



**eve investments**

**EVE INVESTMENTS LIMITED**

**ACN 106 523 611**

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held  
on 22 November 2018 at 11:00am (WST) at

Suite 1, 245 Churchill Avenue  
Subiaco, Western Australia

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the Company will be held at:

Suite 1  
245 Churchill Avenue  
Subiaco, Western Australia

Commencing  
11:00am (WST)  
22 November 2018

### How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11:00am (WST) on 22 November 2018.

### Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
  - (a) by hand to:  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or
  - (b) by post to:  
EVE Investments Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia; or
2. by facsimile to +61 2 9287 0309; or
3. lodge online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:  
Select 'Investor Login' and enter EVE Investments Limited or the ASX code EVE in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

**EVE INVESTMENTS LIMITED**  
**ACN 106 523 611**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, at 11:00am (WST) on 22 November 2018 (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

**AGENDA**

**GENERAL BUSINESS**

**Accounts and Reports**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the remuneration report and the auditor's report.

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report in the Annual Report of the Company for the financial year ended 30 June 2018."*

**Voting Exclusion:**

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (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, the voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the entity.

**RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ALASDAIR COOKE**

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

*"That Mr Alasdair Cooke, who retires by rotation in accordance with rule 7.3(a) of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

**RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO BILL FRY**

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

*"That for the purposes of Listing Rule 10.14 and section 208 of the Corporations Act, the Shareholders approve the issue of up to 20,000,000 Performance Rights to Mr Bill Fry, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Directors of the Company or any of their associates. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of key management personnel for the Company; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

#### **RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO GEORGE CAMERON-DOW**

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

*"That for the purposes of Listing Rule 10.14 and section 208 of the Corporations Act, the Shareholders approve the issue of up to 1,500,000 Performance Rights to Mr George Cameron-Dow, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Directors of the Company or any of their associates. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of key management personnel for the Company; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

#### **RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO ALASDAIR COOKE**

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

*"That for the purposes of Listing Rule 10.14 and section 208 of the Corporations Act, the Shareholders approve the issue of up to 1,500,000 Performance Rights to Mr Alasdair Cooke, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Directors of the Company or any of their associates. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of key management personnel for the Company; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

#### **RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO MICHAEL PIXLEY**

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

*"That for the purposes of Listing Rule 10.14 and section 208 of the Corporations Act, the Shareholders approve the issue of up to 1,500,000 Performance Rights to Mr Michael Pixley, a director of the Company, or his nominee(s) on the terms set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Directors of the Company or any of their associates. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of key management personnel for the Company; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

## VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions including Resolutions 1, 3, 4, 5 and 6. The proxy form expressly authorises the Chairman to exercise the proxy in relation to Resolutions 1, 3, 4, 5 and 6 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chairman) will not be voted on Resolutions 1, 3, 4, 5 and 6.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 20 November 2018 at 4.00pm (WST).
5. A proxy form is enclosed. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board



Mr Steven Jackson  
Company Secretary

Dated: 2 October 2018

**EVE INVESTMENTS LIMITED**

**ACN 106 523 611**

**EXPLANATORY STATEMENT**

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

**1. FINANCIAL STATEMENTS AND REPORTS**

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at <http://www.eveinvestments.com.au>.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2018;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

**2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

**2.1 General**

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 Directors or 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 the financial year ending 30 June 2018.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

**2.2 Voting Consequences**

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

**2.3 Previous voting results**

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

## 2.4 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2018. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ALASDAIR COOKE

Rule 7.3(a) of the Constitution requires that if the Company has 3 or more Directors, one third (rounded down to the nearest whole number) of those Directors (other than the managing director) must retire at each annual general meeting. Listing Rule 14.4 further provides that no director (except the managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Alasdair Cooke was last re-elected on 22 November 2016 and retires in accordance with these provisions and, being eligible, offers himself for re-election as a Director.

Alasdair Cooke is a non-executive director of the Company. Details of the qualification and expertise of Mr Cooke are set out in the 2018 Annual Report of the Company.

The Board recommends the re-election of Alasdair Cooke as a Director.

