

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting of

ECP EMERGING GROWTH LIMITED ("the Company")

ACN 167 689 821

will be held at

Location	Offices of EC Pohl & Co Pty Ltd, Level 12, Corporate Centre One 2 Corporate Court, Bundall, Gold Coast QLD 4217
Date	Wednesday 29 November 2023
Time	12.00 pm (AEST)

ORDINARY BUSINESS

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Reports and the reports of the Directors and Auditor for the year ended 30 June 2023.

ITEM 2

Resolution 1

ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider, and if in favour, to pass the following Resolution under section 250R(2) *Corporations Act (Cth)* (**Corporations Act**):

- 'That the Remuneration Report of the Directors for the financial year ended 30 June 2023 be adopted.'**

Note

This Resolution will be decided as if it were an ordinary resolution, but under section 250R(2) *Corporations Act* the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors abstain from making a voting recommendation on the resolution.

Voting Exclusion:

- Key Management Personnel (**KMP**) whose remuneration details are contained in the Remuneration Report (and their Closely Related Parties) are restricted from voting on Resolution 1 under section 250R(4) *Corporations Act*.
- KMP (or their Closely Related Parties) appointed as a proxy must not vote on a Resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - the proxy is the person chairing the meeting; And
 - the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on such a resolution.

ECP

ITEM 3

Resolution 2

RE-ELECTION OF DIRECTOR

To consider, and if in favour, to pass the following as an ordinary Resolution:

2. **'That Mr David Crombie AM, who retires by rotation under rule 19.3 of the Company's constitution, and being eligible, be re-elected as a Director.'**

Note:

Information about Mr Crombie is contained in the Explanatory Memorandum. **The Directors recommend that you vote in favour of this resolution.**

ITEM 4

Resolution 3

CHANGE OF AUDITOR

To consider, and if in favour, to pass the following as an ordinary Resolution:

3. **'That subject to the consent from ASIC to the current auditor resigning, Augmented Audit Co Pty Ltd be appointed as auditor of the Company effective from the date of the Annual General Meeting.'**

Note:

Information about the change of auditor appears in the Explanatory Memorandum.

ITEM 5

Resolution 4

AMENDMENT OF CONSTITUTION

To consider, and if in favour, to pass the following as a special resolution:

4. **That the constitution of the Company be amended in the manner set out in Annexure B of this notice of meeting.**

Note:

This Resolution 4 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, are in favour.

Information about the proposed amendments to the constitution of the Company are set out in the Explanatory Memorandum and Annexure B of this notice of meeting.

By Order of the Board



Scott Barrett

Company Secretary

19 October 2023

NOTES:

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (f) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEST) on Monday, 27 November 2023.
- (h) If you have any problems accessing your Shareholder information or placing your vote, please contact Automic Share Registry on 1300 288 664 (within Australia) or on +61 (0)2 9698 5414 (outside Australia) during business hours. or email at **meetings@automicgroup.com.au**

Voting by Proxy

Proxies must be received before 12:00pm (AEST) on Monday 27 November 2023
by one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By Post:	Automic, GPO Box 5193, Sydney NSW 2001
By Delivery:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

The Company reserves the right to declare invalid any proxy not received in this manner.

2023 ANNUAL GENERAL MEETING EXPLANATORY NOTES

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and Reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's Auditor, Connect National Audit Pty Ltd, if the question is relevant to:

- a) the content of the Auditor's Report; or
- b) the conduct of its audit of the Annual Financial Report to be considered at the meeting.

Note:

Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered on or before Wednesday 22 November 2023. Please send any written questions for Connect National Audit Pty Ltd to the Company at the address listed on the proxy form attached to this Notice.

ITEM 2

RESOLUTION 1: Adoption of Directors' Remuneration Report

The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors, and the Company Secretary (**Remuneration Report**) be put to the vote of Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

If, at the following Annual General Meeting the Remuneration Report is voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second Annual General Meeting must resign and stand for re-election.

