



23 October 2020

The Manager
ASX Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By email

Dear Sir/Madam

Annual General Meeting (AGM)- Notice, Proxy Form & Covering Letter

In accordance with Listing Rule 3.17.1, please find attached M8 Sustainable Limited's notice of meeting, proxy form and covering letter in relation to the AGM to be held on 25 November 2020. The covering letter and proxy form is being dispatched to shareholders today.

This announcement is authorised for market release by the Board of Directors.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'John Colli', written over a thin horizontal line.

John Colli
Company Secretary



ASX Announcement | 23 October 2020

ANNUAL GENERAL MEETING VIRTUAL MEETING ARRANGEMENTS

M8 Sustainable Limited (“**M8S**” or “the **Company**”), advises that M8S’s Annual General Meeting for 2020 will be held on Wednesday, 25 November 2020 at 11.00am (WST) (AGM).

In light of the current global Coronavirus (COVID-19) and the Australian Government’s response in restricting gatherings and implementing social distancing requirements, the Company has decided that special arrangements will apply for the upcoming AGM.

IN THE INTERESTS OF PUBLIC HEALTH AND SAFETY, THE COMPANY HAS DECIDED NOT TO ALLOW SHAREHOLDERS TO PHYSICALLY ATTEND THE AGM.

The Board considers that the health, safety and welfare of the Company’s staff, its shareholders and other stakeholders is of paramount importance. The AGM will be accessible to all shareholders virtually via a live webinar, further details of which are set out below.

All resolutions at the AGM will be voted on by poll and shareholders who are entitled to vote may vote either prior to the AGM by appointing a proxy or by poll during the AGM (such poll to be taken electronically). Further details of the voting methods open to shareholders are set out in detail below.

Shareholders are strongly encouraged to either vote prior to the AGM or to appoint the Chair of the Meeting as their proxy.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (Notice). Instead a copy of the Notice is available on the Company’s website at www.m8sustainable.com.au

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

How Shareholders Can Participate:

Voting by Proxy

Shareholders are strongly urged to **appoint the Chair of the Meeting as their proxy**. Shareholders can complete the proxy form to provide specific instructions on how a shareholder’s vote is to be exercised on each item of business, and the Chair of the meeting must follow your instructions. Lodgement instructions (which include the **ability to lodge proxies electronically**) are set out in the Proxy Form attached to the Notice.

Proxy votes **must be received by 11.00am (WST) 23 November 2020**.

Voting by Poll

Shareholders who wish to vote by poll during the virtual meeting must first notify the Company Secretary of their intention by emailing john.colli@m8sustainable.com.au by no later than **11.00am (WST) on 24 November 2020**, the day prior to the AGM and provide their registered shareholding details and the Company Secretary will verify their shareholding.

Shareholders will be able to submit their email poll votes immediately after the Chair calls for a vote on each resolution and up to a period of one hour after the AGM ends. This means that the outcome of each resolution will not be able to be determined until after the conclusion of the AGM to allow the Company Secretary sufficient time to count such poll votes submitted by email.

Questions

Shareholders may **submit questions in advance of the AGM** to the Company Secretary. Questions must be submitted by email to the Company Secretary at john.colli@m8sustainable.com.au

Shareholders will also have the opportunity to submit questions during the AGM in respect of the formal items of business as well as general questions in respect of the Company and its operations.

As there will be no Company presentation delivered at this meeting, interested shareholders are encouraged to view the Company's most recent operations update released to the ASX on 16 October 2020 and the Quarterly Activities Report which will be released by the end of October 2020, copies of which are/will be available on the ASX and the Company's website www.m8sustainable.com.au

Webinar

To facilitate an orderly and secure AGM, shareholders must register their attendance with the Company by 5.00pm (WST) the day prior to the AGM by emailing the Company Secretary at john.colli@m8sustainable.com.au and including your Holder Name, Address and HIN or SRN. The Company will then provide you via return email with the access details and the password to participate at the AGM via the live webinar facility.

The situation regarding COVID-19 is evolving rapidly and the Company is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website in relation to arrangements for the AGM.

Enquiries

Shareholders are encouraged to contact the Company Secretary on +61 8 6140 9521 or by email at john.colli@m8sustainable.com.au if they have any queries in respect of the special arrangements applying to the AGM.

This announcement is authorised for market release by the Board of Directors

ENDS-

For further information please contact:

John Colli, Company Secretary, Telephone: +61 8 6140 9521
Email: john.colli@m8sustainable.com.au

**M8 SUSTAINABLE LIMITED
ACN 620 758 358**

NOTICE OF ANNUAL GENERAL MEETING

WEDNESDAY 25 NOVEMBER 2020

Notice is hereby given that the 2020 Annual General Meeting ("the **Meeting**") of M8 Sustainable Limited (the "**Company**") will be held as follows:

Date: Wednesday 25 November 2020

Time: 11.00am (AWST)

Venue: Virtual Meeting by Zoom webcast

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting and the Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm on 23 November 2020.

