

EVZ Limited

ABN 87 010 550 357

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of EVZ Limited ACN 010 550 357 ("**Company**") will be held on the 16th floor, 181 William Street, Melbourne, Victoria **at 10.00 am (AEDT) on Friday 28th November 2014.**

BUSINESS

Financial Report

To consider and receive the 2014 annual financial report, the directors' report and audit report of the Company.

Resolution 1:

RE-ELECTION OF GRAHAM BURNS

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That, having retired pursuant to the Constitution of the Company, Graham Burns is re-elected as a director."

For an explanation of this resolution, see the Explanatory Memorandum that forms part of this Notice.

Resolution 2:

RE-ELECTION OF RAELENE MURPHY

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That, having retired pursuant to the Constitution of the Company, Raelene Murphy is re-elected as a director."

For an explanation of this resolution, see the Explanatory Memorandum that forms part of this Notice.

Resolution 3:

REMUNERATION REPORT

To consider and (if thought fit) to pass, with or without modification, the following resolution:

"That the remuneration report for the year ended 30 June 2014 is adopted."

Notes:

- 1. Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.**
- 2. The vote on this Resolution is advisory only and does not bind the Directors of the company.**

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) A member of the Key Management Personnel, including Directors, details of whose remuneration are included in the Remuneration Report; or
- b) A Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
3. The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

By order of the Board:



Ian Wallace - Company Secretary

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to vote instead of the member.
2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
5. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged:
 - a) **at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Victoria 3067, by mail to GPO Box 242, Melbourne Victoria 3001, or on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);** or
 - b) at the registered office of the Company, 15 Clifford Street, Huntingdale, Victoria 3166, or on fax number (03) 9558 9944.
 - c) **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

not later than 48 hours before the time for commencement of the meeting.
6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Law or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the share registrars of the Company before the meeting. Documents can be provided by post or facsimile as follows:
 - a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Victoria 3067, by mail to GPO Box 242, Melbourne Victoria 3001; or
 - b) by faxing it to the offices of Computershare Investor Services Pty Limited on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
7. For Persons entitled to vote, under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7.00pm (AEDT) on Wednesday, 26 November 2014.
8. A hardcopy of the 2014 Annual Report has been mailed with this notice of meeting to those shareholders who had previously requested it. The Company wishes to advise that an electronic copy of the 2014 Annual Report is available on the Company's website at www.evz.com.au.

EVZ Limited

ABN 87 010 550 357

EXPLANATORY MEMORANDUM

Introduction.

The following information provides a detailed explanation on each resolution set out in the Notice of Annual General Meeting.

Financial Report.

The 2014 Annual Financial Report of EVZ Limited has been sent to shareholders who had previously requested a copy of the Financial Report. Shareholders can also view a copy of the Financial Report on the Company's website. Shareholders will be given the opportunity at the Meeting to ask questions of the Board of Directors and the Auditor on matters contained in the Financial Report.

Resolution 1 – Re-election of a Director.

The Company's Constitution requires one third of the directors (other than the Managing Director) to retire at each AGM, being those directors longest in office at the date of the AGM. Mr Burns must therefore retire and has offered himself for re-election.

Resolution 2 – Re-election of a Director.

The Company's Constitution requires one third of the directors (other than the Managing Director) to retire at each AGM, being those directors longest in office at the date of the AGM. Ms Murphy must therefore retire and has offered herself for re-election.

Resolution 3 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2014 Annual Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors and other Key Management Personnel and sets out the details of any share based compensation.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. Directors will however consider the outcome of the vote and any comments made by shareholders on the Remuneration Report when setting the Company's remuneration policy for future financial years.

Where at least 25% of the votes cast are against adoption of the Remuneration Report at the 2014 AGM, and then again at the 2015 AGM, the Company will be required to put a resolution to the 2015 AGM, to approve calling an extraordinary general meeting (**spill resolution**). If 50% or more of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the 2015 AGM. All of the Directors who were in office when the 2015 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

Voting

Note that a voting exclusion applies to Resolution 3 as follows:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) A member of the Key Management Personnel including Directors, details of whose remuneration are included in the Remuneration Report; or
- b) A Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- 1. The person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
- 2. The person so appointed is the Chairperson and the appointment does not specify how the proxy is to vote on this Resolution but authorises the Chairperson to vote on this Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- 3. The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

In summary, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair will use any such proxies to vote in favour of this Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

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 10:00 am (AEDT) Wednesday 26 November 2014

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

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.

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.investorcentre.com under the help tab, "Printable Forms".

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:



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

☐

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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of EVZ Limited hereby appoint

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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 EVZ Limited to be held on the 16th floor, 181 William Street, Melbourne, Victoria on Friday, 28 November 2014 at 10.00 am (AEDT) 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 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 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 3 by marking the appropriate box in step 2 below.

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	Re-election of Graham Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Raelene Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Remuneration Report	<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.

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 / /