The Remuneration Report is in the 2023 Annual Report. It is also available on the Company's website: www.ecpam.com/emerging

EXPLANATORY NOTES *(Continued)*

ITEM 2 *(continued)*

THE REPORT:

- a) explains the Board's policies on the nature and level of remuneration paid to the Directors and Company Secretary within the Company;
- b) discusses the link between the Board's policies and the Company's performance;
- c) sets out the remuneration details for each Director;
- d) provides details on any service agreements, share based compensation arrangements and related party transactions; and
- e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

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

As RESOLUTION 1 relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance, and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

ITEM 3

RESOLUTION 2: Re-election of Mr David Crombie AM

In terms of clause 19.3 of the Constitution at every Annual General Meeting, one third of the Directors must retire from office. A Director must retire from office at the conclusion of the third Annual General Meeting, after which the Director was elected or re-elected. A Director who is required to retire under this rule, retains office until the dissolution or adjournment of the meeting, at which the retiring Director retires. The Director to retire at an Annual General Meeting is the one who has been longest in office since the last election. The retiring Director is eligible for re-election.

Mr David Crombie AM has been in office since 9 June 2014. He is also a Shareholder of the Company. Further information regarding his experience and qualifications is contained in the Directors' Report of the Annual Report 2023, which can also be viewed on the Company's website:

www.ecpam.com/emerging

The Board (with Mr Crombie abstaining) unanimously supports the re-election of Mr David Crombie AM as a Director and recommends that Shareholders vote IN FAVOUR of RESOLUTION 2.



EXPLANATORY NOTES *(Continued)*

ITEM 4

RESOLUTION 3: Change of Auditor

As part of the Company's regular service provider review the ongoing audit engagement was subject to a tender. After careful consideration, the Board has selected Augmented Audit Co Pty Ltd to provide audit services to the Company.

Connect National Audit Pty Ltd has submitted their resignation as auditor and ASIC's consent to the resignation in accordance with section 329(5) Corporations Act is expected prior to the AGM.

In order to meet the Corporations Act requirements for appointing a new auditor, the Company has received a notice from EC Pohl & Co Pty Ltd, being a Member of the Company, nominating Augmented Audit Co Pty Ltd as the new auditor of the Company. A copy of that notice is attached as Annexure A.

The Company notes that Augmented Audit Co Pty Ltd is registered as an auditor under section 1280 Corporations Act and considers it is an audit firm with the necessary expertise and resources to meet the Company's requirements.

Augmented Audit Co Pty Ltd has consented to their appointment as the replacement auditor of the Company.

The Directors recommend you vote in favour of RESOLUTION 3

ITEM 5

RESOLUTION 4: Special resolution to change the Constitution of the Company

The constitution of the Company (**Constitution**) was originally adopted in January 2014. It is proposed that the Company take this opportunity to update and amend the Constitution to:

- a) update references to the Company's former name;
- b) provide more proscriptive requirements relating to the use of technology by the Company for holding virtual or hybrid (both physical and virtual) general meetings; and
- c) address the accumulation of future unclaimed dividends.

The details of the specified proposed amendments are set out in Annexure B to the Notice of Meeting. A copy of the Constitution with the proposed changes will be made available prior to the AGM on the Company's website at <https://ecpam.com/assets/pdf/constitution-draft.pdf>.

EXPLANATORY NOTES *(Continued)*

Key proposed amendments –

Use of technology in general meetings

Under the existing Constitution, the Company has the ability to hold a general meeting of Shareholders at two or more venues using technology that gives the Shareholders as a whole a reasonable opportunity to participate in the meeting. Although this allows the Company to hold hybrid meetings, which comprise both a physical location as the primary location of the meeting and the ability for members to participate virtually, there is no ability for the Company to hold entirely virtual general meetings.

The Directors wish to maintain the greatest level of flexibility for the future and ensure that all Shareholders have an opportunity to participate in general meeting. It is proposed that the amendments to be adopted to the Constitution include the ability to hold entirely virtual general meetings and also provide for more prescriptive requirements for holding of virtual or hybrid meetings, such as ensuring a quorum for the meeting is maintained and the ability to adjourn the meeting if technical difficulties arise that impact the ability of those Shareholders present virtually to participate in the meeting.

Unsuccessful payment of dividends and unclaimed dividends

Under the existing Constitution, the Company has the ability to determine the method for payment of dividends. At present, the Company pays dividends either by way of electronic funds transfer to the nominated bank account of a Shareholder or mails a cheque to the Shareholder at the address record on the register of members. Where a Shareholder has provided incorrect details, or has not updated their details with the Company's registry (for example, where the Shareholder has moved residences), the Company is unable to complete or make successful payment of the dividend. Currently, the Board has the right under the Constitution to invest or otherwise make use of unclaimed dividends for the benefit of the Company until claimed or otherwise disposed of according to law. If a dividend remains unclaimed, then the Company must transfer the funds to the NSW Trustee and Guardian to hold until claimed by the Shareholder or dealt with by the NSW Trustee and Guardian in accordance with applicable law.

