
2020 ANNUAL GENERAL MEETING

Aeris Environmental Ltd

The Annual General Meeting (AGM) of the members of Aeris Environmental Ltd will be held on Thursday, 26 November 2020 commencing at 11:00am (Sydney time) as a virtual meeting.

In light of the COVID-19 pandemic and the restrictions placed in relation to public gatherings, the AGM is being held as a virtual meeting, with Shareholders being asked to participate virtually. There will not be a physical meeting held.

Shareholders will be able to join the AGM from their computer, tablet or smartphone via Zoom using the information that has been provided to them.

Shareholders may also join the AGM by telephone using the details provided with the Proxy Form. Voting will be via Proxy Form or Shareholders will be able to vote online during the AGM using Lumi Lite, as detailed in the information provided to Shareholders with their Proxy Form.

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting (AGM or Meeting) of the members of **Aeris Environmental Ltd** (Aeris or the Company) will be held on Thursday, 26 November 2020 commencing at 11:00am (Sydney time) as a virtual meeting.

BUSINESS

1. To Consider the Financial Report

To consider the Reports of the Directors and the Auditor, and the Financial Statements of the Company for the year ended 30 June 2020.

2. Resolution 1 – To Elect a Director – Mr Michael Ford

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

That, pursuant to Aeris' Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Michael Ford, who was appointed as a Director since the Company's last annual general meeting, retires as a Director and, being eligible, offers himself for election, be elected a director of Aeris.

3. Resolution 2 – To Re-Elect a Director – Mr Bernard Stang

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

That, pursuant to the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Bernard Stang, who retires by rotation as a Director, and, being eligible, offers himself for re-election, be elected a director of Aeris.

4. Resolution 3 – To Adopt the Remuneration Report

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

That the Company's Remuneration Report for the financial year ended 30 June 2020, as set out in the Directors' Report in Aeris' 2020 Annual Report, be received, approved and adopted.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

5. Resolution 4 – To Ratify the Previous Issue of 28,000,000 Shares under the Placement

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

That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue by way of the placement of 28,000,000 fully paid ordinary shares in the capital of Aeris at the issue price of \$0.43 per Share, which raised \$12,040,000 before costs, as detailed in the ASX announcements dated 3 and 9 April 2020, and as set out in the attached Explanatory Notes, be hereby approved.

6. To transact any other business brought forward in accordance with the Company's Constitution.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

VOTING EXCLUSION STATEMENTS

In respect of **Resolution 3**, Aeris will disregard any votes cast in favour of the Resolution by or on behalf of any person who is a member of the key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or an associate of that person (or those persons). The prohibition in the Corporations Act on members of the Company's KMP voting does not apply to the Chairman of the AGM as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote. However, Aeris need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In respect of **Resolution 4**, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DEFINITIONS

AGM or **Annual General Meeting** mean the annual general meeting to be held at 11:00am (Sydney time) on Thursday, 26 November 2020 and notified to Shareholders by this Notice.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the board of Directors.

Chairman means the chairman of the Board.

Company means Aeris Environmental Ltd (ABN 19 093 977 336).

Constitution means the constitution of Aeris as amended from time-to-time.

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

Director means a director of the Company.

Explanatory Notes means the explanatory notes incorporated in this Notice of AGM.

Key Management Personnel (KMP) has the same meaning given in the accounting standards. Broadly speaking, this includes the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of Aeris, directly or indirectly. The 2020 Annual Financial Report identifies the KMP for the financial year ended 30 June 2020.

Notice means this notice of Meeting, incorporating the Explanatory Notes.

Resolution means a resolution set out in this Notice of AGM.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

PROXIES

To be effective, Proxy Forms must be received by Aeris' Share Registrar, Computershare Investor Services Pty Limited, at least 48 hours before the time for holding the Meeting:

by post to the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001 Australia; or

by facsimile on:

1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

by voting online at <http://www.investorvote.com.au> (following the instructions on the attached Proxy Form); or

for Intermediary Online subscribers only (custodians), cast online for the Shareholder's vote by visiting www.intermediaryonline.com so that it is received not later than 11:00am (Sydney time) on Tuesday, 24 November 2020.

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Shareholders as at 11:00am (Sydney time) on Tuesday, 24 November 2020. Share transfers registered after that time will be disregarded in determining entitlements to vote during the Meeting. In addition, Australian legal requirements limit the eligibility of certain people to vote on some items of business to be considered at the AGM. This voting exclusion is designed to limit the capacity of people who stand to benefit from a Resolution to influence whether or not the Resolution is passed.

