



Ecosave Holdings Ltd
ABN 77 160 875 016
info@ecosave.com.au
www.ecosave.com.au

Phone 1300 557 764
Int Phone +61 2 9659 7477
Fax 1300 557 768
Int Fax +61 2 9659 8688

13 October 2014

Company Announcements
ASX Limited
Exchange Centre
Level 6
20 Bridge Street
Sydney, NSW, 2000

Dear Sirs,

Re: Ecosave Holdings Limited (ECV) – Annual General Meeting

We attach an announcement regarding the Annual General Meeting for 2014 for immediate release to the Market.

Yours sincerely

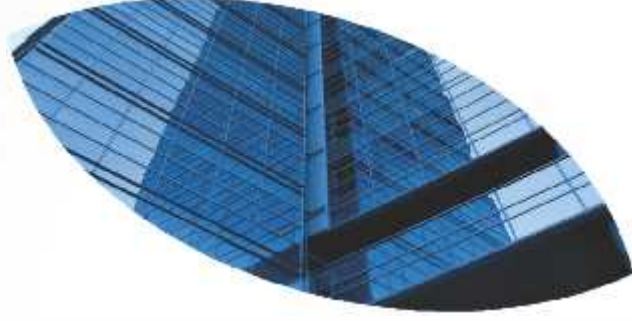
Robin Archibald
Company Secretary a COO
Ecosave Holdings Limited

Att: Notice of General Meeting and Proxy Form

Notice of Annual General Meeting 2014

4th November 2014

Ecosave Holdings Limited ABN 77 160 875 016



Ecosave Holdings Limited

ABN 77 160 875 016

Notice of Annual General Meeting 2014

Date and time of meeting

9:30am (Sydney time) on Tuesday, 4 November 2014

Place of meeting

The Library

Grand Mercure Hills Lodge

1 Salisbury Road

Castle Hill, NSW 2154

THIS DOCUMENT IS IMPORTANT AND REQUIRES

YOUR IMMEDIATE ATTENTION.

**IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR
OTHER PROFESSIONAL ADVISER.**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN
12:00PM (SYDNEY TIME) ON FRIDAY, 31 OCTOBER 2014**

Notice of Annual General Meeting

Ecosave Holdings Limited

ABN 77 160 875 016

Notice is hereby given that the 2014 Annual General Meeting of Shareholders of Ecosave Holdings Limited ACN 160 875 016 (the **Company**) will be held at:

Venue: The Library
Grand Mercure Hills Lodge
1 Salisbury Road
Castle Hill, NSW 2154

Day and Date: Tuesday, 4 November 2014

Time: 9:30am (Sydney time)

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting should be considered prior to Shareholders voting on the various matters to be considered at the Annual General Meeting.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form.

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting.

BUSINESS OF THE MEETING

Ordinary Business

Annual Report

To table and consider the Annual Report of the Company which includes the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2014.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2014 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the Annual General Meeting.

Resolution 1: Adoption of Remuneration Report

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

"That, the Remuneration Report for the year ended 30 June 2014 which is attached to the Financial Report as required under section 300A of the *Corporations Act 2001* (Cth), be adopted by the Company."

Note: The Remuneration Report is set out in the Directors' Report of the Annual Report. In accordance with section 250R (3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

Voting Exclusion Statement: *The Corporations Act prohibits any votes being cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chairperson) or a closely related party of that key management personnel. However, such a person may cast a vote on Resolution 1 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.*

Resolution 2: Approval of Bonus Securities under the Senior Management Share and Options Plan

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

"That, in accordance to Listing Rule 10.14 of the Official Listing Rule of the ASX Limited, bonus ordinary shares of 30,410 maximum and bonus ordinary share options of 2,633 maximum be issued to Marcelo Javier Rouco and Ben Samways respectively under the Senior Management Share Option Plan"

Voting Exclusion Statement: *The Company will disregard any votes cast on this Resolution by:*

- a Director; and
- any associate of a Director.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 3: Election of Robin Archibald as director and company secretary of the Company

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

"That, Robin Archibald having retired from his office as director of the Company in accordance with Rule 3.3(a) of the Company's constitution and, having offered himself for re-election and being eligible, is elected as a director and company secretary of the Company."

Resolution 4: Election of Benedick Samways as director of the Company

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

"That, Benedick Samways having retired from his office as director of the Company in accordance with Rule 3.3(a) of the Company's constitution and, having offered himself for re-election and being eligible, is elected as a director of the Company."

