

**Neutrog Limited**  
ACN: 654 924 919

# **Notice of Annual General Meeting and Explanatory Memorandum**

**Date of Meeting**

Tuesday 28 November 2023

**Time of Meeting**

10:30am

**Place of Meeting**

Online at [investor.automic.com.au](https://investor.automic.com.au)

or in person at

**The Deck**

**Stirling Hotel**

**52 Mount Barker Road**

**Stirling SA 5152**

# NEUTROG LIMITED

## ACN 654 924 919

### NOTICE OF ANNUAL GENERAL MEETING

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Notice is HEREBY GIVEN that the Annual General Meeting of Neutrog Limited (**'the Company'**) will be held at The Deck, Stirling Hotel, South Australia 5152 on 28 November 2023 commencing at 10:30am.

The Company is also pleased to provide Neutrog shareholders with the opportunity to attend the Meeting through an online platform powered by its share registry, Automic, where Shareholders will be able to watch, listen and vote online. For information about how to access the Meeting online see the section on Accessing the Meeting Online.

An Explanatory Memorandum in relation to the items of business to be dealt with at the Annual General Meeting accompanies this Notice of Meeting.

### BUSINESS

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#### 1. Annual Report and Accounts

To receive and consider:

- the annual financial report;
- the Directors' Report; and
- the Auditor's report

in respect of the financial year ended 30 June 2023.

#### 2. Managing Director's Report

To receive and consider the Managing Director's report in respect of the financial year ended 30 June 2023.

#### 3. Election of Director

##### Resolution 1 – Election of Marco Makrid as a Director

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

*"To elect as Director of the company Marco Makrid who, having retired in accordance with Sub-Clause 26.4.1 of the Company's Constitution, and being eligible, offers himself for re-election in accordance with Sub-Clause 26.4.5 of the Company's Constitution."*

BY ORDER OF THE BOARD

Angus Irwin  
Company Secretary

DATED: 2 November 2023

## Accessing the Meeting Online

To access the Meeting online;

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au).
2. Login with your username and password or click "**Register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting online.**
3. After logging in, a banner will be displayed at the top once the Meeting is open for registration, click on "**View**" when this appears, or Click on "**Register**" and follow the steps.
4. Click on the URL to join the webcast where you can view and listen to the Meeting.
5. Once the Chair of the Meeting has called for a vote click on "**Refresh**" to be taken to the voting screen.
6. Select your voting direction and click "**confirm**" to submit your vote. Note that you cannot amend your vote after it has been submitted.

## Voting Information

1. **Shareholders may vote at the Annual General Meeting by:**
  - Attending in person or by attorney or appointing a proxy (for individuals and joint holders)
  - Appointing a proxy or corporate representative (for companies); or
  - By voting online, see Accessing the Meeting Online

2. **Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each shareholder for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the share register at 10:30am on 26 November 2023.

3. **Registration**

All shareholders must be registered prior to the meeting. If you are attending in person, please register at the registration desk at the meeting to assist with registration. For Shareholders attending online, registration opens online 30 minutes before the meeting. Please ensure that you register as set out in the section Accessing the Meeting Online.

If you are intending to attend the Meeting in person, please notify your attendance by emailing the Company at [shareholder@neutrog.com.au](mailto:shareholder@neutrog.com.au) so that the Company can ensure that there are adequate facilities available for those attending the Meeting.

4. **Proxies**

A Proxy Form is attached to this Notice of Meeting.

Pursuant to Clause 25 of the Company's Constitution, if you are entitled to attend and vote

at the Annual General Meeting, you may appoint a proxy to vote on your behalf. A proxy does not need to be a shareholder and can be either an individual or a body corporate. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise (see Appointing a Second Proxy on the back of the Proxy Form). If no proportion is specified, then each proxy may exercise one-half of the shareholder's votes.

To record a valid vote, shareholders will need to complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) with the share registry of the Company, Automic Group.

Your Proxy form must be received by one of the methods given below by no later than **10:30am (ACST) on Sunday 26 November 2023**, being 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid.

**Online:** <https://investor.automic.com.au/#/loginsah>

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

**By fax:** +61 2 8583 3040

**By post:** Automic

GPO Box 5193

Sydney NSW 2001

If a shareholder wishes to direct the proxy/proxies how to vote on any item, a mark should be placed in the appropriate box and the total shareholding will be voted in that manner. A single proxy exercises all voting rights. If the shareholder desires, the voting direction can be split by inserting the number of shares to be voted next to the appropriate box. The vote will be invalid if a mark (other than a number of shares) is made in more than one box for a particular item or if the total shareholding shown in the "FOR", "AGAINST" and "ABSTAIN" boxes is more than the total shareholding on the register.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

#### **5. Corporate Representatives**

A shareholder that is a company and has appointed a corporate representative to vote on its behalf at the meeting must either forward evidence of the appointment to the Company's share registry, Automic Group, or present that evidence at the registration desk on the day of the meeting. A Certificate of Appointment of Corporate Representative can be obtained by contacting Automic Group, whose contact details are set out on the Proxy Form. A company appointed representative should also present a copy of the Proxy Form accompanying this Notice at the registration desk on the day of the meeting.

