



ENVIRONMENTAL CLEAN  
TECHNOLOGIES LIMITED

# ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED (ACN 009 120 405) NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2022 annual general meeting (**General Meeting**) of the members of Environmental Clean Technologies Limited (ACN 009 120 405) (**Company**) will be held as follows:

Date: 18 November 2022

Time: 12:00pm (AEDT)

Venue: Online: register at <https://ectltd.com.au/agm-november-2022>

**OR**

Cornwalls, Level 4, 380 Collins Street, Melbourne, VIC 3000

The General Meeting will be held as a hybrid meeting (in person and electronically). Shareholders are requested to participate in the General Meeting either in person, virtually via the Company's online platform, or by the appointment of a proxy. Please see page 5 for details outlining the process which Shareholders should follow to participate in the General Meeting electronically.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead, this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see page 5 for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain terms and abbreviations used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to the Explanatory Memorandum.





## ORDINARY BUSINESS

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

### 1. RESOLUTION 1 – REMUNERATION REPORT

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

*'That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.'*

Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution 1.

#### Voting Exclusion Statement

The Company will disregard any votes cast on the proposed resolution for adoption of the Remuneration Report by or on behalf of:

- (a) a member of Key Management Personnel (**KMP**); or
- (b) a Closely Related Party of a KMP, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- (a) the proxy is appointed in writing that specifies the way the proxy is to vote or
- (b) the proxy is the Chairman, and the proxy does not specify the way the proxy is to vote, and the proxy expressly authorises the Chairman to exercise the proxy even if the resolution is connected with the remuneration of a member of KMP.

### 2. RESOLUTION 2 – RE-ELECTION OF JASON MARINKO

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

*'That, for the purpose of rule 13.2 of the Constitution of the Company, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr Jason Marinko, who retires, and being eligible, is elected as a Director.'*





**3. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Shares equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**4. RESOLUTION 4 – AMENDMENTS TO CONSTITUTION**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*“That in accordance with section 136 of the Corporations Act, the Constitution be amended in the manner described in the Explanatory Memorandum.”*

**5. RESOLUTION 5 – APPROVAL TO PROVIDE FINANCIAL ASSISTANCE IN CONNECTION WITH THE PROVISION OF ELF LOANS TO ENABLE OPTION HOLDERS TO ACQUIRE ELF SHARES**

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

*“That, for the purposes of section 260B of the Corporations Act and for all other purposes, approval be given for the Company’s wholly owned subsidiary, ECT Finance, and/or the Company, to provide what may constitute financial assistance in connection with the provision of the ELF Loans for the purpose of enabling Option Holders to acquire ELF Shares upon exercising their Options, as described in the Explanatory Memorandum to this Notice.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Option Holders (and any of their associates) and any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 5 is passed.

**EXPLANATORY MEMORANDUM**

An Explanatory Memorandum in respect of the Resolution is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By order of the Board.

**Jason Marinko**

**Chairman**





## HYBRID GENERAL MEETING

### Despatch

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

### Virtual attendance and registration

Shareholders and proxyholders may register to watch, vote, make comments and ask questions online during the General Meeting.

To do this, you will need a computer or mobile/tablet device with internet access and the Zoom® application installed.

You will need to register to participate online in our hybrid General Meeting via the Zoom® app. The registration link is available on our website: <https://ectltd.com.au/agm-november-2022>.

When you register for access, you will need to provide your details (including SRN/HIN) to be verified as a Shareholder. Registration closes at 7:00pm (AEDT) on Wednesday, 16 November 2022.

A link to join the General Meeting will then be emailed to all registered Shareholders on Thursday, 17 November 2022.

We encourage registered Shareholders and proxyholders to login at 11:45 am (AEDT) on Friday, 18 November 2022 to ensure they are ready prior to the scheduled Meeting start time of 12:00 pm (AEDT).

Shareholders are strongly encouraged to vote prior to the General Meeting by lodging a directed proxy appointing the Chairman before 12:00pm (AEDT) on 16 November 2022 in accordance with the instructions on the personalised proxy form previously sent to shareholders.

Shareholders are also encouraged to submit any written questions to the Company before 12:00pm (AEDT) on 17 November 2022 which the Company will endeavour to answer within the General Meeting where relevant to the business of the General Meeting.