The Directors wish to ensure that the dividends payable to a Shareholder remain for the benefit of that Shareholder. Under the proposed amendment to the Constitution, if the Company attempts to make payment of a dividend to a Shareholder using the details provided by the Shareholder and the Company is unable to complete the payment due to incorrect or non-current details of the Shareholder or a cheque not being drawn before the next dividend payment, the Board may determine that the Shareholder is a lost Shareholder. The Board will be permitted to arrange for the Shareholder's unclaimed dividend to be reinvested in ordinary shares of the Company in accordance with any regulations made by the Board for the purpose of this new provision, including deeming that the Shareholder has made an election to participate in full under the Company's dividend reinvestment plan, with all future dividends being reinvested under the plan until such time the Shareholder gives written notice to the Company nominating a valid bank account for dividend payments.



EXPLANATORY NOTES *(Continued)*

Pursuant to section 139(2) of the Corporations Act 2001 (Cth), because this proposed amendment to the Constitution has the effect of requiring a Shareholder to take up additional shares in the Company, persons that became Shareholders before the date of adoption of the amendment to the Constitution will only be bound by this amended provision if they agree in writing to be bound.

The Board unanimously support the change to the constitution and recommend that Shareholders vote in favour of RESOLUTION 4.

ANNEXURE

Annexure A – Notice of Nomination of Auditor

**EC.POHL
& CO**



29 September 2023

Mr Scott Barrett
Company Secretary
ECP Emerging Growth Limited [ACN 167 689 821]
Level 4, The Pavilion
388 George Street
SYDNEY NSW 2000

Dear Mr Barrett

Notification of Nomination of new auditor to ECP Emerging Growth Limited ACN 167 689 821

In accordance with section 328B of the *Corporations Act 2001* (Cth), I, Emmanuel Clive Pohl AM, Chairman and CEO of EC Pohl & Co Pty Ltd, a Substantial Shareholder in ECP Emerging Growth Limited, hereby nominate Augmented Audit Co Pty Ltd to be considered for appointment as auditor of ECP Emerging Growth Limited.

It is intended that this nomination will be put forward and voted on at the Annual General Meeting of ECP Emerging Growth Limited, scheduled for Wednesday 29 November 2023.

Yours sincerely



Dr Emmanuel C Pohl AM
Chairman & CEO

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2 Corporate Court
Bundall QLD 4217
Australia

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Annexure B – Summary of changes to constitution of ECP Emerging Growth Limited

Ref No.	Rule number	Summary	Amendment	Rationale
1	-	Name of Company	Each reference to ' <i>Barrack St Investments Limited</i> ' is deleted and replaced with ' <i>ECP emerging Growth Limited</i> '.	The name of the Company is to be updated to reflect the current company details.
2	16.6	Use of technology	<p>Rule 16.6 is amended as follows by inserting the underlined text and deleting the struck through text:</p> <p><u>16.6 Multiple venue Use of technology</u></p> <p>(a) <u>To the extent permitted under the Corporations Act, a general meeting may be convened:</u></p> <p>(i) <u>in person at one physical venue; or</u></p> <p>(ii) <u>virtually using instantaneous audio-visual communication technology only, or at two or more venues, provided that the form of technology used provides all members entitled to attend the meeting a reasonable opportunity to participate in the meeting without being physically present in the same place.</u></p> <p>(b) <u>The provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes to ensure compliance with the Corporations Act and any other applicable law, to general meetings held using instantaneous audio-visual communication technology.</u></p> <p>(c) <u>Where a general meeting is being held using instantaneous audio-visual communication technology only or at two or more venues using any form of technology:</u></p> <p>(i) <u>a member participating in the meeting is taken to be present in person at the meeting and is entitled to exercise all rights as if he or she was present in person;</u></p> <p>(ii) <u>any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given, or made available, to the persons entitled to attend the meeting (whether physically or using technology) before or during the meeting; and</u></p> <p>(iii) <u>the meeting is taken to be held at the physical venue set out in the notice of meeting, or at the registered office of the company if the meeting is held using instantaneous audio-visual communication technology only.</u></p>	Refer to Item 4 of the Explanatory Memorandum to the Note of Meeting for further information regarding this proposed amendment

Annexure B – Summary of changes to constitution of ECP Emerging Growth Limited (Continued)

