



ECOFIBRE

ACN 140 245 263

NOTICE OF
ANNUAL GENERAL MEETING
2019

INVITATION FROM THE CHAIRMAN

Dear fellow shareholder,

I am pleased to invite you to the
2019 Annual General Meeting of
Ecofibre Limited.

Our AGM will be held on Thursday, 14 November 2019 at the offices of Colin Biggers & Paisley, level 42, 2 Park Street starting at 2:00pm Sydney time.

Shortly after opening the AGM, I will address the meeting and then our Chief Executive and Managing Director Eric Wang will review Ecofibre's operations and performance over the year to 30 June 2019. We will then move through the items of business set out in the Notice of Meeting.

The AGM is an important part of Ecofibre's overall approach to governance and shareholder engagement. You will have the opportunity to speak with your Directors and leaders, ask questions about the management and operations of your company and vote on the items of business.

We welcome shareholders to submit written questions ahead of the AGM.

If you are unable to attend the meeting, I encourage you to appoint a proxy to attend and vote on your behalf. You can do this online, via the share registry's website at investorcentre.linkmarketservices.com.au, or using the enclosed proxy form (which may be returned in the envelope provided).

Thank you for your continued support of Ecofibre. I hope that you can join us at the AGM and I look forward to meeting as many shareholders as possible on the day.

Yours sincerely



Barry Lambert
Chairman



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2019 Annual General Meeting (AGM) of Ecofibre Limited ACN 140 245 263 (Ecofibre or Company) will be held at the offices of Colin Biggers & Paisley Lawyers, Level 42, 2 Park Street, Sydney NSW 2000 on 14 November 2019 at 2:00 pm AEDT.

ITEMS OF BUSINESS

Consideration of Reports

To receive and consider the Company's Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2019.

Questions and Comments

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer any written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report.

A list of relevant written questions submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

Voting Items

Resolution 1 – Election of Directors

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

"That Mr Jon Meadmore, who retires as a Director in accordance with Ecofibre's Constitution and, being eligible, be elected as a Director of the Company."

Resolution 2 – Adoption of the Remuneration Report

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

"That the Company's Remuneration Report for the year ended 30 June 2019, as set out in the Company's 2019 Annual Report, be adopted"

The Remuneration Report is contained in the 2019 Annual Report (available at www.ecofibre.com).

Please note that in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement applicable to Resolution 2

Ecofibre will disregard any votes cast on Resolution 2 by or on behalf of:

- a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2019 Remuneration Report; or
- a closely related party of such a member.

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - i) does not specify the way the proxy is to vote on the resolution; and
 - ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

EXPLANATORY NOTES

The Explanatory Notes that follow form part of the Notice of Meeting and provide important information regarding the items of business to be considered at the AGM.

The Directors recommend that Shareholders read these Explanatory Notes before determining voting on the Resolutions in the Notice of Meeting. If you have any questions regarding the matters set out in these Explanatory Notes, please contact the Company Secretary, your stockbroker, your accountant, your solicitor or other professional adviser.

This Notice of Meeting has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this Notice of Meeting may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Notice of Meeting should inform themselves of, and observe, any such restrictions.

To assist the Company to conduct the Meeting, the Company may collect personal information including names, contact details and shareholding details of Shareholders and the names of persons appointed by Shareholders to act as a proxy at the Meeting. Personal information of this nature may be disclosed by the Company to its share registry, print and mail service providers, and the Company's advisors and relevant agents. Shareholders have certain rights to access their personal information that has been collected and should contact the Company Secretary if they wish to access their personal information.

Consideration of Reports

The laws in Australia require public companies to lay before the AGM the company's financial report (or statements) and the report of the Directors and Auditor for the year.

This item does not require a formal resolution to be put to the Meeting. However shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Reports and the management of the Company.

Shareholders can access a copy of the Company's 2019 Annual Report at ecofibre.com.

Voting Items

Resolution 1 is an ordinary resolution which is carried if a simple majority of votes cast on the resolution by Shareholders present and entitled to vote on the Resolution are in favour.

Resolution 2, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolution 1: Election of Directors

ASX Listing Rule 14.5 requires the Company to hold an election of Directors at each AGM and that at least one director stand for election or re-election at the AGM.

In addition, Clause 15.6 of the Constitution requires that, at the close of each AGM one-third of the Directors retire. The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election.

Pursuant to Clause 17.1(h) of the Constitution, the Company's managing director is not subject to retirement by rotation and is not to be taken into account in determining the rotation of retirement of Directors.

Barry Lambert retired as a director and was elected at the 2018 AGM and therefore Jon Meadmore will retire by rotation and stand for election at the 2019 AGM.