## 4. RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO BILL FRY

### 4.1 Background

The Board consists of George Cameron-Dow (Non-Executive Chairman), Bill Fry (Executive Director), Alasdair Cooke (Non-Executive Director) and Michael Pixley (Non-Executive Director).

This Resolution seeks Shareholder approval so that the Company may issue Performance Rights in 5 classes as an incentive to Bill Fry, an Executive Director, under the Employee Incentive Plan. Resolutions 4, 5 and 6 seek Shareholder approval so that the Company may issue Performance Rights in 1 class as an incentive to each of the Non-Executive Directors under the Employee Incentive Plan.

Shareholder approval is required under this Resolution for the purposes of Chapter 2E of the Corporations Act (section 208) and Listing Rule 10.14 because Bill Fry as a Director is a related party of the Company.

### 4.2 Chapter 2E of the Corporations Act - Related Party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, Bill Fry as a Director is a related party of the Company.



The issue of Performance Rights to a related party is a financial benefit requiring shareholder approval in the absence of a specified exception applying.

For the purpose of Chapter 2E of the Corporations Act the following information is provided.

(a) *The related party to whom the resolution would permit the financial benefit to be given*

The related party is Bill Fry or his nominee.

(b) *The nature of the financial benefit*

The nature of the financial benefit is the issue of Performance Rights.

There are 5 classes of Performance Rights proposed to be issued to Bill Fry being 4,000,000 Class A Performance Rights, 4,000,000 Class B Performance Rights, 4,800,000 Class C Performance Rights, 3,600,000 Class D Performance Rights and 3,600,000 Class E Performance Rights.

The terms of the Performance Rights and the service and/or performance conditions are set out in Annexure 1.

(c) *Reasons for giving the benefit and Directors' Recommendation*

The purpose of the issue of the Performance Rights is to incentivise Bill Fry to continue to provide ongoing dedicated services to the Company and, where there is a performance condition, to provide remuneration linked to the performance of the Company. The benefit will only be received upon the relevant service and/or performance condition being satisfied.

The Performance Rights are also a way of granting an incentive while preserving the Company's cash reserves.

The independent Directors (being all the Directors other than Bill Fry) consider that the particular number and terms of the Performance Rights to be issued to Bill Fry constitute an appropriate number to adequately reward and incentivise him in the circumstances in light of his effort, skill and experience and when considered together with his other remuneration as a Director (as detailed below).

The Company considers the issue of the Performance Rights to be reasonable in the circumstances of the stage of the Company's development and the importance of maintaining the Company's cash reserves.

The independent Directors in each case thereby recommend that Shareholders vote in favour of the Resolution.

Bill Fry abstains from making a recommendation to Shareholders on the Resolution as he has a material personal interest in the outcome as the recipient of the Performance Rights.

(d) *Total remuneration package*

The remuneration received by Bill Fry is \$200,000 per annum inclusive of superannuation.

(e) *Existing relevant interests*

As at the date of this Notice, Bill Fry has a relevant interest in securities of the Company as follows:

58,569,290 Shares

6,000,000 Performance Rights.

The Performance Rights convert upon the basis of 1 Share for each 1 Performance Right upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.

(f) *Dilution*

The passing of this Resolution would have the effect of issuing Bill Fry up to 20,000,000 Performance Rights.

If the Performance Rights vest, Shares will issue which will have the effect of diluting the shareholding of existing Shareholders. If all the 20,000,000 Performance Rights vest so that 20,000,000 Shares are issued, the effect would

be to dilute the shareholding of the existing Shareholders by approximately 0.87% based on the total number of Shares on issue at the date of this Notice of 2,269,030,989.

(g) *Trading history*

The following table gives details of the highest, lowest and the latest closing price of the Company's Shares trading on the ASX over the last 12 months.

	<b>Closing Price</b>	<b>Date</b>
Highest Price	3.2 cents	5 December 2017
Lowest Price	0.4 cents	9 November 2017
Latest Price	0.7 cents	28 September 2018

(h) *Service and/or Performance Conditions for the Performance Rights*

The Performance Rights are subject to a service and/or a performance condition.

Set out below are the service and/or performance conditions for the Performance Rights.