Shareholders who attend the General Meeting online via the Zoom® app will also be able to vote in real time using the poll feature in the app. All resolutions will be conducted and determined on a poll.

### Physical attendance

Shareholders and proxyholders may also attend the General Meeting physically at the offices of Cornwalls, Level 4, 380 Collins Street, Melbourne, VIC 3000.





## **VOTING ENTITLEMENTS**

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 7.00pm am AEDT on 16 November 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

## **GENERAL MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS**

A discussion will be held on all items to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the General Meeting via the virtual General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the General Meeting, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the General Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the General Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company's website: [www.ectltd.com.au](http://www.ectltd.com.au).

The Company will attempt to address the more frequently asked questions in the General Meeting. Written questions must be received by the Company by 12.00pm on 17 November 2022, and can be submitted online, by mail, by fax or in person (as set out at the top of the Shareholder Question Form).

## **ALL RESOLUTIONS BY POLL**

The Chairman intends to call a poll on each of the Resolutions proposed at the General Meeting. Each Resolution considered at the General Meeting will therefore be conducted by poll, rather than a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.





## HOW TO VOTE

### Virtual attendance

We recommend logging in to the Zoom® app at least 15 minutes prior to the scheduled start time for the General Meeting. Our guide on virtual attendance is available on our website: <https://ectltd.com.au/agm-november-2022>.

- The meeting will proceed to put each resolution to a vote before moving on to the next.
- The Chair will read the resolution and call for questions prior to voting.
- When the Chair declares a poll open, a screen will appear with the resolution and voting choices - for or against.
- Select the option corresponding with the way in which you wish to vote, then press 'submit'.

More information about online participation in the General Meeting is available in the Online Platform Guide at: <https://ectltd.com.au/agm-november-2022>.

### Physical attendance

- Attendees entitled to vote will be issued voting cards when they register upon arrival at the venue.
- The Chair will read the resolution and call for questions prior to voting.
- Attendees will record their votes for or against each resolution as the meeting proceeds.
- At the conclusion of the meeting, attendees will hand their voting cards to the Returning Officer to be tallied.

### Appointing a proxy

A member can appoint a proxy to attend the Meeting and vote on their behalf, using the enclosed Proxy Form. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a member of the Company.

If you require an additional Proxy Form, please contact the Share Registry at [hello@automic.com.au](mailto:hello@automic.com.au) or call on 1300 288 664.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry no later than 12.00pm on 16 November 2022 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.





Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it Environmental Clean Technologies Limited c/- Automic Registry Services, GPO Box 5193, Sydney NSW 2001;
- hand delivering it to Automic Registry Services, Level 5, 126 Phillip Street, Sydney, NSW, Australia 2000;
- emailing: **meetings@automicgroup.com.au**
- faxing it to Automic Registry Services on +61 2 8583 3040; or

Proxy Forms from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chairman of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as a proxy for that shareholder, in favour of the item on a poll.

#### **BODY CORPORATE REPRESENTATIVES**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.





# GENERAL MEETING OF ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED (ACN 009 120 405)

## EXPLANATORY MEMORANDUM

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### 1. OVERVIEW OF EXPLANATORY MEMORANDUM

#### 1.1 General

This Explanatory Memorandum is intended to provide Shareholders with information that the Board considers material to Shareholders in deciding whether or not to pass the Resolutions contained in the accompanying Notice of Meeting.

#### 1.2 Personal advice

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolution. If you are in any doubt about what to do in relation to the Resolution contemplated in the Notice of Meeting and this Explanatory Memorandum, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

#### 1.3 Definitions

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### 1.4 Forward looking statements

The forward-looking statements in this Notice of Meeting (if any) are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Board of Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements in this Notice of Meeting. These risks include but are not limited to, the risks referred to below. Forward looking statements include those containing words such as "anticipate", "estimates", "should", "will", "expects", "plans" or similar expressions.





### **1.5 Action to be taken by Shareholders**

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolution set out in the Notice of Meeting.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the **attached** Proxy Form should be completed, signed and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must then not exercise the rights conferred by the Proxy Form. If the Resolution is approved by Shareholders and then completed, the voting power of existing Shareholders will be diluted.

