

ECOFIBRE

Ecofibre Limited ACN 140 245 263

NOTICE OF ANNUAL GENERAL MEETING 2024



Invitation from the Chairman

Dear fellow shareholder,

I am pleased to invite you to the 2024 Annual General Meeting of Ecofibre Limited.

Our AGM will be held in person on Wednesday, 16 October 2024, starting at 11:00 am Australian Eastern Daylight Time.

The meeting will be held at the offices of Colin, Biggers and Paisley, Level 42, 2 Park Street, Sydney NSW 2000.

Shortly after opening the AGM, I will address the meeting and then our new Chief Executive and Managing Director Ulrich Tombuelt will introduce himself. Jonathan Brown, our Chief Financial Officer and I will review Ecofibre's operations and performance over the year to 30 June 2024. 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 ask questions about the management and operations of your company and vote on the items of business.

If you are unable to attend personally and vote at the meeting, I encourage you to appoint a proxy to 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).

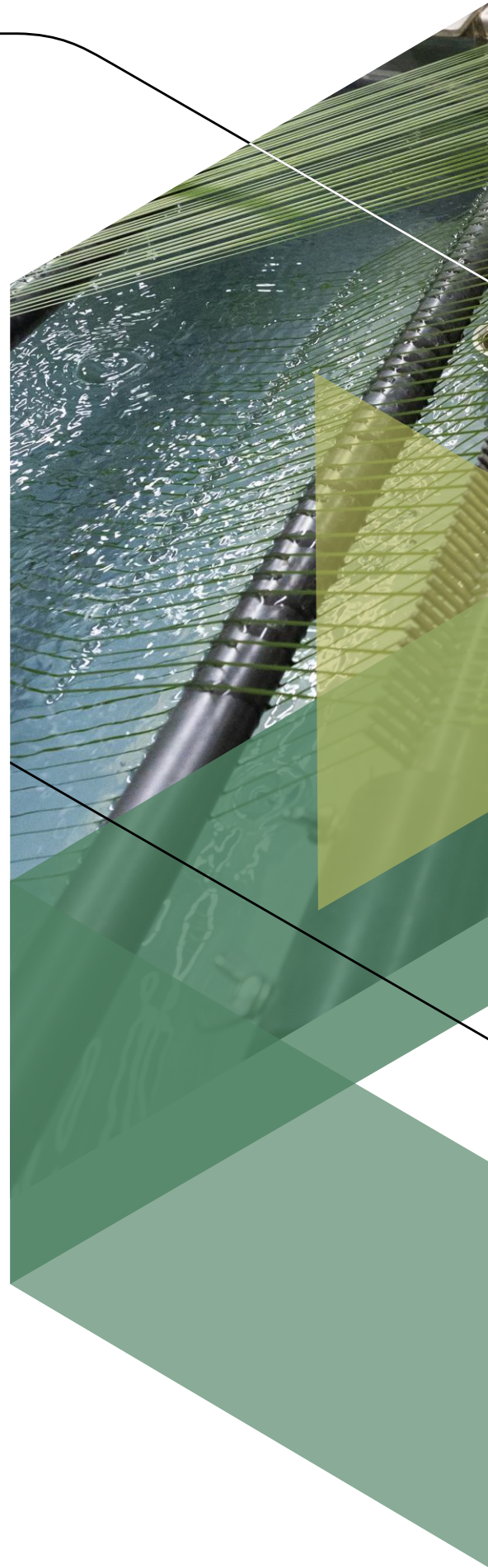
Please remember that there are options for how you receive communications. Ecofibre does not send physical meeting documents unless a shareholder requests a copy to be mailed. For further information, please see <https://ecofibre.com/investors/shareholder-services/>

I hope that you can join us at the AGM and thank you for your continued support of Ecofibre.

Yours sincerely,



Vanessa Wallace
Chairmain





Notice of Annual General Meeting

NOTICE IS GIVEN that the 2024 Annual General Meeting (**AGM**) of Ecofibre Limited ACN 140 245 263 (**Ecofibre** or **Company**) will be held in person at the offices of Colin Biggers and Paisley Lawyers, Level 42, 2 Park Street, Sydney NSW 2000 on 16 October 2024 starting at 11:00 am AEDT.

If you are unable to attend the AGM, please complete a proxy form via the share registry's website at investorcentre.linkmarketservices.com.au or complete and return the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form. This Notice of Annual General Meeting should be read in conjunction with the Explanatory Notes which are attached to this Notice of Annual General Meeting.

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 fiscal year ended 30 June 2024.

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 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.

Voting Items

Resolution 1 – 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 2024, as set out in the Company's 2024 Annual Report, be adopted."

The Remuneration Report is contained in the 2024 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 1

Ecofibre will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2024 Remuneration Report; or
- a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 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.

Resolution 2 – Election of Director: Bruce Robinson

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

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

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 2024 Annual Report at www.ecofibre.com.

Voting Items

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolution 2, relating to the election of Directors, is an ordinary resolution which is carried if a simple majority of votes cast on the resolution by Shareholders entitled to vote on the Resolution are in favour.

Resolution 1 – Adoption of the Remuneration Report

Background

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Company's 2024 Remuneration Report.

The Remuneration Report is contained in the Company's 2024 Annual Report, and starts on page 35. You can view the 2024 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.

Voting Consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on the Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings, a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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 1.

Resolution 2 – Election of Director: Prof. Bruce Robinson

Background

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.

There are three Directors of the Company who are subject to re-election. Vanessa Wallace was elected at the 2023 AGM, and therefore either Prof Robinson or Michele Anderson is eligible for re-election in 2024. Only one person needs to stand for re-election, and that person is Prof. Robinson.

The Board reviews the performance of the director seeking re-election at the AGM, and considers that Bruce Robinson continues to make valuable contributions to the Board and the Company.



Bruce Robinson, AC
Non-Executive Director

Bruce has been a director of Ecofibre Limited since March 4, 2021. The Board has determined that Bruce is an independent director.

Bruce has over 25 years leadership experience as a board director, academic physician and scientist across research, healthcare and medicine, and tertiary education. He has extensive experience covering academia, government, public and private health providers, research institutes and philanthropic organisations.

Bruce is currently a director of ASX listed companies Cochlear and MaynePharma, and also a director of QBiotics, a drug development company.

From 2015 – 2021, Professor Robinson chaired the Australian Government's National Health and Medical Research Council, and the Medical Benefits Schedule Review Task Force.

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

Board recommendation

The Board (Bruce Robinson abstaining) recommends that Shareholders vote in favour of the resolution.

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 11:00 am (Australian Eastern Daylight time) on 16 October 2024.

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

Voting by proxy

1. 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.
2. 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.
3. 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.
4. 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 Management Personnel.
5. 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.
6. 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

7. 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

8. 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 11:00 am on 14 October 2024.

Lodgement

9. To be effective, your Proxy Form must be received by the Company no later than **11:00 am** (Australian Eastern Daylight time) on **14 October 2024** 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 used in the 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 <i>Corporations Act 2001</i> (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	means a fully paid ordinary share in the Company.
Shareholder	means a holder of Shares.



ECO FIBRE
**NOTICE OF
ANNUAL
GENERAL
MEETING
2024**



BALANS
LABSSM
CBD INFUSED
FACE OIL