Ref No.	Rule number	Summary	Amendment	Rationale
2	-		<p>(a)(d) <i>If the chairman of a general meeting considers that there is not enough room for the members who wish to attend the meeting, they may arrange for any person whom they consider cannot be seated in the main meeting room to observe or attend the general meeting in a separate room. Even if the members present in the separate room are not able to participate in the conduct of the meeting, the meeting is nevertheless treated as validly held in the main room.</i></p> <p>(b)(e) <i>If, before or during the meeting, any technical difficulty occurs and the meeting does not a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:</i></p> <p>(i) <i>gives the general body of members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;</i></p> <p>(ii) <i>enables the chairman to be aware of proceedings in the other place; <u>or</u></i> and</p> <p>(iii) <i>enables the members in the separate meeting place to vote on a show of hands or on a poll,</i></p> <p>a member present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.</p> <p>(c) <i>If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out in rule 16.6(b) is not satisfied, the chairman may:</i></p> <p>(iv) <i>adjourn the meeting until the difficulty is remedied; or</i></p> <p>(v) <i><u>provided that sufficient members are able to participate in the meeting as are required to constitute a quorum, continue to hold the meeting in the main place (and any other place which is linked under rule 16.6(e)16.6(b)) and transact business, and no member may object to the meeting being held or continuing.</u></i></p>	

Annexure B – Summary of changes to constitution of ECP Emerging Growth Limited (Continued)

Ref No.	Rule number	Summary	Amendment	Rationale
2			<p>(f) <i>To the extent permitted under the Corporations Act, any document that is required or permitted to be given to a member that relates to a general meeting (including, but not limited to, the notice of meeting) may be distributed:</i></p> <p><i>(i) by means of electronic communication; or</i></p> <p><i>(ii) by giving the member (by means of an electronic communication or otherwise) sufficient information to allow the member to access the document electronically.</i></p> <p><i>in accordance with the Corporations Act.</i></p> <p>(g) <i>Nothing in rule 16.6 or rule 16.10 is to be taken to limit the powers conferred on the chairman by law.</i></p>	
3	25.12	Unsuccessful Payment	<p>Insertion of a new rule 25.12 as follows:</p> <p>25.12 Unsuccessful payments</p> <p>(a) <i>If the company attempts to make a dividend payment to a member:</i></p> <p>(i) <i>by cheque drawn in favour of the member that is sent to the address for notices nominated by the member and the cheque is not presented by the date that is two business days before the record date for the next dividend payment by the company;</i></p> <p>(ii) <i>by electronic transfer of funds to the nominated bank account of a member and the company is unable to successfully complete the transfer by the date that is two business days before the record date for the next dividend payment by the company; or</i></p> <p>(iii) <i>by any other means of payment or transfer nominated by the member and the company is unable to successfully complete the payment or transfer by the date that is two business days before the record date for the next dividend payment by the company,</i></p> <p><i>the board may determine that the member is a lost member and subject to any applicable laws, is not required to attempt further payment of the dividend or any dividends until the member gives written notice to the company nominating a valid bank account for payments.</i></p>	Refer to Item 4 of the Explanatory Memorandum to the Note of Meeting for further information regarding this proposed amendment

Annexure B – Summary of changes to constitution of ECP Emerging Growth Limited *(Continued)*

Ref No.	Rule number	Summary	Amendment	Rationale
3			<p>(b) <i>If the board determines that a member is a lost member for the purpose of rule 25.12(a)</i>Error! Reference source not found., the board may:</p> <p>(i) <i>determine that any dividends owing to the member be held by the company in the manner set out in rule 25.11; or</i></p> <p>(ii) <i>subject to applicable laws, arrange for any unpaid dividends (including future dividends) to be reinvested in ordinary shares in the company in accordance with any regulations made by the board for the purpose of this rule, including but not limited to deeming the member to have made an election to reinvest in whole any dividends in ordinary shares in accordance with any dividend plan established by the company under rule 25.10.</i></p> <p>(c) <i>A person is bound by rule 25.12(b) if:</i></p> <p>(i) <i>the person was a member in the company before the adoption of rule 25.12(b) and the member has agreed in writing to be bound by rule 25.12(b); or</i></p> <p>(ii) <i>the person became a member in the company after the date of adoption of rule 25.12(b).</i></p> <p>(d) <i>This rule 25.12 is not intended to override any obligations of the company set out in rule 25.11 or under any applicable laws in relation to unclaimed monies.</i></p>	

END

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12.00pm (AEST) on Monday, 27 November 2023**, 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

Lodging your Proxy Voting Form:

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.

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.

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>.

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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.



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