



**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

22 October 2014

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

Dear Sirs,

**Re: Ecosave Holdings Limited (ECV) – Supplementary Notice of Annual General Meeting**

We attach an announcement regarding the Annual General Meeting to be held on 4 November 2014 for immediate release to the Market.

Yours sincerely

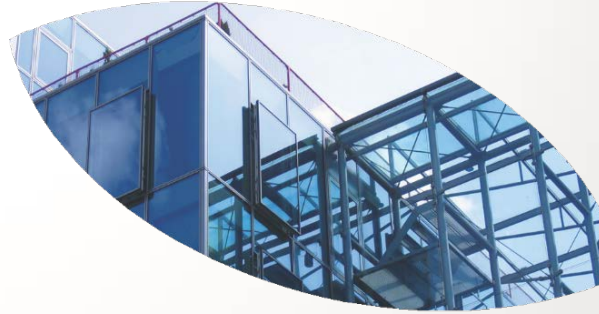
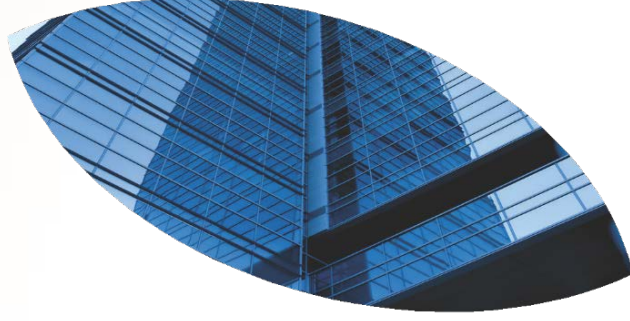
**Robin Archibald**  
**Company Secretary a COO**  
**Ecosave Holdings Limited**

Att: Supplementary Notice of General Meeting and Replaceable Proxy Form

# Supplementary Notice of Annual General Meeting 2014

4<sup>th</sup> November 2014

Ecosave Holdings Limited ABN 77 160 875 016



# **Ecosave Holdings Limited**

ABN 77 160 875 016

## **Supplementary 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**

# Supplementary Notice of Annual General Meeting

## Ecosave Holdings Limited

ABN 77 160 875 016

Notice was given on 3 October 2014 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)**

This Supplementary Notice of General Meeting is supplementary to the Original Notice of Annual General Meeting and should be read in conjunction with the Original Notice of Annual General Meeting.

The Supplementary Explanatory Memorandum which accompanies and forms part of this Supplementary Notice of Meeting describes the additional matters to be considered at the Annual General Meeting in relation to the resolutions set out in this Supplementary Notice only and should be read in conjunction with the Explanatory Memorandum accompanying the Original Notice of Annual General Meeting.

The Replacement Proxy Form in this Supplementary Notice of General Meeting replaces the Original Proxy Form. You may lodge the Replacement Proxy Form accompanying this Supplementary Notice of General Meeting in substitution for the Proxy Form accompanying the Original Notice. If you have already lodged a Proxy Form and subsequently lodge a Replacement Proxy Form, only votes on the Replacement Proxy Form will be counted. If you have already lodged a Proxy Form with regards to the resolutions set out in the Original Notice and do not lodge the Replaceable Proxy Form, then votes cast in relation to those resolutions in the original Proxy Form lodged only will be counted.

This Supplementary Notice deletes Resolution 2 and its related Explanatory Memorandum and replaces it with the following;

### Supplementary Ordinary Business

#### Resolution 2a: Approval of Bonus Securities for Marcelo Javier Rouco 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 be issued to Marcelo Javier Rouco 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 2b: Approval of Bonus Securities for Ben Samways 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 share options of 2,633 maximum be issued to Ben Samways 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.

### Supplementary Explanatory Memorandum

The following Supplementary Explanatory Memorandum replaces the Original Explanatory Memorandum with regards to Resolution 2 only.

## RESOLUTION 2a – Approval of Bonus Securities for Marcelo Javier Rouco under the Senior Management Share and Options Plan

Resolution 2a 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 a maximum of 30,410 bonus ordinary shares to Marcelo Javier Rouco under Ecosave's Senior Management Share and Options Plan. The securities are issued in accordance with Marcelo'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
Maximum number of securities	30,410 ordinary shares
Basis of price	closing market price of ordinary securities on 1 July 2014 was \$1.05
Securities to be issued by	4 Dec 2014

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

## RESOLUTION 2b – Approval of Bonus Securities for Ben Samways under the Senior Management Share and Options Plan

Resolution 2b 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 a maximum of 2,633 bonus ordinary shares to Ben Samways under Ben'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
Maximum number of securities	2,633 ordinary share options
Basis of price	closing market price of ordinary securities on 1 July 2014 was \$1.05
Exercisable price	\$0.20
Exercise period	One year commencing from date the options become vested options or any earlier date determined by the Board.
Securities to be issued by	30 Dec 2014

The total number of share options of 2,633 represents 200% of Ben's Gross Profit Bonus Share entitlement divided by the share price as at 1 July 2014 as above as per his employment contract and in line with the Senior Management Share and Option Plan. No loans will be offered by the company to Ben in exercising these options.

#### Conditions of options issue

- 1) The options must be exercised one year commencing from the date the options become vested options or any earlier date determined by the Board.
- 2) Should Ben's employment or position with the company cease due to his own resignation,
  - a) all vested options granted to him at the date of the cessation may be exercised within one month or such period as the Board determines or those options lapse and
  - b) all other options granted to him lapses unless the Board determines otherwise.
- 3) Should Ben be terminated for serious misconduct after the vesting of options into shares, the Company is entitled to buy back all such shares and Ben must sell each share held as a result of vesting of options into shares based on the buy-back value discounted by 50%.
- 4) If Ben's employment or position with the company ceases due to his retirement, redundancy, or permanent disability
  - a) All vested options granted may be exercised within 3 months or such other period as determined by the Board, after which those vested options will lapse.
  - b) All other options granted will lapse unless the Board determines otherwise.
- 5) If Ben's employment or position with the Company ceases due to death
  - a) all vested options granted may be exercised within 3 months or such other period as determined by the Board, after which those vested options will lapse.
  - b) all other options granted will lapse unless the Board determines otherwise
- 6) If Ben's employment or position with the Company ceases for any other reason other than those contemplated above, all options granted to him, whether vested or not, will lapse, unless the Board determines otherwise, in which event the Board will determine the period, after which those options will lapse.

In these circumstances, all shares will be bought back by the Company will be bought back based on the buy-back value discounted by 50%

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

By order of the Board

**Mr John Wussah**  
Financial Controller  
Ecosave Holdings Limited

22 October, 2014





**Ecosave Holdings Limited**

ABN 77 160 875 016

**LODGE YOUR VOTE**

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

Approval of Bonus Securities for Marcelo Javier Rouco under the Senior Management Share and Options Plan

☐ ☐ ☐
**Resolution 2(b)**

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

☐ ☐ ☐
**Resolution 3**

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

For Against Abstain\*


☐ ☐ ☐
**Resolution 4**

Election of Benedick Samways as director of the Company

☐ ☐ ☐
**Resolution 5**

Ratification of Resignation and Appointment of Auditor

☐ ☐ ☐

 \* 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](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 **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](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 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.