### **1.6 ASIC and ASX**

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASIC and ASX pursuant to the Corporations Act and ASX Listing Rules. Neither ASIC, ASX nor any of their officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

### **1.7 Enquiries**

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company Secretary, Arron Canicaïs, at [arron.canicaïs@ectltd.com.au](mailto:arron.canicaïs@ectltd.com.au).

## **2. ORDINARY BUSINESS – ANNUAL FINANCIAL REPORT**

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before Annual General Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- discuss the Annual Report which was sent to those Shareholders who elected to receive the Annual Report or is available online at [www.ectltd.com.au](http://www.ectltd.com.au);
- ask questions about, or comment on, the management of the Company; and
- ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and the content of the Auditor's Report;
- the conduct of the audit;
- accounting policies of the Company in relation to the preparation of the financial statements; and





- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

### 3. **RESOLUTION 1 – REMUNERATION REPORT**

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is also available on the Company's website.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

### 4. **RESOLUTION 2 – RE-ELECTION OF JASON MARINKO**

#### 4.1 **General**

Article 13.2 of the Constitution requires one third of all Directors (except for the Managing Director), or if their number is not a multiple of three, then the number nearest one-third (rounded down to the nearest whole number) to retire at each annual general meeting.

Article 13.2 of the Constitution states that a Director who retires under article 13.2 of the Constitution is eligible for re-election.

Resolution 2 provides that Mr Jason Marinko retires by rotation and seeks re-election as a Director.





## 4.2 Qualifications

Mr Marinko is an experienced public company CEO, Director and Chairman, with expertise in the technology and investment banking industries and a proven track record in leading technologies to commercialisation. His experience includes being the Executive Chairman of geospatial imagery company Spookfish Limited, where he oversaw the company from its ASX listing through to its eventual sale to North American industry leader, EagleView Technologies Inc and its U.S. private equity partners.

In addition, Mr Marinko was previously CEO of Little World Beverages Limited and an Executive Director at ASX-listed logistics technology company, Yojee Limited, and is currently a Non-Executive Director of legal tech innovator, Immediation Limited. He has extensive corporate finance experience and holds an MBA from INSEAD Business School in France and is a graduate of the Australian Institute of Company Directors.

## 4.3 Recommendation

The Board (other than Mr Marinko) recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

# 5. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

## 5.1 Introduction

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined and explained below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of equity securities (defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 (**Eligible Entity**).

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and as at the time the approval is sought is expected to have a market capitalisation of approximately \$30 million.

An equity security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities.





The number of Shares that the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (detailed below) should the Shareholders approve this Resolution.

Note that Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of the resolution for it to be passed.

## **5.2 The number of Shares to be issued**

The Number of Shares that the Company may issue under the 10% Placement Capacity will be calculated according to the following formula:

$$(A \times D) - E$$

**A:** is the number of Shares on issue 12 months before the date of the issue or agreement,

- Plus, the number of fully paid Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- Plus, the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- Plus, the number of fully paid Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- Plus, the number of any other fully paid Shares issued in the relevant period with approval under ASX Listing Rule 7.1 and 7.4;
- Plus, the number of partly paid Shares that became fully paid in the relevant period; and





- Less the number of fully paid Shares cancelled in the relevant period.

**D:** is 10%.

**E:** is the number of Equity Security issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of Shares under ASX Listing Rule 7.4.

By applying the above formula, the number of Shares that may be issued under the 10% Placement Capacity is 171,625,168.

### **5.3 Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

#### *Minimum Price*

The minimum price at which the Shares will be issued will be no less than 75% of the volume weighted average market price for the Shares, calculated over the 15 trading days on which trades were recorded immediately before:

- the date on which the price at which the securities are to be issued was agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 days of that date, the date on which the securities were issued.

#### *Risk of economic and voting dilution*

Any issue of Shares under the 10% Placement Capacity will dilute the interest of the Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by the Shareholders and the Company issues the maximum number of Shares available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be shown in the table below.

The table below shows the dilution of existing Shares calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, based on the market price of Shares as at 27 September 2022 and the estimated number of Shares on issue as at the date of the General Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.





Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price / Share	\$0.008	\$0.016	\$0.032
		(50% decrease in Issue Price)	Issue Price	(50% increase in Issue Price)
1,716,251,678	Shares issued – 10% voting dilution	171,625,168	171,625,168	171,625,168
(Current Variable A*)	Funds raised	\$1,373,001	\$2,746,003	\$5,492,005
2,574,377,517	Shares issued – 10% voting dilution	257,437,752	257,437,752	257,437,752
(50% increase in Variable A)	Funds raised	\$2,059,502	\$4,119,004	\$8,238,008
3,432,503,356	Shares issued – 10% voting dilution	343,250,336	343,250,336	343,250,336
(100% increase in Current Variable A)	Funds raised	\$2,746,003	\$5,492,005	\$10,984,011

\* The number of Shares on issue (Variable A) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The above table assumes:**

- There are 1,716,251,678 Shares on issue.
- The Company issues the maximum possible number of Shares under the 10% Placement Capacity.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue – this is why the voting dilution is shown in each example as 10%.

Shareholders should also note that there are risks that:

- the market price of the Company's Shares may be significantly lower on the issue date than on the date of the approval obtained under ASX Listing Rule 7.1A; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

*Period of time approval is valid for*





The Shares may be issued under the 10% Placement Capacity in the period commencing on the date of the approval obtained under ASX Listing Rule 7.1A and expiring on the first to occur of the following:

- (c) 12 months after the date of this General Meeting at which approval is obtained;
- (d) the time and date of the entity's next annual general meeting; and
- (e) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the company's activities) or 11.2 (disposal of the company's major undertaking) (**10% Placement Capacity Period**).

*Purpose of Issue under the 10% Placement Capacity*

The Company may issue Shares under the 10% Placement Capacity to raise cash for acquisitions of new assets and investments (including expenses associated with such acquisitions), and for general working capital of the Company.

The Company will comply with its disclosure obligations under ASX Listing Rule 7.1A.4 and 3.10.3 in relation to an issue of any equity securities.

*Allocation policy under the 10% Placement Capacity*

The recipients of the Shares to be issued under the 10% Placement Capacity have not been determined. However, the recipients of Shares could consist of current Shareholders, or new investors (or all of them). None of them will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, by having regard to:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Shares on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from legal, corporate, financial and broking advisers (if applicable).

*Prior issues of securities under ASX Listing Rule 7.1A*





The Company has not issued, or agreed to issue, any securities under listing rule 7.1A.2 in the 12-month period prior to the date of the General Meeting.

#### **5.4 Technical information required by ASX Listing Rule 14.1A**

If Shareholders approve Resolution 3, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out above in this Resolution 3).

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval as provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

#### **5.5 Board recommendation**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 3.

### **6. RESOLUTION 4 – AMENDMENT OF THE COMPANY’S CONSTITUTION**

#### **6.1 General**

Resolution 4 is a special resolution to amend the Constitution to allow for the Company to hold shareholders’ meetings virtually using technology (in whole or part).

The amendments are set out in Annexure A, and a full copy of the Constitution (with the proposed amendments marked-up is available on the Company’s website.

Shareholders are invited to contact the Company if they have any queries or concerns.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to amend the Constitution. Accordingly, Resolution 4 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

#### **6.2 Virtual meetings**

Pursuant to new legislation, meetings of members are able to be held physically, as a hybrid or, *if expressly permitted by the entity’s constitution*, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company’s current Constitution does not currently permit the holding of wholly virtual meetings of Shareholders.

The amendment proposed under Resolution 4 introduces a new article into the existing Constitution that:





- (a) allows the Company to hold a meeting of Shareholders using or with the assistance of any virtual meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate;
- (b) allows the Directors to prescribe regulations, rules and procedures in relation to the manner in which virtual meetings are to be conducted and communicate such matters to members by notice to ASX; and
- (c) address and manage technical difficulties that arise during the course of virtual meetings

### 6.3 Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

## 7. RESOLUTION 5 – APPROVAL TO PROVIDE FINANCIAL ASSISTANCE IN CONNECTION WITH THE PROVISION OF ELF LOANS

### 7.1 Introduction

The Company has 961,303,046 listed options (ASX:ECTO) on issue, each with an exercise price of \$0.03 and an expiry date of 17 February 2023 (**Options**).