#### **6. Signing a Proxy**

The Proxy Form must be signed by the shareholder or the shareholder's attorney, duly authorised in writing (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it, must be provided to the share register with the Proxy Form). In the case of joint holders, the Proxy Form may be signed by any one holder. If the shareholder is a corporation, the Proxy Form must be signed in accordance with the corporation's constitution and (if applicable) the Corporations Act or by its duly authorised attorney or representative.

#### **7. Further Information**

If you require further information, you should contact Automic Group. The contact details are on the Proxy Form.

## **Explanatory Memorandum**

This Explanatory Memorandum provides shareholders with information regarding the business to be conducted at the Annual General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Memorandum in full before making a decision in relation to the Resolutions.

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.

### **Annual Report and Accounts**

Section 317 of the Corporations Act requires each of the Financial Report (which includes the annual financial statements and Directors' declaration), the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023 to be laid before the Annual General Meeting.

The Company's Constitution also provides for these reports to be received and considered at that meeting.

These reports are not required to be formally approved by shareholders. These reports are included in the Annual Report

### **Annual Report and Managing Director's Report**

An electronic copy of the 2023 Annual report and Managing Directors report will be available to download or view on the Company's website by 17<sup>th</sup> November by clicking on the Investor tab at [neutrog.com.au](http://neutrog.com.au).

The Annual Report, including the annual financial report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023 will be sent by email to all shareholders who have provided an email address and will also be sent by post to those shareholders who have previously elected to receive a hard copy.

A copy of the Managing Director's Report will be sent by email to all shareholders who have provided an email address and will also be sent by post to those shareholders who have previously elected to receive a hard copy.

Shareholders are requested to submit any questions in writing at least three (3) days before the meeting by submitting those questions by email to the Company at [shareholder@neutrog.com.au](mailto:shareholder@neutrog.com.au) .

Shareholders will also be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

Any questions of the Auditor relevant to:

- the conduct of the audit;

- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts;  
or
- the independence of the auditor in relation to the conduct of the audit

should also be submitted by email to the Company at [shareholder@neutrog.com.au](mailto:shareholder@neutrog.com.au) at least three (3) days before the meeting.

### **Re-election of Marco Makrid as a Director**

#### **(Resolution 1)**

Sub-Clause 26.4.1 of the Company's Constitution requires one-third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each Annual General Meeting.

Sub-Clause 29.1.9 of the Company's Constitution provides that the Managing Director is not subject to retirement by rotation.

The Constitution also provides that a Director must retire from office at the conclusion of the third Annual General Meeting or the third year after the Director was appointed, whichever is the longer

Marc Makrid is the Managing Director of Marc Makrid & Associates, a leading strategic business advisory consultancy established in 1993.

Marc has in excess of 30 years experience consulting to a wide and varied client base across multiple industry sectors, with advice typically sought at senior executive and board level. These relationships are long term in nature, with strong achievement of growth objectives.

Marc Makrid was appointed to the Board of Neutrog Holdings Pty Ltd as a Non-Executive Director in 1998 and to the Board of the Company when it was incorporated in November 2021.

Currently Chairman. Previously served as Chairman of Neutrog Holdings from 2006—2010 and Deputy Chairman 2010 -2016.

Marc Makrid is considered by the Board to be an independent Director and the Board unanimously supports his re- election.

The Directors (other than Marc) recommend that shareholders vote in favour of Resolution 1.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

## GLOSSARY

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Annual General Meeting** means the Annual General Meeting the subject of the Notice.

**Annual Report** or **2023 Annual Report** means the annual report of the Company for the year ended 30 June 2023.

**Auditor's Report** or **2023 Auditor's Report** means the Auditor's report to be included in the Company's Annual Report.

**Board** means the board of Directors of the Company.

**Company** means Neutrog Limited ACN 654 924 919.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the Directors of the Company.

**Directors' Report** or **2023 Directors' Report** means the Directors' report to be included in the Company's Annual Report.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Managing Director** means the Managing Director of the Company.

**Notice** means this Notice of Annual General Meeting.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution contained in this Notice.