

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of

### ECP EMERGING GROWTH LIMITED (“the Company”)

ACN 167 689 821

will be held at

<b>Location</b>	Offices of ECP Asset Management, Level 4, The Pavilion 388 George Street, Sydney NSW 2000
<b>Date</b>	Thursday 21 November 2024
<b>Time</b>	1.00 pm (AEDT)

## 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 2024.

### 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 2024 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.

### ITEM 3

#### Resolution 2

#### RE-ELECTION OF DIRECTOR

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

- 'That Mr Murray d'Almeida, 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 d'Almeida is contained in the Explanatory Memorandum. **The Directors recommend that you vote in favour of this resolution.**

## Voting Exclusion:

- (a) 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.
- (b) 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:
  - (i) the proxy is the person chairing the meeting; and
  - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on such a resolution.

By Order of the Board



**Scott Barrett**

Company Secretary

21 August 2024

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## 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 (AEDT) on Tuesday, 19 November 2024.
  - (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**
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## 2024 ANNUAL GENERAL MEETING

### Voting by Proxy

Proxies must be received before 1:00pm (AEDT) on Tuesday 19 November 2024 by one of the following methods:

#### Automic Pty Ltd

<b>By Post:</b>	GPO Box 5193, SYDNEY NSW 2001
<b>By Delivery:</b>	Level 5, 126 Phillip Street, SYDNEY NSW 2000
<b>Online:</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.

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### 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***



## 2024 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, Augmented Audit Co 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 Tuesday 19 November 2024. Please send any written questions for Augmented Audit Co 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 2024 Annual Report. It is also available on the Company's website: [www.ecpam.com/emerging](http://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 Murray d'Almeida

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 Murray d'Almeida is a Non-Executive Director and Shareholder of the Company. Murray d'Almeida has been in office since 2014. Further information regarding Mr d'Almeida's experience and qualifications is contained in the Directors' Report of the Annual Report 2024, which can also be viewed on the Company's website: [www.ecpam.com/emerging](http://www.ecpam.com/emerging)

**The Board (with Mr d'Almeida abstaining) unanimously supports the re-election of Mr Murray d'Almeida as a Director and recommends that Shareholders vote IN FAVOUR of RESOLUTION 2.**

Your proxy voting instruction must be received by **01.00pm (AEDT) on Tuesday, 19 November 2024**, 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 Key Management Personnel.

### 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/#/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.**



#### 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:

##### WEBSITE:

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

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

