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**ENVERRO LIMITED**

**ACN 009 027 178**

**NOTICE OF ANNUAL GENERAL MEETING**

**and**

**EXPLANATORY MEMORANDUM**

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**TIME:** 2pm (Brisbane time)

**DATE:** 26 November 2015

**PLACE:** GRT Lawyers, Level 2, 400 Queen Street, Brisbane QLD 4000

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Chief Financial Officer and Company Secretary, Mr Garry Edwards on +61 419 768 130***

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## **IMPORTANT INFORMATION**

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### **Time and Place of Meeting**

Notice is given that the Annual General Meeting of the Shareholders of Enverro Ltd will be held at 2pm Brisbane time on 26 November 2015 at:

**GRT Lawyers, Level 2, 400 Queen Street, Brisbane QLD 4000**

### **Your vote is important**

The business of the Meeting affects your shareholding and your vote is important.

### **Voting eligibility**

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 24 November 2015.

### **Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Neither proxy may vote on a show of hands.

### **Proxy vote if appointment specifies way to vote**

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolutions at the meeting.

If the Chair of the meeting is appointed or taken to be appointed as a proxy, but the appointment does not direct the votes to be cast in a particular manner, then the Chair intends to exercise all available votes in favour of the Resolutions.

### **Defined terms**

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

### **ASX**

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX, nor any of their respective officers takes any responsibility for the contents of these Meeting Materials.

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## NOTICE OF MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of **Enverro Limited ACN 009 027 178** (the **Company** or **ERR**) will be held on 26 November 2015, commencing at 2pm Brisbane time at GRT Lawyers, Level 2, 400 Queen Street, Brisbane QLD 4000.

This Notice of Meeting incorporates, and should be read together with the Explanatory Memorandum, Annexures and Proxy Form.

## AGENDA

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### ORDINARY BUSINESS

#### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Company's financial report, the Directors' report and the Auditor's report for the period ended 30 June 2015.

#### **RESOLUTION 1 – REMUNERATION REPORT**

To consider and, if thought fit, pass the following as an advisory ordinary resolution in accordance with Section 250(R) of the *Corporations Act*:

“That the section of the report of the Directors contained in the 2015 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (Remuneration Report) be adopted”

*This resolution shall be determined as if it were an ordinary resolution but under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors of the Company.*

#### **Voting exclusion statement:**

The Company will disregard any votes cast on this resolution by a member of the Key Management Personnel (including Directors), details of whose remuneration are disclosed in the Remuneration Report, or a Closely Related Party of those persons. However a vote may be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party, if the vote is cast as a proxy by appointment in writing which specifies the way in which the proxy is to vote on this resolution, and the vote is not cast on behalf of a member of the Key Management Personnel or a Closely Related Party.

#### **RESOLUTION 2: RE-ELECTION OF A DIRECTOR - ANTHONY WARWICK HARRIS**

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

“That, Mr Anthony Warwick Harris having been appointed on 6 September 2014 in accordance with Article 19.2(a) of the Company's constitution, and retiring in accordance with Article 19.2(b) of the Company's constitution and being eligible for re-election, be elected as a Director of the Company.”

### **RESOLUTION 3: RE-ELECTION OF A DIRECTOR – CHRISTOPHER DORAN**

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

“That, Mr Christopher Doran, who retires in accordance with Listing Rule 14.4 and Article 19.3(a) of the Company’s constitution, and being eligible for re-election, be elected as a Director of the Company.”

### **SPECIAL BUSINESS**

#### **RESOLUTION 4: APPROVAL FOR CHANGE OF AUDITOR**

To consider and, if thought fit, pass the following Resolution as an ordinary resolution with or without modification:

*“That Pitcher Partners is appointed as auditor and that Pitcher Partners’ signed Consent to Act be received and recorded.”*

**Voting exclusion statement:**

The Company will disregard any votes cast on this resolution by Pitcher Partners or any of its associates.

By order of the Board

Garry Edwards, CFO & Company Secretary

26 October 2015

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## EXPLANATORY MEMORANDUM

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### INTRODUCTION

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This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared for Shareholders in connection with the Meeting to be held at GRT Lawyers, Level 2, 400 Queen Street, Brisbane QLD 4000 on 26 November 2015 at 2pm Brisbane time.

This Explanatory Memorandum provides information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice of Meeting.

The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting.

Capitalised terms used in this Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

### FINANCIAL STATEMENTS AND REPORTS

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The *Corporations Act 2001* requires the Company's financial report, the directors' report and the auditor's report to be tabled at the Annual General Meeting of the Company. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting.