<b>Class of Performance Rights</b>	<b>Number of Performance Rights</b>	<b>Service Condition</b>	<b>Performance condition</b>
Class A Performance Rights	4,000,000	Bill Fry is engaged continuously as an employee until 30 September 2019.	Nil
Class B Performance Rights	4,000,000	Bill Fry is engaged continuously as an employee until 30 September 2020.	Nil
Class C Performance Rights	4,800,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 the EVE Group Entities have achieved at least \$10,000,000 of gross revenue in a financial year;  or  (b) Prior to 31 October 2023 a Takeover Event occurs.
Class D Performance Rights	3,600,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 the EVE Group Entities have achieved at least \$2,000,000 EBITDA in a financial year;  or  (b) Prior to 31 October 2023 a Takeover Event occurs.
Class E Performance Rights	3,600,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 EVE achieves a market capitalisation (Share price x Shares on issue) of at least \$50,000,000* over 15 consecutive trading days on which the Shares of EVE have actually traded;  or  (b) Prior to 31 October 2023 a Takeover Event occurs.

- \* In the event of a return of capital, the market capitalisation requirement will be reduced by the amount returned to Shareholders.

(i) *Valuation of Performance Rights*

The Company's advisers, AnLar Consulting, have valued the Performance Rights to be issued to the Directors by reference to the binomial option pricing model.

The following assumptions have been made regarding the inputs required for the option pricing model:

Input	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Class D Performance Rights	Class E Performance Rights	Note
Number of Performance Rights	4,000,000	4,000,000	4,800,000	3,600,000	3,600,000	
Underlying share spot price	0.7 cents	0.7 cents	0.7 cents	0.7 cents	0.7 cents	1
Dividend rate	Nil	Nil	Nil	Nil	Nil	2
Risk free rate	2.31%	2.31%	2.31%	2.31%	2.31%	3
Volatility	147%	147%	147%	147%	147%	4
Life of the Performance Rights	1 Year	2 Years	5 Years	5 Years	5 Years	5
Service and/or performance conditions	Service condition	Service condition	Service and performance condition	Service and performance condition	Service and performance condition	6

Note 1: The underlying share spot price used for the purpose of the valuation is based on the closing Share price of 0.7 cents on 28 September 2018.

Note 2: No dividends are expected to be paid during the life of the Performance Rights.

Note 3: The risk free rate is based on the Commonwealth Government 5 year bond rate at 2.31% at 28 September 2018.

Note 4: The volatility was calculated from the Company's historical trading volatility over 1 year.

Note 5: The life of the Performance Rights reflect the final date for satisfaction of the relevant conditions.

Note 6: The service and/or performance conditions are set out in the table above.

Based on the above assumptions, the Performance Rights have been valued as follows:

Number and Value of Performance Rights				
Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Class D Performance Rights	Class E Performance Rights
4,000,000 Performance Rights – 0.7 cents each	4,000,000 Performance Rights – 0.7 cents each	4,800,000 Performance Rights – 0.7 cents each	3,600,000 Performance Rights – 0.7 cents each	3,600,000 Performance Rights – 0.59 cents each

(j) *Other information*

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass the Resolution.

#### 4.3 **Listing Rule 10.14**

Listing Rule 10.11 provides that a company must not issue securities (including Performance Rights) to a director of the company under an employee incentive scheme unless the issue has been approved by shareholders by ordinary resolution. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue securities to Directors under this Resolution as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the securities to Bill Fry will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

The Company seeks approval from Shareholders for the issue of Performance Rights to Bill Fry who is a related party of the Company.

For the purposes of Listing Rule 10.15, the following information is provided:

- (a) The Performance Rights will be issued to Bill Fry as a Director.
- (b) The maximum number of Performance Rights that will be issued to Bill Fry is 20,000,000 as set out in Annexure 1.
- (c) No monetary consideration is payable for the issue of the Performance Rights and any resultant Shares.
- (d) The Employee Incentive Plan was last approved by Shareholders at the 2016 annual general meeting held on 22 November 2016. Since this last approval, no Director or their associates have received securities under the Employee Incentive Plan.
- (e) All the Directors (being George Cameron-Dow, Bill Fry, Alasdair Cooke and Michael Pixley) are entitled to participate in the Plan.
- (f) No loan will be provided to Bill Fry.
- (g) The Performance Rights will be issued no later than 12 months after the date of Shareholder approval.

