

10 October 2014

Dear Shareholder,

I have pleasure in enclosing the Notice of Meeting for the Antaria Limited 2014 Annual General Meeting which is to be held as follows:

Date: Thursday, 27 November 2014
Time: 2.00 pm (AEST)
Location: Michael's Room
Gambaro Restaurant & Function Centre
33 Caxton Street
Petrie Terrace
Brisbane Qld 4000

If you are unable to attend the Meeting you are encouraged to appoint a proxy by completing the enclosed Proxy Form. To be effective, we must receive your completed Proxy Form no later than 2.00 pm (AEST) on Tuesday, 25 November 2014. If you are using a Proxy Form, please be sure to fill in all details on that Proxy Form.

Persons attending as representatives of corporate and institutional Shareholders will be required to produce appropriate evidence of authority to so act. For this purpose an appointment of corporate representative form is provided overleaf.

The 30 June 2014 Annual Report can be obtained via the company's website (www.antaria.com). For those Shareholders who have elected to receive a hard copy, these have been sent under separate cover.

To assist with seating arrangements, please advise us if you plan to attend the Annual General Meeting by calling on +61 (8) 9258 1600 or emailing info@antaria.com.

I look forward to welcoming you to our 2014 Annual General Meeting.

Yours sincerely

Rade Dudurovic

Rade Dudurovic
Non-Executive Chairman

APPOINTMENT OF CORPORATE REPRESENTATIVE

Certificate Pursuant to Section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**)

(Insert name of member company)

hereby certifies that it has appointed

(Insert name of appointee)

to act as its representative at:

- the Annual General Meeting of Antaria Limited to be held on Thursday, 27 November 2014.

OR

- all general meetings of members of Antaria Limited until further notice.

(Please delete one of the alternatives)

Dated this _____ day of _____ 2014

Affix common
seal here if
required

The Common Seal of _____
(Insert name of member company)

was hereto affixed in accordance with its Constitution (if any) and any replaceable rules that apply, in the presence of:

Sole Director &
Sole Company Secretary

OR

Director

&

Director/Secretary

This authority may be sent to Antaria Limited and/or registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative. In either case the authority will be retained by Antaria Limited.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of the Shareholders of Antaria Limited (ACN 079 845 855) (the **Company**) will be held in Michael's Room, Gambaro Restaurant & Function Centre, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland on Thursday, 27 November 2014 commencing at 2.00 pm (AEST). The Explanatory Statement accompanying this Notice of Meeting form part of this Notice of Meeting.

BUSINESS

Item 1 Financial Report and Reports of the Directors and the Auditors

To table and consider the Company's annual financial report, the Directors' report and the auditor's report for the year ended 30 June 2014.

Note: there is no requirement for Shareholders to approve these reports.

Item 2 Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following Resolution as a **non-binding resolution**:

"That the Company adopt the remuneration report as set out in the Directors' report for the financial year ended 30 June 2014, in accordance with Section 250R(2) of the Corporations Act."

Voting Exclusion: The Company's Key Management Personnel and their closely related parties must not cast a vote on the remuneration report, unless it is not cast on behalf of such persons and:

- (a) they are appointed in writing as a proxy for a member eligible to vote on Resolution 1 and that proxy specifies how to vote on the resolution; or
- (b) they are the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

Item 3 Retirement of Director – Mr Rade Dudurovic (Resolution 2)

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

"That Mr Rade Dudurovic, in accordance with the Clause 6.4(a) of the company's Constitution, retires from office as a director of the company"

Item 4 Election of Director – Mr Rade Dudurovic (Resolution 3)

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

"That Mr Rade Dudurovic be appointed a director of the company".

Explanatory Statement

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Voting by proxy

Any Shareholder of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

The proxy does not need to be a Shareholder of the Company. A Shareholder that 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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

The Chairman of the Meeting will vote undirected proxies in favour of all Resolutions, provided the Chairman is authorised to do so.