Resolution 5: Ratification of Resignation and Appointment of Auditor

To consider and, if thought fit, to ratify the following director's resolution as an ordinary resolution:

"That:

- (a) the resignation of Moore Stephens South West as auditor of the Company having been received by the Company and the consent of ASIC to such resignation having been received, the Company accepts Moore Stephens South West's resignation; and
- (b) In accordance with Section 328A of the Corporations Act 2001, Deloitte Touche Tohmatsu having consented to their appointment as auditor of the Company, be appointed as auditor of the Company."

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7:00 pm Sydney time on Friday, 31 October 2014.

Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting who is entitled to vote shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) who is entitled to vote shall have one vote for each Share held by him, her or it.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a Shareholder of the Company;
- (e) a proxy need not be a Shareholder of the Company;
- (f) where a Shareholder appoints 2 proxies, the following rules apply:
 - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
 - (ii) on a show of hands, neither proxy may vote; and
 - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents;
- (g) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 12.00 pm (Sydney time) on Friday, 31 October 2014:

by Link Market Services Pty Limited

- by mail

Locked Bag A14
Sydney South
NSW 1235

- by facsimile:

+61 2 9287 0309

-in person

1A Homebush Bay Drive, Rhodes NSW 2138

By order of the Board

Mr John Wussah
Financial Controller
Ecosave Holdings Limited

30 September 2014

GLOSSARY

Words defined in the Explanatory Memorandum have the same meaning when used in this Notice of Annual General Meeting unless the context requires otherwise. For assistance in considering the Notice of Annual General Meeting, the following words are defined here:

AGM means the annual general meeting of the Company to be held on Tuesday, 4 November 2014 pursuant to the Notice of Annual General Meeting.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2014.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means the ASX Limited ACN 008 624 691 or the securities market operated by the ASX, as the case may be.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of directors of the Company.

Company means Ecosave Holdings Limited ABN 77 160 875 016.

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

Equity Securities has the meaning given to that term in ASX Listing Rule 19.12.

Explanatory Memorandum means the explanatory memorandum set out in this document.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in this document.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them.

Shareholder means a holder of a Share.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Interpretation For the purposes of interpreting the Notice of Annual General Meeting and the Explanatory Memorandum:

- (a) the singular includes the plural and vice versa;
- (a) words importing any gender include both genders;

- (b) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (c) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not limit or affect the meaning or interpretation of the Notice of Annual General Meeting and the Explanatory Memorandum;
- (d) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (e) reference to **\$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Explanatory Memorandum

This Explanatory Memorandum contains the information needed for Shareholders to assess the Resolutions to be put to them at the Annual General Meeting of the Company on Tuesday, 4 November 2014. A Notice of Annual General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and Proxy Form are part of this Notice of Annual General Meeting.

ANNUAL REPORT

The Annual Report of the Company for the year ended 30 June 2014 will be laid before the meeting.

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be given an opportunity to:

- (a) raise questions to the Directors or make comment on the management of the Company; and
- (b) ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Resolution 1 is proposed for the adoption of the Remuneration Report contained in the Directors' Report referred to in the first item of the agenda set out in the Notice. Under the Corporations Act, the Company is required to present its Remuneration Report to Shareholders for adoption at its Annual General Meeting. The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in the Directors' Report of the Annual Report.

The Annual Report may be accessed at www.ecosave.com.au or on the ASX company announcements platform using the ASX code: ECV. Shareholders will be given a reasonable opportunity to raise questions of the Directors and make comments on the Remuneration Report prior to the Resolution being put to Shareholders. The Resolution to adopt the Remuneration Report is a non-binding Resolution on the Company and its Directors.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 – APPROVAL OF BONUS SECURITIES UNDER THE SENIOR MANAGEMENT SHARE AND OPTIONS PLAN

Resolution 2 is proposed to address the requirement of ASX listing rule 10.14. ASX Listing Rule 10.14 does not permit the issue of securities under an employee incentive scheme to a director without the approval of holders of ordinary securities.

Therefore, this resolution is required to issue securities to eligible directors under Ecosave's Senior Management Share and Options Plan. The securities are issued in accordance with the respective director's employment contract bonuses and incentives and as approved by the board.

ASX Listing Rule 10.15 sets out the requirements for the notice of meeting to approve the issue of securities under ASX Listing Rule 10.14 as follows;

Statement of relationship	Director/s
Maximum number of securities	Marcelo Rouco 30,410 ordinary shares Ben Samways 2,633 ordinary share options
Basis of price	Closing market price of ordinary securities on 1 July 2014
Securities to be issued by	30 Dec 2014

The Board recommends that Shareholders vote in favour of adopting Resolution 2.

