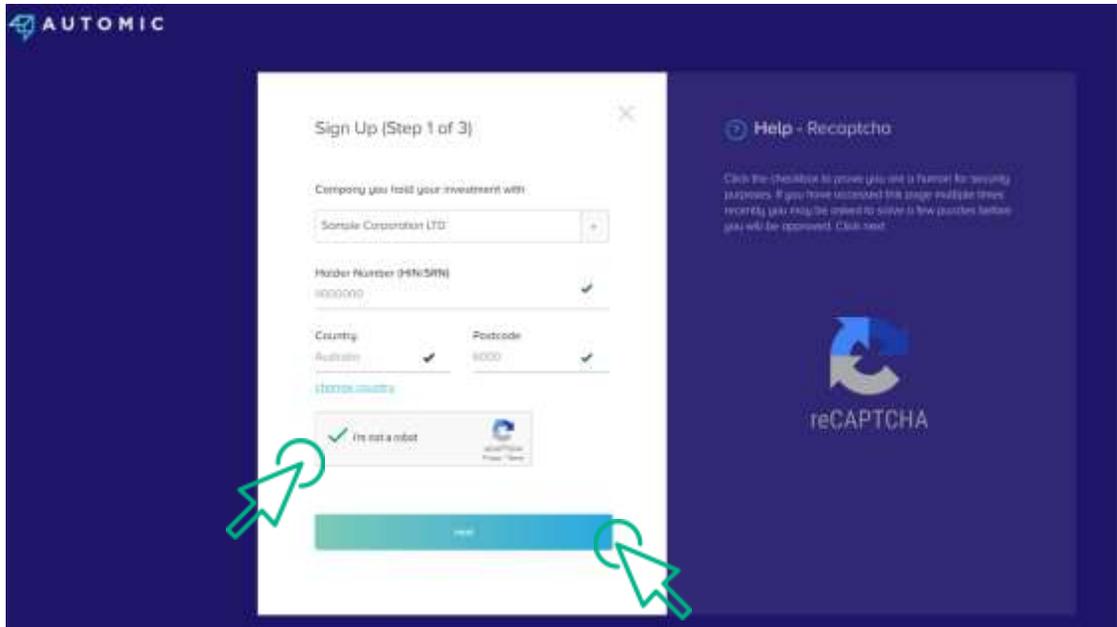


- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



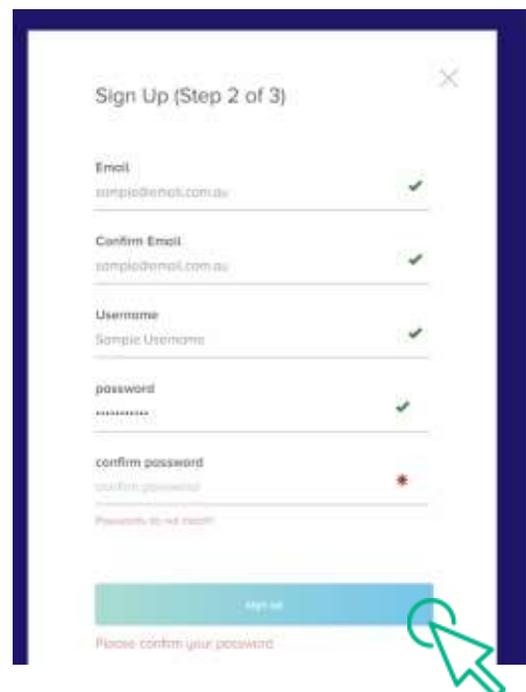
REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.



The screenshot shows the 'Sign Up (Step 1 of 3)' form. It has a dark blue header with the AUTOMIC logo. The form fields are: 'Company you hold your investment with' (Sample Corporation LTD), 'Holder Number (PIN/5RN)' (I000000), 'Country' (Australia), and 'Postcode' (8000). There is a 'change country' link. A reCAPTCHA widget is present with a green checkmark and the text 'I'm not a robot'. A green cursor points to the 'next' button.