Voting by Proxy.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

By mail Antaria Limited's Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Custodian voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that for the purposes of the Meeting all Shares of the Company will be taken to be held by the persons who held them as registered Shareholders at 4.00pm (WST) on Tuesday, 25 November 2014. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Enquiries

Shareholders are invited to contact the Company Secretary on +61 (8) 9258 1600 if they have any queries in respect of the matters set out in this document.

Corporate representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

By Order of the Board



Geoff Coldham-Fussell
Company Secretary

Perth, Western Australia
10 October 2014

The Notice of Annual General Meeting and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2014 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

1. ANNUAL FINANCIAL STATEMENTS

The Corporations Act requires the annual financial report, Directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2014 are included in the Company's annual financial report.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, HLB Mann Judd, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than Thursday, 20 November 2014:

- (a) to the registered office of the Company at 108 Radium St, Welshpool, Western Australia 6106;
- (b) by emailing info@antaria.com; or
- (c) received at the Company's facsimile number +61 (8) 9258 1699.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2014 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual Directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 30 June 2014 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2014.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act sets out a "two strikes" re-election process. Under the "two strikes" re-election process, if the Company's Remuneration Report receives a "no" vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, "two strikes"), a resolution (the "spill resolution") must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the "spill meeting") to consider the appointment of all of the Directors who must stand for re-appointment (other than the Managing Director). If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment).

The Company's Remuneration Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 18 November 2013.

Further information will be provided on the "spill resolution" and "spill meeting" for any annual general meeting at which the Company may face a "second strike".

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 AND 3 – ELECTION OF DIRECTOR - MR RADE DUDUROVIC

Clause 6.4(a) of the Constitution states that at every annual general meeting one third of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to one third, must retire from office and be eligible for re-election.

Clause 6.4(b) of the Constitution states that the Directors to retire in every year are the Directors longest in office since last being elected or re-elected.

In accordance with Clause 6.4 (a) of the Constitution, Mr Dudurovic is the longest serving Director in office since last being elected and as such retires from office, and being eligible, offers himself for re-election as a Director at this Annual General Meeting.

Mr Dudurovic is the chairman of the board of Antaria Limited and has been a director since 2 November 2011. Mr Dudurovic is an experienced company director with a number of company directorships in Australia. He is Non-Executive Chairman of QMI Pty Ltd, Independent Non-Executive Director of AstiVita Renewables Limited and Tamawood Limited. Mr Dudurovic has been instrumental in developing the Company's strategic initiatives and driving growth in the distribution network. He has experience in the manufacturing of branded products, particularly in the luxury goods sector, with senior involvement in a number of businesses in Asia Pacific and Europe. Mr Dudurovic's experience and background have made a positive contribution to the Company since his appointment to the board of Antaria Limited.

3.1 Board Recommendation

The Board (other than Mr Dudurovic) recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

AEST means Australian Eastern Standard Time.

Board means the Board of Directors of Antaria Limited.

Company means Antaria Limited (ACN 079 845 855).

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means this explanatory statement.

Key Management Personnel has the meaning given in the Corporations Act.

Meeting or **Annual General Meeting** means the meeting convened by this Notice.

Notice or **Notice of Annual General Meeting** means the notice of meeting that accompanies this Explanatory Statement.

Proxy Form means the proxy form enclosed with this Notice and Explanatory Statement.

Resolution means a resolution referred to in the Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

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 545 958
(outside Australia) +61 3 9938 4323

Proxy Form

For your vote to be effective it must be received by 2:00pm (AEST) Tuesday, 25 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 the annual report, 24 hours a day, 7 days a week:

www.antaria.com

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:



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

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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.

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 Antaria Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Antaria Limited to be held at the Michael's Room, Gambaro Restaurant and Function Centre, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland on Thursday, 27 November 2014 at 2:00pm (AEST) 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 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 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 1 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Retirement of Director – Mr Rade Dudurovic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Rade Dudurovic	<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 / /