#### **5. RESOLUTIONS 4, 5 AND 6 – ISSUE OF PERFORMANCE RIGHTS TO GEORGE CAMERON-DOW, ALASDAIR COOKE AND MICHAEL PIXLEY**

##### **5.1 Background**

Resolutions 4, 5 and 6 seek Shareholder approval so that the Company may issue Performance Rights in 1 class as an incentive to George Cameron-Dow, Alasdair Cooke and Michael Pixley, the Non-Executive Directors, under the Employee Incentive Plan.

Shareholder approval is required for the purposes of Chapter 2E of the Corporations Act (section 208) and Listing Rule 10.14 because each of George Cameron-Dow, Alasdair Cooke and Michael Pixley as a Director is a related party of the Company.

##### **5.2 Chapter 2E of the Corporations Act - Related Party Transactions**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, each of George Cameron-Dow, Alasdair Cooke and Michael Pixley as a Director is a related party of the Company.

The issue of Performance Rights to a related party is a financial benefit requiring shareholder approval in the absence of a specified exception applying.

For the purpose of Chapter 2E of the Corporations Act the following information is provided.

(a) *The related party to whom the resolutions would permit the financial benefit to be given*

The related parties are George Cameron-Dow (Resolution 4), Alasdair Cooke (Resolution 5) and Michael Pixley (Resolution 6) or their nominees.

(b) *The nature of the financial benefit*

The nature of the financial benefit is the issue of Performance Rights being Class E Performance Rights.

It is proposed to issue 1,500,000 Class E Performance Rights to each of George Cameron-Dow, Alasdair Cooke and Michael Pixley.

The terms of the Class E Performance Rights and the service and performance condition are set out in Annexure 2.

(c) *Reasons for giving the benefit and Directors' Recommendation*

The purpose of the issue of the Performance Rights is to incentivise George Cameron-Dow, Alasdair Cooke and Michael Pixley as the Non-Executive Directors to continue to provide ongoing dedicated services to the Company and provide remuneration linked to the performance of the Company. The benefit will only be received upon the service and performance condition being satisfied.

The Performance Rights are also a way of granting an incentive while preserving the Company's cash reserves.

The Directors independent of the particular Director to be issued the Performance Rights (being all the other Directors) consider that the particular number and terms of the Performance Rights to be issued to that particular Director constitute an appropriate number to adequately reward and incentivise him in the circumstances in light of his effort, skill and experience and when considered together with his other remuneration as a Director (as detailed below).

The Company considers the issue of the Performance Rights to be reasonable in the circumstances of the stage of the Company's development and the importance of maintaining the Company's cash reserves.

The independent Directors in each case thereby recommend that Shareholders vote in favour of the Resolution.

George Cameron-Dow abstains from making a recommendation to Shareholders on Resolution 4 as he has a material personal interest in the outcome as the recipient of the Performance Rights.

Alasdair Cooke abstains from making a recommendation to Shareholders on Resolution 5 as he has a material personal interest in the outcome as the recipient of the Performance Rights.

Michael Pixley abstains from making a recommendation to Shareholders on Resolution 6 as he has a material personal interest in the outcome as the recipient of the Performance Rights.

(d) *Total remuneration package*

The remuneration received by George Cameron-Dow is \$60,000 per annum inclusive of superannuation.

The remuneration received by Alasdair Cooke is \$35,000 per annum inclusive of superannuation.

The remuneration received by Michael Pixley is \$35,000 per annum inclusive of superannuation.

(e) *Existing relevant interests*

As at the date of this Notice, George Cameron-Dow, Alasdair Cooke and Michael Pixley has a relevant interest in securities of the Company as follows:

	Shares	Performance Rights
George Cameron-Dow	5,999,980	1,500,000
Alasdair Cooke	182,374,601	1,500,000
Michael Pixley	3,499,980	0

The Performance Rights convert upon the basis of 1 Share for each 1 Performance Right upon Omniblend Innovation Pty Ltd completing an initial public offer or reverse takeover on the ASX or an alternative Board approved securities exchange or upon the trade sale of the main business of Omniblend Innovation Pty Ltd.