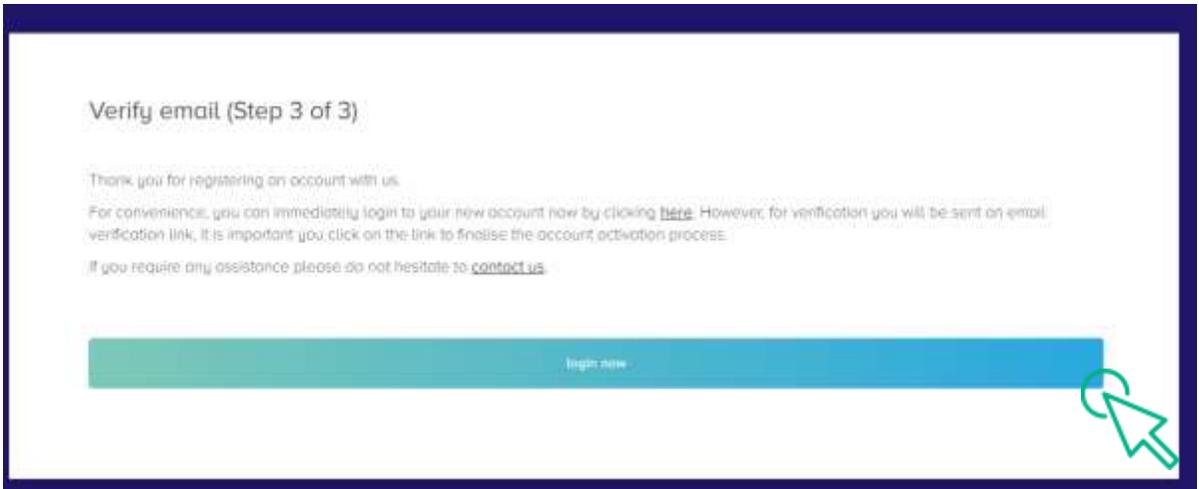
- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.



The screenshot shows the 'Sign Up (Step 2 of 3)' form. It has a dark blue header with the AUTOMIC logo. The form fields are: 'Email' (sample@email.com.au), 'Confirm Email' (sample@email.com.au), 'Username' (Sample Username), 'password', and 'confirm password'. A red star is visible next to the 'confirm password' field. A green cursor points to the 'sign up' button.

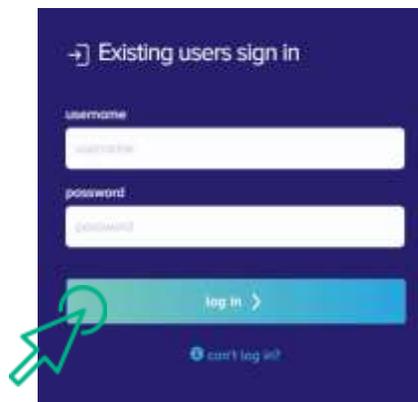
LOG IN

- On the next screen simply select “login now”.



Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

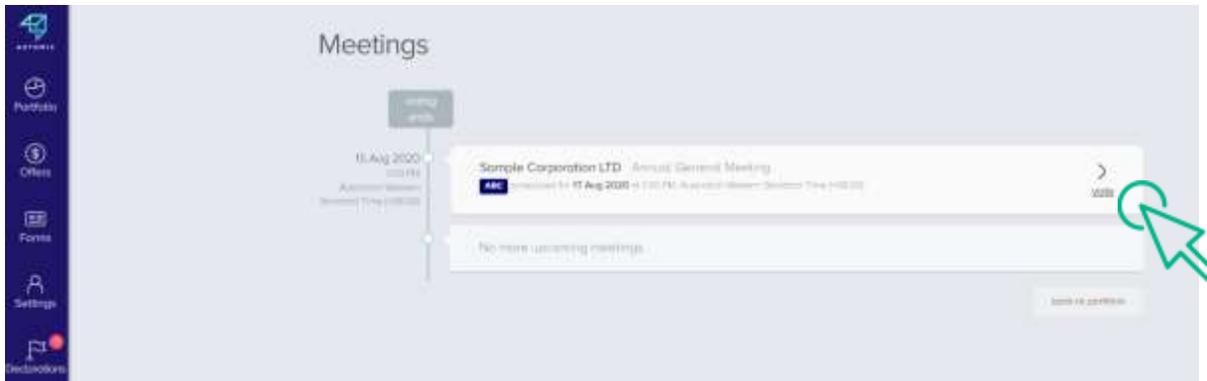


- Select “Meetings”.

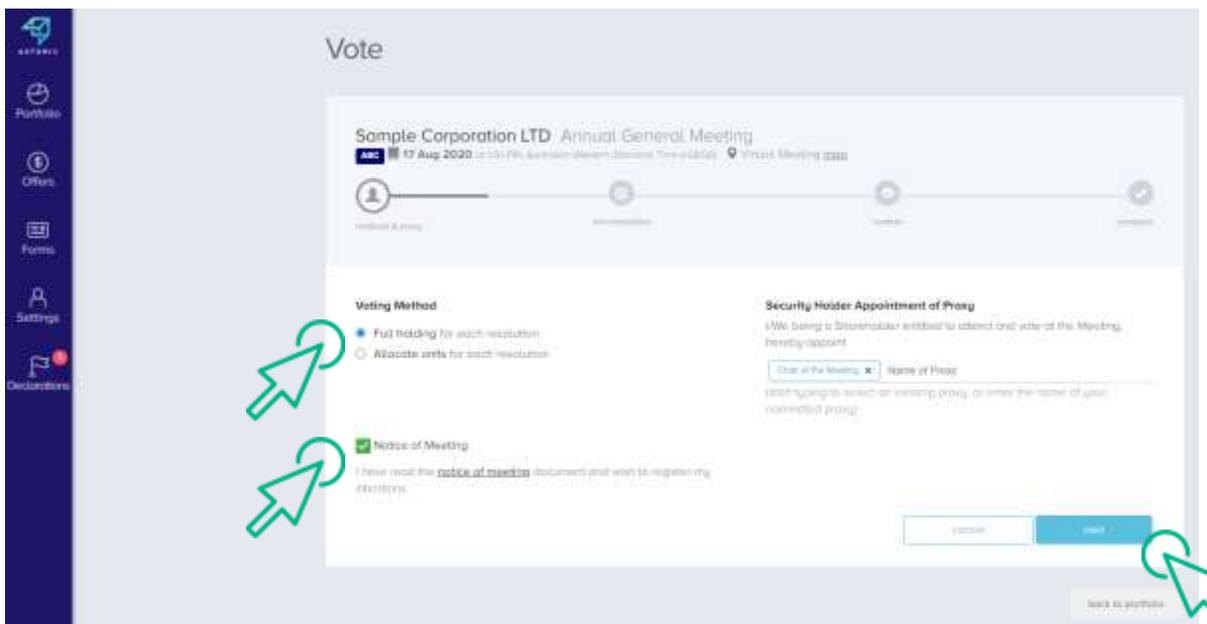


VOTING

- Select “Vote”.