Apart from the matters involving remuneration of directors which are required to be voted upon, neither the *Corporations Act* nor the Company's Constitution requires a vote of members at the Annual General Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the meeting.

The financial report, directors' report and the auditor's report may be found in the annual report for the Company, which has previously been sent to members who requested a copy and is also available on the Company's website [www.enverro.com](http://www.enverro.com).

Members may submit a written question to the auditor no less than 5 days prior to the Annual General Meeting which relates to the content of the auditor's report or to the conduct of the audit in relation to the financial report to be considered at the meeting.

The auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the meeting.

### RESOLUTION 1 – REMUNERATION REPORT

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Section 250R of the *Corporations Act 2001* requires that the section of the directors' report dealing with the remuneration of key management personnel be put to the members for adoption by way of a non-binding vote.

The vote of the members is advisory only and does not bind the Directors of the Company.

The remuneration report may be found in the 2015 annual financial report which has been sent to members who have requested a copy and the report is also available on the Company's website [www.enverro.com](http://www.enverro.com)

Following consideration of the Remuneration Report, members will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Please note that the Chairperson of the meeting is not permitted to vote undirected proxies for Resolution 1. If you intend to appoint the Chairperson of the meeting as your proxy, you should direct your proxy how to vote by marking the relevant boxes next to each item on the Proxy Form (For, Against or Abstain) or by marking the

Chairpersons box, in which case the Chairperson will vote your proxy in favour of Resolution 1. Please follow the instructions on the Proxy Form.

The directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

*The directors recommend that you vote in favour of this resolution*

## **RESOLUTION 2 – RE-ELECTION OF MR ANTHONY WARWICK HARRIS AS A DIRECTOR**

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Mr Anthony Warwick Harris, having been appointed on 6 September 2014 in accordance with Article 19.2(a) of the Company's constitution, and retiring in accordance with Article 19.2(b) of the Company's constitution, being eligible, offers himself for re-election.

Mr Harris has been independent non-executive Chairman since 6 September 2014. He is an owner and Director at Blink Mobile Interactive, a cloud based Mobile Enterprise Applications Platform provider. Anthony has extensive experience in managing and growing computer software companies. He has held senior positions with Tibco software, Retriever communications and with SAP including CEO ANZ.

*The Directors (with Mr Harris abstaining) recommend that you vote in favour of the re-election of Mr Harris.*

## **RESOLUTION 3 – RE-ELECTION OF MR CHRISTOPHER DORAN AS A DIRECTOR**

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Mr Christopher Doran who retires in accordance with Listing Rule 14.4 and Article 19.3(a) of the Company's constitution, being eligible, offers himself for re-election.

Mr Doran has been an executive Director since 23 August 2103. Mr Doran is a marketing executive with a background in engineering, a deep knowledge of Cloud technology, and a track record of leading revenue growth through high impact marketing programs at companies including salesforce.com, Manticore Technology, and AMD.

He is recognised as a thought leader and expert in demand generation, digital marketing technology and utilising social media to drive new business. Christopher is skilled at developing effective marketing programs with lean teams and cost effective budgets within both start-up firms and Fortune 1000 companies.

*The Directors (with Mr Doran abstaining) recommend that you vote in favour of the re-election of Mr Doran.*

## **RESOLUTION 4: APPROVAL FOR CHANGE OF AUDITOR**

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Moore Stephens Sydney has been auditor of the Company. The Board and management have been, and continue to be, satisfied with the audit services of Moore Stephens Sydney.

Moore Stephens Sydney has agreed to merge with Pitcher Partners with effect from 31 October 2015 with the new entity becoming Pitcher Partners. The combined firm will include 27 partners and 240 staff.

This merger cements the Moore Stephens Sydney practice in the Sydney marketplace ultimately to provide greater depth and spread of expertise to clients and the combined firm will provide further strength in their specialist areas. The merger is beneficial to larger and more complex clients given the combined capability and depth of service offering of the Pitcher Partners Association. The Pitcher Partners Association of firms in Melbourne, Sydney, Perth, Adelaide, Newcastle and Brisbane is the 8th largest in Australia with 110 partners, of which 27 are audit partners, and more than 1200 staff. The Moore Stephens Sydney practice will further have access to the benefits and resources of becoming members of Baker Tilly International – the 8th largest independent network of accounting firms in the world.

With the dissolution of the Moore Stephens Sydney partnership as part of the broader merger, we are required to undergo a change in auditor process. This requires the resignation of the current Moore Stephens Sydney partnership and the appointment of the new auditor being Pitcher Partners.