The Options are held by individuals, companies, superfunds and other entities (**Option Holders**).

### 7.2 Background to ELF

The Company wishes to assist Option Holders to exercise their Options. The key driver for doing so is to reduce the potentially depressing impact on the ECT share price resulting from the large number of Options exercisable at 3 cents. The Company considers its share price to be currently significantly undervalued and investors are likely in the next 3 months, but for the overhang of the Options, to consider acquiring shares at a price in excess of 3 cents. Assisting Option Holders to exercise their Options will have the propensity to reduce or remove this overhang.

In order to provide this assistance, the Company proposes to implement an equity lending facility (**ELF**) under which a wholly owned subsidiary of the Company, ECT Finance Limited (**ECT Finance**), will provide funding to Option Holders by way of loans to enable the Options Holders to pay the Company the exercise price for their Options and be issued fully paid ordinary shares (ASX:ECT) in the Company (**ELF Shares**).

ECT Finance's ordinary business includes providing finance and taking security for that finance.

ECT Finance will be funded by a loan facility (**Head Loan**) from the Company. The loan facility provided to ECT Finance from the Company has been in place since 1 August 2017.





On provision by ECT Finance of the ELF loans and given that ECT Finance is funded by the Company, these transactions may constitute the provision of financial assistance under section 260A of the Corporations Act by the Company. The Company may, and proposes to, provide the financial assistance with shareholder approval.

### 7.3 Proposal for implementing ELF

The Company proposes to implement the ELF in accordance with the following timetable:

Activity	Date
Expressions of interest period commences	1 January 2023
ELF applications open	1 February 2023
ELF applications close	16 February 2023
Assessment of applications	1 February 2023 - 16 February 2023 (applications will be assessed as they are received)
Entry into formal documentation	17 February 2023
Settlement	17 February 2023

**Note:** The above timetable is indicative only. The Company reserves the right to alter the timetable.

### 7.4 Overview of the loan arrangements

Under the ELF the Option Holders will be invited to apply to ECT Finance for a loan to pay the exercise price of some or all of their Options. ECT Finance will review the applications and offer a loan (**ELF Loan**) to successful applicants.

Applicants must satisfy application criteria approved by ECT Finance to obtain an ELF Loan. The basic commercial terms of the ELF Loans are described in section 7.6(b) below – the commercial terms described are indicative only and are subject to change.

ELF Loans will be advanced to Option Holders at the time they exercise their Options by ECT Finance paying the exercise price to the Company. In practice, the Company will advance the exercise price to ECT Finance under the Head Loan and the amount of the exercise price will become a debt owing by ECT Finance to the Company under the Head Loan which ECT Finance will repay to the Company as Option Holders repay their ELF Loans.

### 7.5 Impact of the ELF on the Company's capital structure

The table below outlines the maximum dilution that existing Shareholders may experience in the circumstance that Resolution 5 is passed and assumes that all Option Holders participate in the ELF resulting in the exercise of 961,303,046 Options and the issue of 961,303,046 ELF Shares.





Number of Shares held by ECT Shareholder	Holding prior to ELF (%) <sup>(1)</sup>	Holding post ELF (50% uptake) (%) <sup>(2)</sup>	Holding post ELF (100% uptake) (%) <sup>(3)</sup>
1,000,000	0.06%	0.05%	0.04%
50,000,000	2.91%	2.28%	1.87%
150,000,000	8.74%	6.83%	5.60%
500,000,000	29.13%	22.76%	18.67%

**Notes:**

- (1) Prior to implementation of the ELF (and assuming no ELF Shares issued), the Company has 1,716,251,678 Shares on issue.
- (2) Post implementation of the ELF (and assuming that 480,651,523 ELF Shares are issued pursuant to the ELF, representing 50% uptake of the ELF), the Company will have 2,196,903,201 Shares on issue.
- (3) Post implementation of the ELF (and assuming that 961,303,046 ELF Shares are issued pursuant to the ELF, representing 100% uptake of the ELF), the Company will have 2,677,554,724 Shares on issue.