(f) *Dilution*

The passing of this Resolution would have the effect of issuing George Cameron-Dow, Alasdair Cooke and Michael Pixley up to 4,500,000 Performance Rights.

If the Performance Rights vest, Shares will issue which will have the effect of diluting the shareholding of existing Shareholders. If all the 4,500,000 Performance Rights vest so that 4,500,000 Shares are issued, the effect would be to dilute the shareholding of the existing Shareholders by approximately 0.2% based on the total number of Shares on issue at the date of this Notice of 2,269,030,989.

(g) *Trading history*

The following table gives details of the highest, lowest and the latest closing price of the Company's Shares trading on the ASX over the last 12 months.

	<b>Closing Price</b>	<b>Date</b>
Highest Price	3.2 cents	5 December 2017
Lowest Price	0.4 cents	9 November 2017
Latest Price	0.7 cents	28 September 2018

(h) *Service and Performance Condition for the Performance Rights*

The Class E Performance Rights are subject to a service and a performance condition.

Set out below is the service and performance condition for the Class E Performance Rights.

<b>Class of Performance Rights</b>	<b>Number of Performance Rights</b>	<b>Service Condition</b>	<b>Performance condition</b>
Class E Performance Rights	1,500,000 to each of George Cameron-Dow, Alasdair Cooke and Michael Pixley	The Director (being respectively George Cameron-Dow, Alasdair Cooke or Michael Pixley) is engaged continuously as a Director until the performance condition is satisfied.	(a) Prior to 31 October 2023 EVE achieves a market capitalisation (Share price x Shares on issue) of at least \$50,000,000* over 15 consecutive trading days on which the Shares of EVE have actually traded;  or  (b) Prior to 31 October 2023 a Takeover Event occurs.

\* In the event of a return of capital, the market capitalisation requirement will be reduced by the amount returned to Shareholders.

(i) *Valuation of Performance Rights*

The Company's advisers, AnLar Consulting, have valued the Performance Rights to be issued to the Directors by reference to the binomial option pricing model.

The following assumptions have been made regarding the inputs required for the option pricing model:

<b>Input</b>	<b>Class E Performance Rights</b>	<b>Note</b>
Number of Performance Rights	4,500,000	
Underlying share spot price	0.7 cents	1

Dividend rate	Nil	2
Risk free rate	2.31%	3
Volatility	147%	4
Life of the Performance Rights	5 Years	5
Service and performance condition	Service and performance condition	6

Note 1: The underlying share spot price used for the purpose of the valuation is based on the closing Share price of 0.7 cents on 28 September 2018.

Note 2: No dividends are expected to be paid during the life of the Performance Rights.

Note 3: The risk free rate is based on the Commonwealth Government 5 year bond rate at 2.31% at 28 September 2018.

Note 4: The volatility was calculated from the Company's historical trading volatility over 1 year.

Note 5: The life of the Performance Rights has been assumed to be 5 years reflecting the final date for satisfaction of the conditions.

Note 6: The service and performance condition is set out in the table above.

Based on the above assumptions, the Performance Rights have been valued as follows:

Number and Value of Performance Rights	
	Class E Performance Rights
George Cameron-Dow	1,500,000 Performance Rights – 0.59 cents each
Alasdair Cooke	1,500,000 Performance Rights – 0.59 cents each
Michael Pixley	1,500,000 Performance Rights – 0.59 cents each

(j) *Other information*

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass the Resolution.

5.3 **Listing Rule 10.14**

Listing Rule 10.11 provides that a company must not issue securities (including Performance Rights) to a director of the company under an employee incentive scheme unless the issue has been approved by shareholders by ordinary resolution. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue securities to Directors under this Resolution as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the securities to Bill Fry will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

The Company seeks approval from Shareholders for the issue of Performance Rights to the Non-Executive Directors who are related parties of the Company.

For the purposes of Listing Rule 10.15, the following information is provided:

- (a) The Performance Rights will be issued to George Cameron-Dow, Alasdair Cooke and Michael Pixley as Directors.
- (b) The maximum number of Performance Rights that will be issued to George Cameron-Dow, Alasdair Cooke and Michael Pixley is 4,500,000 Class E Performance Rights as set out in Annexure 2.