Moore Stephens Sydney has obtained consent from ASIC to resign as auditor of the Company with effect from the end of the Annual General Meeting.

We have reviewed Pitcher Partners suitability for the role of external auditor. The outcome of this review was a recommendation that Pitcher Partners be appointed as the new auditor of the Company.

A nomination has been received for the appointment of Pitcher Partners as the Company's auditor in accordance with section 328B of the *Corporations Act 2011 (cth)* and is attached as Appendix A

The *Corporations Act 2001 (Cth)* requires that Shareholders approve the appointment of a new auditor.

Pitcher Partners has consented to act as auditor of the Company.

*The directors recommend that you vote in favour of this resolution*

## **ENQUIRIES**

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Shareholders are requested to contact the Company Secretary, Mr Garry Edwards on (+61 419 768 130) if they have any queries in respect of the matters set out in these Meeting Materials. If you do not understand these Meeting Materials or are unsure about how to vote in respect of a resolution, you should seek professional advice from your lawyer, accountant or other professional adviser.

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**GLOSSARY SECTION**

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In the Explanatory Memorandum:

<b>ASX</b>	means the Australian Securities Exchange, operated by ASX Limited ACN 008 624 691.
<b>ASX Listing Rules</b>	the official rules of the ASX.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair or Chairman</b>	means the chairman of the Meeting.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
<b>Company or ERR</b>	means Enverro Limited can 009 027 178;
<b>Constitution</b>	means the constitution of Enverro Limited.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is party of a consolidated entity, of an entity within the consolidated group.
<b>Meeting or Annual General Meeting</b>	means the Annual General Meeting of the Company to be convened by the Notice of Meeting (unless the context otherwise requires).
<b>Meeting Materials or Notice of Meeting</b>	means this Notice of Meeting, Explanatory Memorandum, Appendix and Proxy Form.
<b>Proxy Form</b>	means the proxy form accompanying the Notice of Meeting.
<b>Resolution</b>	means each resolution set out in the Notice of Meeting, or any one of them, as the context requires.
<b>Shares</b>	Ordinary Shares of the Company.
<b>Shareholder</b>	means a holder of one or more Shares.

APPENDIX A

To: Enverro Ltd  
PO Box 3453  
Australia Fair QLD 4215

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2011 (Cth)

I, Garry Edwards of 13B/ 10 Marine Parade Southport QLD 4216 being a member of Enverro Ltd nominate Pitcher Partners of Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 for appointment to the position of Auditor of the company at the next Annual General Meeting.

Date: 24 September 2015

A handwritten signature in black ink, appearing to read 'G Edwards', written in a cursive style.

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Signature

# PROXY FORM

Enverro Limited ACN 009 027 178

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I/We being a member(s) of Enverro Ltd and entitled to attend and vote hereby appoint:

<b>A</b>	<b>the Chairperson of the Meeting (mark box)</b>		OR if you are NOT appointing the Chairperson 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:	
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or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2.00pm (Brisbane time) on 26 November 2015, at GRT Lawyers, Level 2 400 Queen Street, Brisbane Queensland and at any adjournment of that meeting.

Where I/we have appointed the Chairperson as my/our proxy (or where the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on all resolutions (except where I/we have indicated a different voting intention below) even though a Resolution may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 2:00pm (Brisbane time) on 24 November 2015. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on any resolution please insert  in the appropriate box below.

	For	Against	Abstain*
<b>Resolution 1: Remuneration report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2: Re-election of Mr Anthony Warwick Harris as a director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3: Re-election of Mr Christopher Doran as a director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4: Approval for change of auditor</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of that meeting.

<b>C</b>	<b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b>		
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, both Shareholders should sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the Company 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).

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## IMPORTANT

Please complete this form where indicated **(A), (B), & (C)** and return to the Company Secretary, at the address listed at the bottom of this page. Proxy forms must be received **by 2:00 pm (Brisbane time) on Tuesday 24 November 2015**.

### How to complete the Proxy Form

#### 1 Appointment of a Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a Shareholder of the company. Do not write the name of the issuer company or the registered Shareholder in the space.

#### 2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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 a given item, 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.

#### 3 Appointment of a Second Proxy

You are entitled to appoint up to two 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. 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.

#### 4 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, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document 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.

If a representative of a corporate Shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

#### Lodgement of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by email).

**Postal** PO Box 3453  
**Address** Australia Fair QLD  
4215

**Email** [garry@enverro.com](mailto:garry@enverro.com)