## 7.6 Terms of the Head Loan and ELF Loans

### (a) Head Loan

The Head Loan is a working capital facility provided to ECT Finance by the Company that is secured by a general security over ECT Finance dated 1 August 2017. The loan and security arrangements are on commercial arm's length terms.

### (b) ELF Loans

The basic commercial features of the ELF Loans are proposed to be:

- (i) a 3-year term;
- (ii) interest is charged on the loan amount at a commercial per annum rate. The per annum rate is referenced to a benchmarked rate to be determined by ECT Finance less a margin that is based on a risk structure model determined by ECT Finance;
- (iii) secured over the ELF Shares, that will include a holding lock on the ELF Shares preventing them from being traded on the ASX; and
- (iv) on the occurrence of a default, recourse rights of ECT Finance are limited to enforcement of its security over the ELF Shares financed under the ELF Loan.





ELF Loans are proposed to be offered by ECT Finance in the ordinary course of its business on or before expiry of the Options. The above commercial terms may change, as determined by ECT Finance in accordance with its ordinary business activities.

Enforcement action by ECT Finance in connection with ELF Shares under an ELF Loan that is in default may include an on or off market sale of ELF Shares, or a share buy-back by ECT to buy-back and cancel the ELF Shares.

## **7.7 Restrictions on companies giving financial assistance**

### **Section 260A of the Corporations Act**

Resolution 5 seeks Shareholder approval for the purpose of complying with section 260A of the Corporations Act.

Implementation of the ELF may constitute the giving of financial assistance by the Company to which section 260A of the Corporations Act applies.

Section 260A of the Corporations Act states that a company may financially assist a person to acquire shares in that company, or a holding company of the company, only if the financial assistance:

- does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors;
- is approved by shareholders under section 260B of the Corporations Act; or
- falls within a limited number of exemptions under section 260C of the Corporations Act.

### **Section 260B(2) of the Corporations Act**

Pursuant to section 260B(2) of the Corporations Act, the Company may provide financial assistance only if, among other things, the assistance is approved by its shareholders by way of special resolution.

The Company seeks approval (by way of special resolution) from its Shareholders under section 260B of the Corporations Act to provide the financial assistance (**Financial Assistance**) described above in paragraphs 7.1, 7.2, 7.3, 7.5 and 7.6.

ECT Finance has separately sought and obtained approval in respect of the Financial Assistance from its shareholder.

## **7.8 Approval of financial assistance**

### **(a) Financial assistance approval**

It is proposed that the Financial Assistance be approved by Shareholders under Resolution 5, pursuant to section 260B of the Corporations Act.





**(b) Reasons for giving financial assistance**

The Board is of the view that the large amount of Options on issue (with a theoretical value in excess of over \$30 million) is overhanging the price of the Shares and is an impediment for a sustained increase in the Share trading price to above \$0.03.

The reason for the giving of the Financial Assistance is to:

- (i) incentivise the Option Holders to exercise their Options and to accelerate the exercise of Options to purchased fully paid shares in the Company;
- (ii) for the Company, and its wholly owned subsidiary, ECT Finance, to generate revenue in the form of fees and interest under the Head Loan and ELF Loans; and
- (iii) lead to a net increase in funds available to the Company.

**(c) Material prejudice**

The Board is of the view that the Financial Assistance will not result in the diminution of the Company's, or ECT Finance's, assets to the extent that is materially prejudicial to the interest of the Company, its Shareholders or the Company's ability to pay its creditors, for the following reasons:

- revenue will be generated from interest payments and fees under the ELF Loans and Head Loan;
- the Company will receive capital and cashflow from the issue of ELF Shares.

**(d) Advantages of implementing the ELF**

The Board considers that the Financial Assistance may result in a number of advantages, as set out below, which Shareholders should consider prior to exercising their vote:

- the Company will create a receivable from the Head Loan;
- revenue will be generated from interest payments and any fees under the ELF Loans and Head Loan;
- the Company will benefit from increased access to future capital and in turn a reduction in reliance on equity capital markets;
- increases optionality and value for Option Holders;
- mitigates the overhang effect caused by an expiry of a significant amount of Options as a percentage of the Company's market capitalisation;





- allows Option Holders to participate in a leveraged holding of the Company which most conventional issuers in a similar position would not typically offer;
- the limited recourse nature of the ELF Loan being limited only to the secured ELF Shares protects Option Holders that enter into an ELF Loan against losses beyond their equity contribution; ECT Finance will take security over the ELF Shares acquired by the Option Holders under an ELF Loan; and
- the Company will receive capital and cashflow from the issue of ELF Shares.