- (c) No monetary consideration is payable for the issue of the Performance Rights and any resultant Shares.
- (d) The Employee Incentive Plan was last approved by Shareholders at the 2016 annual general meeting held on 22 November 2016. Since this last approval, no Director or their associates have received securities under the Employee Incentive Plan.
- (e) All the Directors (being George Cameron-Dow, Bill Fry, Alasdair Cooke and Michael Pixley) are entitled to participate in the Plan.
- (f) No loan will be provided to the Directors.
- (g) The Performance Rights will be issued no later than 12 months after the date of Shareholder approval.



**EVE INVESTMENTS LIMITED**  
**ACN 106 523 611**

**GLOSSARY**

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In the Notice and this Explanatory Statement the following expressions have the following meanings:

<b>ASX</b>	ASX Limited (ACN 008 624 691).
<b>ASX Listing Rules or Listing Rules</b>	the listing rules of the ASX.
<b>Annual General Meeting or Meeting</b>	the meeting convened by this Notice.
<b>Board</b>	the Board of Directors of the Company.
<b>Chair or Chairman</b>	the chairman of the Company.
<b>Company or EVE</b>	EVE Investments Limited (ACN 106 523 611).
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Directors</b>	Directors of the Company from time to time.
<b>Employee Incentive Plan</b>	the EVE Investments Employee Incentive Plan approved by Shareholders on 22 November 2016.
<b>Explanatory Statement</b>	this Explanatory Statement.
<b>Notice</b>	notice of meeting that accompanies this Explanatory Statement.
<b>Option</b>	an option to acquire a Share.
<b>Performance Right</b>	the right which entitles the holder to be issued with one fully paid ordinary share for nil consideration, subject to service and/or performance conditions being satisfied on the terms set out in Annexure 1 or Annexure 2.
<b>Resolution</b>	a resolution referred to in the Notice.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a registered holder of Shares in the Company.
<b>WST</b>	Western Standard Time, Perth, Western Australia.

**ANNEXURE 1**

**TERMS OF PERFORMANCE RIGHTS  
(Resolution 3)**

The terms of the Performance Rights will be as follows:

<b>Class of Performance Rights</b>	<b>Number of Performance Rights</b>	<b>Service Condition</b>	<b>Performance condition</b>
Class A Performance Rights	4,000,000	Bill Fry is engaged continuously as an employee until 30 September 2019.	Nil
Class B Performance Rights	4,000,000	Bill Fry is engaged continuously as an employee until 30 September 2020.	Nil
Class C Performance Rights	4,800,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 the EVE Group Entities have achieved at least \$10,000,000 of gross revenue in a financial year;  or (b) Prior to 31 October 2023 a Takeover Event occurs.
Class D Performance Rights	3,600,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 the EVE Group Entities have achieved at least \$2,000,000 EBITDA in a financial year;  or (b) Prior to 31 October 2023 a Takeover Event occurs.
Class E Performance Rights	3,600,000	Bill Fry is engaged continuously as an employee until the performance condition is satisfied.	(a) Prior to 31 October 2023 EVE achieves a market capitalisation (Share price x Shares on issue) of at least \$50,000,000* over 15 consecutive trading days on which the Shares of EVE have actually traded;  or (b) Prior to 31 October 2023 a Takeover Event occurs.

\* In the event of a return of capital, the market capitalisation requirement will be reduced by the amount returned to Shareholders.

For the purposes of the terms of the Performance Rights, "*EVE Group Entities*" means the Company and the entities in which it has an interest at the date of this Notice including its 100% interest in Jenbrook Pty Ltd, 50% interest in Meluka Health Pty Ltd and 38% interest in Omniblend Innovation Pty Ltd.

For the purposes of the terms of the Performance Rights, "*Takeover Event*" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where at least 50% of the holders of ordinary shares accept the bid and such bid is free of conditions or a court grants an order approving a compromise or scheme where the ordinary shares are either cancelled or transferred to a third party (not being a scheme of arrangement simply for the purposes of a corporate restructure).