RESOLUTIONS 3 & 4 – RE-ELECTION OF ROBIN ARCHIBALD, BENEDICK SAMWAYS

Rule 3.3 of the Constitution requires that at the first annual general meeting of the Company, all directors of the Company except the Managing Director, must retire from office. Marcelo Rouco is Chairman, CEO and Managing Director of the Company and in accordance with the Constitution, will not be retiring from office at the Annual General Meeting.

Rule 3.3 of the Constitution provides that a retiring Director is eligible for election without the necessity of giving any previous notice of his or her intention to submit himself or herself for election. Robin Archibald and Benedick Samways have retired from office, and being eligible, have offered themselves up for election at the Annual General Meeting. Glenda Nixon has decided to retire from office and will not be seeking re-election.

Resolution 3 – Re-election of Robin Archibald

Robin Archibald

Robin is the Chief Operating Officer of ECOSAVE.

As COO, Robin's responsibilities include improving operational performance and implementing new systems and strategies to further growth across the group.

He has more than 10 years' experience in management roles in the energy efficiency sector and has assisted numerous organisations to deliver tangible energy and carbon reduction outcomes. His extensive technical skills cover all facets of carbon, energy and water management from corporate policy development to innovation and project implementation.

Prior to joining Ecosave in 2012, Robin established energy efficiency teams at Coffey Environments and UGL Services Beyond Green. Robin is an Executive Director and the Company Secretary for Ecosave Holdings.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The board of directors, with the exception of Mr Robin Archibald, unanimously recommend that you vote in favour of Mr Robin Archibald's re-election.

Resolution 4 - Election of Benedick Samways

Benedick Samways

Ben manages our team of engineering professionals and is based in our Castle Hill office in Sydney.

Ben has a proven track record of managing teams and projects to deliver performance based outcomes for businesses. He has extensive experience across multiple sectors, including Industrial performance contracting, building energy efficiency and Energy Performance Contracting (EPC).

Ben has extensive experience in the management of the EPC process from RFP/DFS, through delivery to sustaining the benefits. Ben has developed and implemented projects in the built environment utilising technologies such as co-generation, lighting, HVAC, BMS and visualisation. Ben has also delivered efficiency upgrades in the Food and Beverage, Manufacturing, Pulp, Paper and Recycling and other industries.

Ben has a BScEng (HONS) in Electrical/Mechanical Engineering, with PMP certification and also an Advanced Diploma in Project Management.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The board of directors of the Company, with the exception of Mr Benedick Samways, unanimously recommend that you vote in favour of Mr Benedick Samways' re-election.

RESOLUTION 5 – RESIGNATION AND APPOINTMENT OF AUDITOR

On 11 February, 2014 Deloitte Tuoche Tomatsu (Deloitte) announced a major investment in Moore Stephen Sydney West (MSSW) resulting in a merger of the two firms to serve the Western Sydney region. This merger has made it necessary for the Group to change auditors.

Moore Stephens Sydney West notified the Group of its intent to resign and proposed that Deloitte Touche Tomatsu be appointed as new auditor. To ensure continuity, the directors resolved subject to ASIC consent to accept MSSW's resignation and appointed Deloitte Touche Tomatsu as replacement auditor subject to ratification by shareholders of the Group at the next annual general meeting. In compliance with section 329 (5) of the corporations Act of 2001 Moore Stephens Sydney West applied to ASIC and was granted consent to resign as auditor. Deloitte has subsequently conducted the audit of the Financial Report and the Remuneration report for the year ended 30 June 2014.

The Directors unanimously recommend that shareholders vote in favour of the resolution.



ecosave.com.au

Ecosave Holdings Limited

ABN 77 160 875 016

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:

Ecosave Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **9:30am on Tuesday, 4 November 2014 at The Library, Grand Mercure Hills Lodge, 1 Salisbury Road, Castle Hill, NSW 2154** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For Against Abstain*

☐ ☐ ☐

Resolution 2

Approval of Bonus Securities under the Senior Management Share and Options Plan

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Resolution 3

Election of Robin Archibald as director and company secretary of the Company

☐ ☐ ☐

Resolution 4

Election of Benedict Samways as director of the Company

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Resolution 5

Ratification of Resignation and Appointment of Auditor

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* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

ECV PRX401R



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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:

- (a) 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
- (b) 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" should 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.

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 **9:30am on Sunday, 2 November 2014**, 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.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > 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 mail:

Ecosave Holdings 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.

**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.**