**(e) Disadvantages of implementing the ELF**

The Board considers that the Financial Assistance may result in a number of disadvantages, as set out below, which Shareholders should consider prior to exercising their vote:

- Shareholders' proportionate holdings in the Company will be diluted on the issue of the ELF Shares upon the exercise of Options (see section 7.5). The ELF Loan does not alter the present position insofar as Option Holders may at any time prior to the Option expiry exercise their Option. However, and theoretically, the ELF loans may make it more accessible for Option Holders to exercise their Options increasing the potential for Shareholders' proportionate holdings in the Company to be diluted;
- an Option Holder that enters into an ELF Loan may default under an Option Loan; and
- if a default under an ELF Loan occurs, ECT Finance may take enforcement action that may include the enforcement of its security over ELF Share (see section 7.6(b)); and
- an Option Holder that enters into an ELF Loan may lose the equity that they have contributed, including by way of payment of interest and fees.

**(f) Effect of financial assistance under the ELF**

On balance, the Board considers that the Financial Assistance does not materially prejudice the interests of the Company, its Shareholders or its ability to pay its creditors for the following reasons:

- the factors indicating that the Financial Assistance is favourable to the Shareholders described in section 7.8(c) outweigh the factors which indicate the financial assistance is unfavourable to the Shareholders described in 7.8(e);





- the value of the Shares will not be materially reduced and there is no foreseeable prospect of the Company being wound up;
- any ELF Loans provided by ECT Finance to Option Holders will be within the ordinary course of ECT Finance's business and on arm's length commercial terms;
- the giving of the Financial Assistance will not impact on the ability of the Company to pay its debts as and when they fall due;
- the completion of the arrangements contemplated by the Financial Assistance will not materially adversely affect the day-to-day operations or the business plans or procedures of the Company or ECT Finance; and
- the Company may receive capital of up to \$28,839,090 for the new issue of up to 961,303,046 ELF Shares.

The terms of the ELF Loans are such that the giving of the Financial Assistance will not result in the diminution of the Company's, or ECT Finance's, assets to the extent that is materially prejudicial to the interest of the Company, its Shareholders or the Company's ability to pay its creditors.

Accordingly, the Board considers that:

- the Financial Assistance as contemplated in Resolution 5 does not materially prejudice the interests of the Company or its Shareholders;
- the giving of the Financial Assistance will not materially prejudice the Company's ability to pay its creditors; and
- the Company is and will remain solvent after the Financial Assistance is given and the transactions and arrangements contemplated in this Resolution 5 are entered into.

## **7.9 Prior notice to ASIC**

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Memorandum, as sent to the Shareholders, were lodged with ASIC prior to their dispatch to Shareholders.

## **7.10 Recommendation**

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 5. Each Director has indicated that he intends to vote in favour of Resolution 5 in respect of Shares he owns or controls.





#### **7.11 Voting exclusion statement**

A voting exclusion statement with respect to this Resolution is contained in the Notice of Meeting.





## 8. GLOSSARY

<b>Annual Report</b>	The comprehensive report on the Company's position and activities throughout the preceding year
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited
<b>ASX Listing Rules</b>	The official listing rules of ASX, as amended or waived from time to time
<b>Auditors Report</b>	Means the auditor's report in the Financial Report
<b>Board</b>	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
<b>Chairman</b>	The chairperson of the Board
<b>Closely Related Party</b>	Has the meaning given to it in section 9 of the Corporations Act
<b>Company or ECT</b>	Environmental Clean Technologies Limited (ASX:ECT) (ACN 009 120 405)
<b>Constitution</b>	The constitution of the Company (as amended from time to time)
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Director's Report</b>	Means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities
<b>ECT Finance</b>	ECT Finance Limited (ACN 619 944 099)
<b>ELF</b>	Has the meaning given to it in section 7.2
<b>ELF Loans</b>	Has the meaning given to it in section 7.4
<b>ELF Shares</b>	Has the meaning given to it in section 7.2
<b>Explanatory Memorandum</b>	The explanatory memorandum which is attached to or accompanies, and is incorporated as part of, the Notice of Meeting and includes any schedule or document annexed to it or incorporated by reference