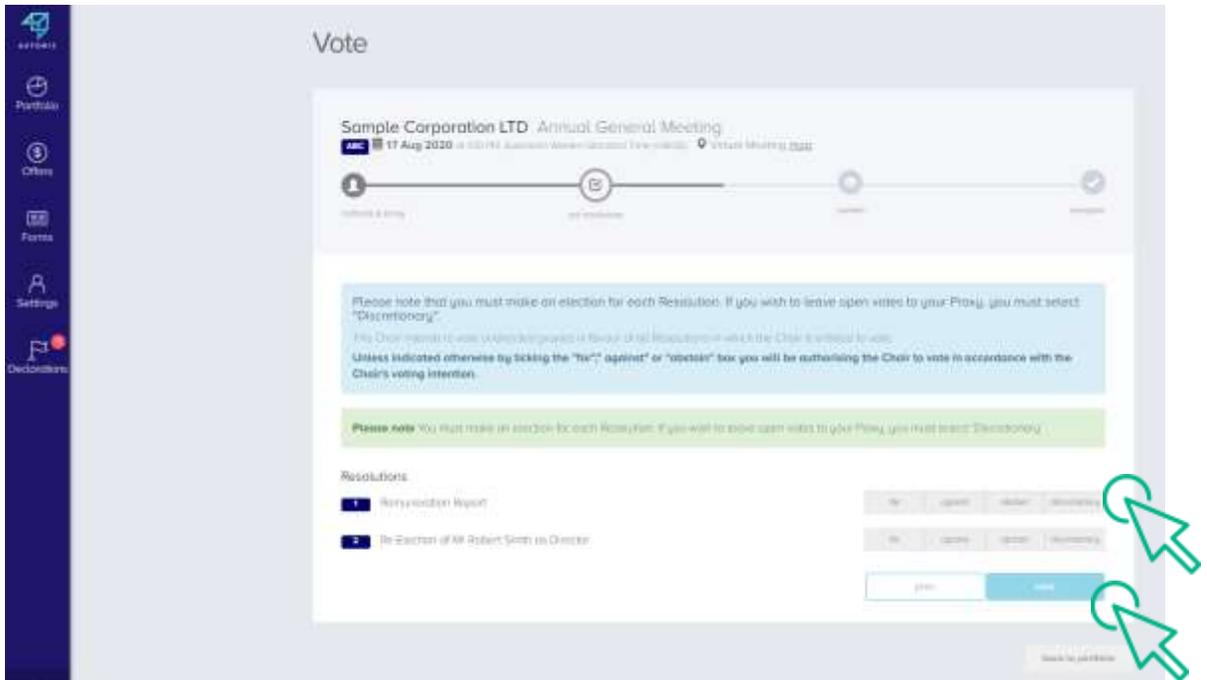


- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.

