

EMBELTON LIMITED

ACN 004 401 496

Registered Office:
147-149 Bakers Road
COBURG VIC 3058

Telephone: + 61 3 9353 4811
Facsimile: + 61 3 9353 4855

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 2018 **ANNUAL GENERAL MEETING** of Shareholders of EMBELTON LIMITED will be held at the Registered Office of the Company, **147 - 149 Bakers Road, Coburg, Victoria at 11:00am AEDT on Wednesday 7 November 2018.**

ITEMS OF BUSINESS:

A. Financial Report

To receive and consider the financial report of the Company and the reports of Directors and Auditors for the year ended 30 June 2018.

B. Re-Election of Director

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

“That, for the purpose of Rule 69 of the Company’s Constitution, and for all other purposes, Mr. G R Embelton retires by rotation and, being eligible, offers himself for re-election.”

C. Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2018 (as set out in the Directors’ Report) be adopted.”

(The vote on this resolution is advisory only.)

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on this Resolution by or on behalf of a member of the Key Management Personnel (KMP’s) named in the Company’s Remuneration Report (being the Directors) or the KMP’s closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

PROXIES

A shareholder who is entitled to attend and vote can appoint a proxy (an individual or a body corporate) to attend and vote at the Meeting on their behalf. A proxy need not be a member.

A member entitled to attend and vote is entitled to appoint not more than two proxies. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company’s registered office.

Completed proxy forms may be sent to the Company’s registered office by either mail, or facsimile to 03 9353 4855, and must be received not later than 48 hours prior to the Meeting.

By Order of the Board.
27 September 2018

E P Galgano, Secretary

EXPLANATORY NOTES

A. Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2018 to be laid before the Meeting.

There is no requirement for a formal resolution on this item.

B. Re-election of Director

The Company's Constitution requires that one-third of the non-executive Directors of the Company retire by rotation every year.

Mr. G R Embelton retires by rotation as Director of the Company in accordance with Rule 69 of the Company's Constitution, and, being eligible, offers himself for re-election.

For further information on the Directors please refer to the 2018 Embelton Annual Report.

The Directors (with Mr. G R Embelton abstaining in respect of his own re-election) unanimously recommend shareholders vote in favour of the resolution pursuant to Rule 69 of the Company's Constitution, to re-elect Mr. G R Embelton.

C. Remuneration Report

The section 250R(2) of the Corporations Act requires that at a listed Company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote of Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The only Key Management Personnel of the Company are the Directors.

The Remuneration Report is part of the Directors' Report contained in the annual Financial Report of the Company for the financial year ending 30 June 2018. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive AGMs, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second AGM. 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 financial year ended immediately before the second AGM) was approved, other than the Executive Directors 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 by the Shareholders 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.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity. The only Key Management Personnel of the Company are the Directors.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so. Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution, subject to compliance with the Corporations Act.

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Appointment of Proxy

for

Annual General Meeting

to be held on Wednesday, 7 November 2018 at 11:00am AEDT

I/We.....of.....
being member/s of Embelton Limited and entitled to attend and vote hereby appoint

The **Chairman of the Meeting** (mark ☐ OR with an "X")

write here the name of the person or body corporate (excluding the registered security holder) you are appointing if this person is **someone other than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy at the Annual General Meeting of **Embelton Limited, to be held at 147-149 Bakers Road, Coburg Victoria on Wednesday, 7 November 2018 at 11:00am AEDT** and at any adjournment of that meeting to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

OR

I hereby appoint the abovenamed as my proxy to represent percent (insert %) of the voting rights attached to my shares in the Company.

The Chairman is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution C, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution C is connected with the remuneration of a member of key management personnel for Embelton Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution C). If a member/s wishes to appoint the Chairman of the Meeting as proxy with a direction to vote against, or to abstain from voting on an item, the member/s must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

PLEASE SIGN HERE:

<input type="text"/>	<input type="text"/>
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Individual or Securityholder 1

Securityholder 2

A member entitled to attend and vote is entitled to appoint not more than two proxies. A proxy need not be a member. If a member/s wishes to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's registered office or this form may be copied for that purpose.

Where more than one proxy is appointed, each proxy must be appointed to represent a specified portion of the member's voting rights.

Voting directions to your proxy - please mark ☒ to indicate your directions, otherwise your proxy may vote as he/she thinks fit, or abstain from voting.

	For	Against	Abstain*
Resolution B To re-elect Mr. G R Embelton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution C To adopt the Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a member/s wishes to appoint a proxy/ies, this proxy form should be completed, signed and returned to the Secretary at the Company's registered office either by mail to **Embelton Limited 147-149 Bakers Road, Coburg, 3058 Victoria**, or by facsimile to **03 9353 4855**, by no later than **Monday 5 November 2018 at 11:00am AEDT**.