<b>General Meeting</b>	The annual general meeting of the Company to be held on 18 November 2022
<b>Financial Assistance</b>	The financial assistance provided by the Company pursuant to section 260A of the Corporations Act
<b>Financial Report</b>	Means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities
<b>Head Loan</b>	Has the meaning given to it in section 7.2
<b>Key Management Personnel or KMP</b>	means person having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise)
<b>Notice or Notice of Meeting</b>	The Notice of General Meeting of Shareholders to which the Explanatory Memorandum is attached or otherwise accompanies
<b>Options</b>	Has the meaning given to it in section 7.1
<b>Option Holders</b>	Has the meaning given to it in section 7.1
<b>Proxy Form</b>	The proxy form enclosed with this Notice of Meeting
<b>Remuneration Report</b>	Means the remuneration report of the Company contained in the Directors' Report
<b>Resolution</b>	A resolution referred to in the Notice of Meeting
<b>Share</b>	A fully paid ordinary share in the Company (ASX:ECT)
<b>Share Registry</b>	Automatic Share Registry
<b>Shareholder</b>	A person who holds Shares in the Company
<b>Voting Platform</b>	Platform where each Shareholder will cast their vote in respect of each Resolution





## ANNEXURE A

### CONSTITUTION AMENDMENTS

#### 11.4A **Virtual Meetings**

*(a) Notwithstanding anything in this Constitution but subject to applicable law, the Company may hold a meeting of its Shareholders, either wholly or partly, using, or with the assistance of, any virtual or electronic meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate in the meeting. This may include, but is not limited to, electronic participation facilities or linking separate meeting places together by technology.*

*(b) If a general meeting is to be held in accordance with rule 11.4A:*

- i. the Directors may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and*
- ii. the Directors may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to Members by notification to ASX.*

*(c) If, before or during a meeting held in accordance with rule 11.4A, any technical difficulty occurs which may materially impact the participation of one or more Shareholders, the chairperson of the meeting may:*

- i. postpone or adjourn the meeting until the difficulty is remedied; or*
- ii. continue to hold the meeting and transact business, and no Shareholder may object to the meeting being held or continuing.*

*(d) In no circumstances shall the inability of one or more Shareholders to access, or to continue to access, an electronic participation facility or facilities affect the validity of a meeting, or any business conducted as a meeting, provided that sufficient Shareholders are able to participate in the meeting as a required to constitute a quorum.*

*(e) Nothing in this document is to be taken to limit the powers conferred on the chairperson of the meeting by law.*





## Shareholder question form

Shareholders are invited to submit questions to the Board ahead of the 2022 Annual General Meeting (AGM) relevant to the business of the meeting or the management of the Company. We will endeavour to respond to questions at the AGM.

Shareholders are also invited to submit written questions to the auditor about the conduct of the audit of the 2022 Annual Financial Report and the preparation and content of the Auditor's Report. These questions will be passed on to the auditor and a reasonable opportunity will be allowed at the AGM for the auditor or its representative to respond.

Questions can be submitted prior to the meeting and no later than 7:00pm (AEDT) on Wednesday, 16 November 2022 by either:

- Printing this form, completing the details below and mailing it to the Company at PO Box 482, South Yarra, VIC 3141
- Printing this form, completing the details below and emailing it to [info@ectltd.com.au](mailto:info@ectltd.com.au).

Questions may also be submitted on the day of the AGM through the virtual meeting facility. For further information visit <https://ectltd.com.au/agm-november-2022>.

Question 1 if for Chair ☐ or Auditor ☐

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Question 2 if for Chair ☐ or Auditor ☐

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Name: \_\_\_\_\_

Name of registered security holder (if different from above): \_\_\_\_\_

Contact details (telephone / email address): \_\_\_\_\_

Date: \_\_\_\_\_



# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12.00pm (AEDT) on Wednesday, 16 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBCHAT:

<https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414

(Overseas)