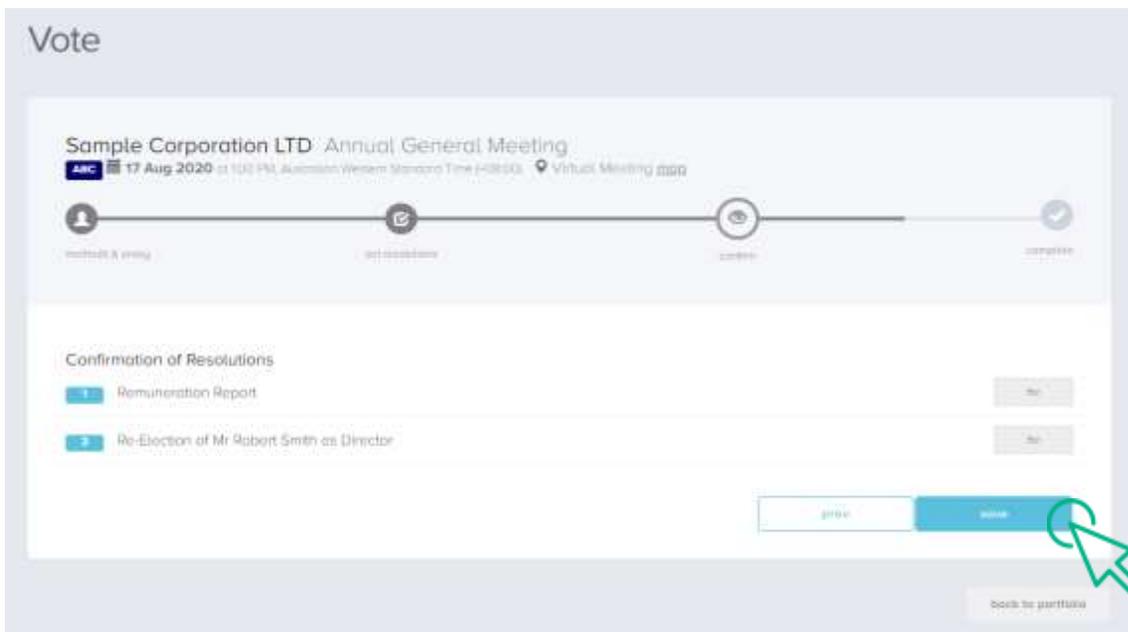


VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.

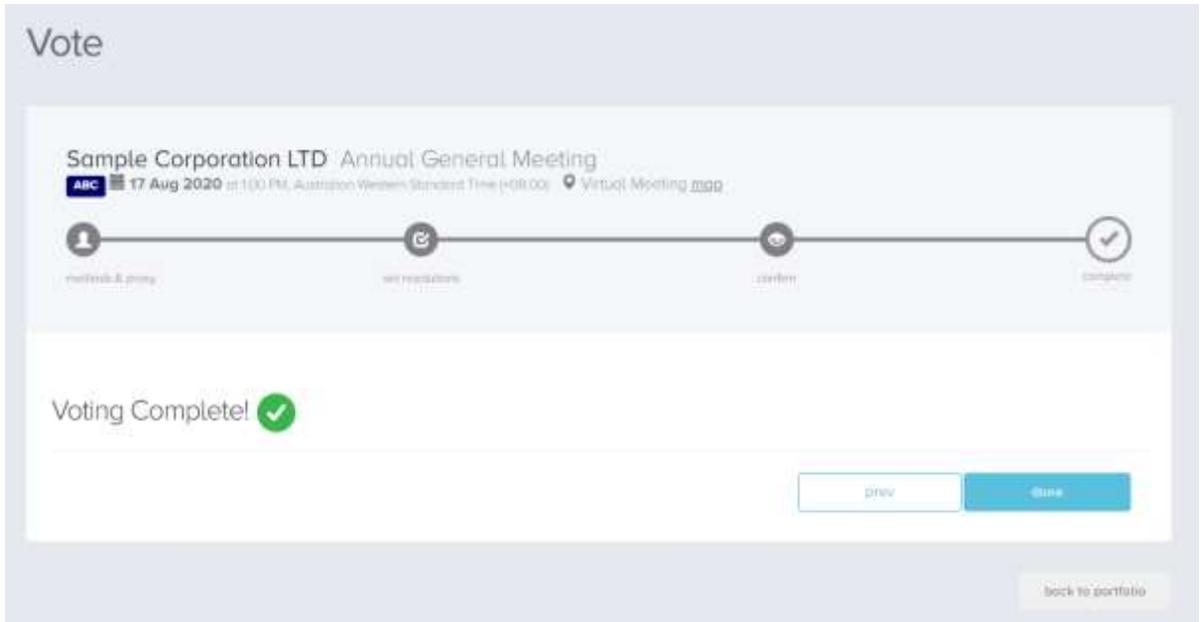


- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



VOTING COMPLETE

- Your voting is complete.



APPENDIX A



The rules for the Share Plan can be found on **pages 17-30** of the Company's ASX Announcement dated 24 September 2020.

A copy of the ASX announcement can be found at the attached link:

[ASX Announcement 24 September 2020 - Employee Share Scheme](#)

Alternatively, the you can find the ASX announcement on the Company's website www.engenco.com.au by following the links to Investor Centre > ASX announcements.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00 am (Melbourne time) on Monday, 16 November 2020**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