The Board reviews the performance of the directors seeking re-election at the AGM, and considers that Jon Meadmore continues to make valuable contributions to the Board and the Company.



Jon Meadmore
Non-Executive Director

Jon has been a director of Ecofibre Limited since October 2017, and chairs the Company's Audit, Risk and Compliance Committee. The Board has determined that Jon is an independent director.

Jon is a Brisbane based partner of law firm, Colin Biggers & Paisley. He is the joint leader of the corporate group, having practised law for over 25 years.

Jon holds a Bachelor of Business (Accounting) in addition to his law degree.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Board recommendation

The Board (Jon Meadmore abstaining) recommends that Shareholders vote in favour of the resolution.

Resolution 2: Adoption of the Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Company's 2019 Remuneration Report.

The Remuneration Report is contained in the Company's 2019 Annual Report, and starts on page 34. You can view the 2019 Annual Report on the Company's website (www.ecofibre.com) or by contacting Ecofibre's share registry, Link Market Services.

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and other key management personnel be put to the vote of Shareholders for adoption by way of a non-binding vote. The vote is only advisory, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company for future years.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of this resolution.

Board recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in respect of Resolution 2.

VOTING INSTRUCTIONS

Entitlement to Attend and Vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons entitled to attend and vote at the Meeting as a Shareholder are those persons who are registered holders of shares of the Company at 7:00pm (Sydney time) on 12 November 2019.

The Company encourages you to register your voting instructions in one of the ways detailed below.

Voting in Person

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

Voting by proxy

2. If you are a Shareholder entitled to attend and vote at the AGM, you may appoint an individual or a body corporate as a proxy to vote on your behalf by completing the enclosed Proxy Form.
3. In accordance with section 249L of the Corporations Act, members are advised that:
 - (a) each member has a right to appoint a proxy;
 - (b) the proxy need not be a member of the Company; and
 - (c) 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 clause 14.3(d) of the Constitution, each proxy may exercise one-half of the votes.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - (a) the full name of the body corporate appointed as proxy; and
 - (b) the full name or title of the individual representative of the body corporate to attend the Meeting.
5. Proxy appointments in favour of the Chairman will be voted by the Chairman in favour of each of the Resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
6. You can appoint a member of the Company's Key Management Personnel or their closely related parties, to vote as your proxy. However, unless the person is the Chairman of the meeting, they will not be able to vote as proxy on Resolution 2 unless you direct them on how to vote by marking the voting boxes on the proxy form for that item.
7. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.

Voting by Corporate Representative

8. A body corporate that is a Shareholder, or that has been appointed as a proxy, must ensure that it appoints an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the General Meeting, evidence of appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Voting by Attorney

9. A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, Clause 14.8 of the Constitution requires that the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 2:00 pm on 12 November 2019.

Lodgement

10. To be effective, your Proxy Form must be received by the Company no later than 2.00pm (Sydney time) on 12 November 2019 by one of the following methods:
 - (a) by post using the pre-addressed envelope provided with this Notice to:

Ecofibre Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South
NSW 1235
Australia
 - (b) by faxing to:

Ecofibre Limited, on
02 9287 0309 (within Australia); or
+61 2 9287 0309 (outside Australia)
 - (c) online, by visiting:

www.linkmarketservices.com.au and logging in using the control number found on the front of your accompanying proxy form.

The Company reserves the right to declare invalid any Proxy Form not received by one of the above methods.

GLOSSARY

In this Explanatory Statement and the Notice of Meeting:

AEDT	means Australian Eastern Daylight Time.
ASX	means the Australian Securities Exchange operated by ASX Limited ACN 008 624 691 and includes any successor body.
ASX Listing Rules	means the listing rules of the ASX from time to time.
Board	means the Company's board of Directors
Chairman	means the chair of the General Meeting.
Company	means Ecofibre Limited ACN 140 245 263
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Notes	means the Explanatory Notes that accompany and forms part of the Notice of Meeting.
Meeting or AGM	means the annual general meeting of the Company the subject of this Notice of Meeting.
Notice of Meeting or Notice	means the notice of meeting which these Explanatory Notes accompany.
Proxy Form	means the proxy form accompanying this Notice or an equivalent online electronic proxy form.
Resolution	Resolution means the resolutions in the Notice of Meeting.
Share	Share means a fully paid ordinary share in the Company.
Shareholder	Shareholder means a holder of Shares.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Thursday, 14 November 2019 at the offices of Colin Biggers & Paisley Lawyers, Level 42, 2 Park Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Re-election of Mr Jon Meadmore as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (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" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 **2:00pm on Tuesday, 12 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Ecofibre 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*
Level 12
680 George Street
Sydney NSW 2000

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

**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.**



ECOFIBRE

NOTICE OF
ANNUAL GENERAL MEETING **2019**