The other terms of the Performance Rights will be:

- (a) (Conversion) Upon satisfaction of the relevant performance condition, each Performance Right will, at the election of the holder, vest and convert into one Share.
- (b) (No Consideration payable) No consideration will be payable upon the vesting and conversion of the Performance Rights.
- (c) (No Voting rights) A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.
- (d) (No dividend rights) A Performance Right does not entitle a holder to any dividends.
- (e) (No rights on winding up) A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (f) (Not transferable) A Performance Right is not transferable.
- (g) (Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (h) (Quotation of Shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules. The Company will not apply for quotation of the Performance Rights on ASX.
- (i) (No participation in entitlements and bonus issues) A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (j) (No other rights) A Performance Right does not give a holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (k) (Lapse) If the performance condition relevant to a Performance Right has not been satisfied by the relevant expiry date, then the Performance Rights will automatically lapse.

## ANNEXURE 2

### TERMS OF PERFORMANCE RIGHTS (Resolutions 4, 5 and 6)

The terms of the Performance Rights will be as follows:

Class of Performance Rights	Number of Performance Rights	Service Condition	Performance condition
Class E Performance Rights	1,500,000 to each of George Cameron-Dow, Alasdair Cooke and Michael Pixley	The Director (being respectively George Cameron-Dow, Alasdair Cooke or Michael Pixley) is engaged continuously as a Director until the performance condition is satisfied.	(a) Prior to 31 October 2023 EVE achieves a market capitalisation (Share price x Shares on issue) of at least \$50,000,000 over 15 consecutive trading days on which the Shares of EVE have actually traded;  or  (b) Prior to 31 October 2023 a Takeover Event occurs.

\* In the event of a return of capital, the market capitalisation requirement will be reduced by the amount returned to Shareholders.

For the purposes of the terms of the Performance Rights, "Takeover Event" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where at least 50% of the holders of ordinary shares accept the bid and such bid is free of conditions or a court grants an order approving a compromise or scheme where the ordinary shares are either cancelled or transferred to a third party (not being a scheme of arrangement simply for the purposes of a corporate restructure).

The other terms of the Performance Rights will be:

- (a) (Conversion) Upon satisfaction of the relevant performance condition, each Performance Right will, at the election of the holder, vest and convert into one Share.
- (b) (No Consideration payable) No consideration will be payable upon the vesting and conversion of the Performance Rights.
- (c) (No Voting rights) A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.
- (d) (No dividend rights) A Performance Right does not entitle a holder to any dividends.
- (e) (No rights on winding up) A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (f) (Not transferable) A Performance Right is not transferable.
- (g) (Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (h) (Quotation of Shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules. The Company will not apply for quotation of the Performance Rights on ASX.
- (i) (No participation in entitlements and bonus issues) A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (j) (No other rights) A Performance Right does not give a holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (k) (Lapse) If the performance condition relevant to a Performance Right has not been satisfied by the relevant expiry date, then the Performance Rights will automatically lapse.



eve investments

ACN 106 523 611

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
EVE Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of EVE Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am (WST) on Thursday, 22 November 2018 at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia (the Meeting) and at any postponement or adjournment of the Meeting.

Authority for Chair to vote undirected proxies on remuneration based resolutions (Resolutions 1, 3, 4, 5 and 6)

If you appoint a member of the Company's key management personnel (other than the Chairperson of the Meeting) or a closely related party of a member of the Company's key management personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolutions 1, 3, 4, 5 or 6 your proxy will NOT cast your vote on these Resolutions and your votes will not be counted.

If you appoint the Chairperson of the Meeting as your proxy (or the Chairperson of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolutions 1, 3, 4, 5 or 6 you hereby expressly authorise the Chairperson of the Meeting to exercise your proxy even though these Resolutions are connected directly or indirectly with the remuneration of the members of the Company's key management personnel.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

Table with 3 columns: Resolutions, For, Against, Abstain\* and 3 columns: For, Against, Abstain\*. Rows include Adoption of Remuneration Report, Re-election of Director - Alasdair Cooke, Issue of Performance Rights to Bill Fry, Issue of Performance Rights to George Cameron-Dow, Issue of Performance Rights to Alasdair Cooke, and Issue of Performance Rights to Michael Pixley.

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

EVE PRX1801C



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Tuesday, 20 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

EVE Investments Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**