ORDINARY BUSINESS

FINANCIAL AND OTHER REPORTS

To receive and consider the Company's financial report for the financial year ended 30 June 2020 and the related Directors' Report and Auditor's Report.

RESOLUTION 1 – Re-Election of Director – Mr Saithsiri Saksitthisereekul

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Saithsiri Saksitthisereekul, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2020.”

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

Voting Prohibition Statement

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

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By order of the Board

John Colli
Company Secretary
23 October 2020

FURTHER INFORMATION

Voting by proxy

Voting by proxy can be completed in one of the following ways:

- **Online:** www.investorvote.com.au
- **Mobile:** scan the QR Code on the enclosed Proxy Form and follow the prompts
- **By mail:** complete and sign the enclosed Proxy Form and return the form to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia
- **By Fax:** complete and sign the enclosed Proxy Form and fax the form to:
If you are in Australia, 1800 783 447
If you are outside Australia, +61 3 9473 2555
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy Forms must be received no later than 11.00am (WST) on 23 November 2020.

Proxy Forms received later than this time will be invalid.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you sign the enclosed Proxy Form and no direction is given, the Chair will be appointed as your proxy. The Chair intends to vote undirected proxies on, and in favour of, all resolutions.

Voting using poll form

Shareholders who do not wish to vote using the Proxy Form may vote by requesting a polling form from the Company prior to 11.00am (WST) on 24 November 2020 by emailing john.colli@m8sustainable.com.au or by calling the Company Secretary on +61 8 6140 9521.

Voting in person

The Directors have resolved that Shareholders and their proxies will not be able to attend the Meeting in person due to the Government's implementation of prohibitions on public gatherings and social distancing measures in light of COVID-19.

Shareholders will however be able to watch and attend the Meeting by videoconference. While it will be possible to ask questions during the teleconferences and/or videoconference, if Shareholders do wish to ask questions of the Company and/or the Directors at the Meeting, it would be preferable for them to do so prior to the Meeting by:

- calling the Company Secretary on +61 8 6140 9521; or
- emailing the Company at john.colli@m8sustainable.com.au,

and informing the Company of the question(s) they wish to have answered.

Shareholders and their proxies are encouraged to lodge their votes in accordance with the instructions set out in the Proxy Form.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6140 9521.

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL AND OTHER REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the financial report of the Company for the financial year ended 30 June 2020 together with the Directors' Report (which includes the Remuneration Report) and the Auditor's Report. There is no requirement for shareholders to approve these reports (other than a non-binding vote on the Remuneration Report which is considered as a separate resolution).

The Company will not provide a hard copy of the Company's annual report to Shareholders unless specifically requested to do so. The Company's annual report is available on its website at www.m8sustainable.com.au

RESOLUTION 1 – Re-Election of Director - Mr Saithsiri Saksitthisereekul

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Saksitthisereekul, who has served as a Director since 24 October 2018 and was last re-elected on 5 June 2020, retires by rotation and seeks re-election.

Mr Saksitthisereekul holds an Executive Master of Business Administration from the National Institute of Development Administration (NIDA), has 11 years in the renewable energy sector and is the CEO of SBANG Sustainable Energies Limited. SBANG is an integrated renewable energy company based in Thailand; its core business is to build, own and or operate waste to-energy and biomass power plants in Thailand.

If re-elected, the Board does not consider that Mr Saksitthisereekul will be an independent Director as he controls SBANG Sustainable Energies Limited which is the Company's largest shareholder.

The Board has reviewed Mr Saksitthisereekul's performance since his appointment to the Board and considers that Mr Saksitthisereekul's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (Mr Saksitthisereekul abstaining in respect of his own election) unanimously supports the re-election of Mr Saksitthisereekul as a director of the Company and recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 2 – Adoption of Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Annual General Meeting.

GLOSSARY

\$ means Australian dollars.

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

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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 dealing with the entity;
- (e) a company the member controls; or
- (h) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means M8 Sustainable Limited (ACN 620 758 358).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Notes and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



M8 SUSTAINABLE LIMITED
ABN 12 620 758 358

M8S

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AWST) on Monday, 23 November 2020.**

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

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

☐

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

XX

I/We being a member/s of M8 Sustainable 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 M8 Sustainable Limited to be held by Virtual Meeting Facility by Zoom on Wednesday, 25 November 2020 at 11:00 AM (AWST) 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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 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 Item 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
1 Re-Election of Director - Mr Saithsiri Saksitthisereekul	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of 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.

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

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2 6 9 4 0 8 A



Computershare