A member entitled to join and vote during the Meeting is entitled to appoint not more than two persons as his / her proxy to join and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been previously noted by Aeris), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act 2001.

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that Resolution as they think fit. Should any resolution, other than those specified in the Notice of AGM, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

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 any poll that may take place and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a Proxy Form is returned, but the nominated proxy does not join the Meeting, or does not vote on the Resolution, the Chairman of the AGM will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in the Notice of AGM.

Dated in Sydney on this 23rd day of October 2020.

BY ORDER OF THE BOARD

Robert J Waring
Company Secretary

EXPLANATORY NOTES

These **Explanatory Notes** set out information in connection with the business to be considered at the Company's 2020 AGM.

BUSINESS

The following items of ordinary business will be considered at the AGM.

To Consider the Financial Report

This item of business relates to the consideration of Aeris' Financial Statements, including the related Directors' and Auditor's Reports, for the year ended 30 June 2020, as required by the Corporations Act, and gives the Shareholders the opportunity to ask questions or to make comments concerning the Financial Report during the Meeting. Shareholders who elected to do so will have received a printed or email version of the Company's Annual Report, and a copy is available on the ASX website, as well as on Aeris' website at <https://www.aeris.com.au/investor-centre>. A copy of the 2020 Annual Report may also be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

General Explanatory Note Applying to Resolutions 1 and 2

The Company undertakes appropriate checks before appointing a director or putting someone forward for election as a Director. These checks usually include checks as to the person's character, experience, education, criminal record and bankruptcy history. Aeris provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. It does so by providing them with the potential Director's biographical details, including their relevant qualifications and experience, the skills they bring to the Board, and details of any other material directorships currently held by the candidate. In the case of a candidate standing for election as a Director for the first time (in this case Mr Michael Ford), the Company provides security holders with: any material adverse information revealed by the checks Aeris has performed about the Director; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of the Company and its security holders generally; and if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect. In the case of a candidate standing for re-election as a Director (in this case Mr Bernard Stang), Aeris provides security holders with: the term of office currently served by the Director; and if the Board considers the Director to be an independent Director, a statement to that effect. The Company also provides security holders with a statement by the Board as to whether it supports the election or re-election of the candidate. A candidate for appointment or election as a Non-Executive Director provides the Board with the information above and a Consent for Aeris to conduct any background or other checks the Company would ordinarily conduct. The candidate also provides details of his or her other commitments and an indication of time involved, and must specifically acknowledge to Aeris that he or she will have sufficient time to fulfil his or her responsibilities as a Director.

Resolution 1

To Elect a Director – Mr Michael Ford

Non-Executive Director Mr Ford (B.Com, MBA, FCA, FCPA, GAICD) has over 30 years experience in Finance and Strategy roles in a wide range of industries, including manufacturing, property and financial services. Michael is the Chief Financial Officer of News Corp Australia and a Director of Foxtel. Mr Ford is a former Group CFO of QBE Insurance and Deputy CFO of the Commonwealth Bank of Australia. Michael is an experienced Company Director and has completed the Advanced Management program at Harvard Business School.

Under the Company's Constitution, whereby a Director must retire from office at the next general meeting following his or her appointment, Mr Ford retires and, being eligible, wishes to stand for election. The Directors review the skills, backgrounds, knowledge, experience, and diversity of gender and nationality represented on the Board, and on the basis of this review, appointed

Michael this year in anticipation of his contribution to the Board (particularly on financial, strategic and corporate matters). Mr Ford is considered to be an independent director of Aeris.

Appointed to the Board: 23 April 2020 (i.e. a term of office currently served as a Director of six months).

Directorships of other listed companies held in the last three years: None.

Directors' recommendation: The Directors (except Mr Michael Ford) recommend that Shareholders vote in favour of Resolution 1.

Resolution 2

To Re-Elect a Director – Mr Bernard Stang

Non-Executive Director Mr B Stang (B.Arch) is a Co-Founder and Director of the Regional Health Care Group of companies. Bernard serves as the Chief Executive Officer of Stangcorp Pty Ltd, Stoneville Ltd and Brunswick Property Pty Ltd, which are key property entities in the Stang Group. Mr B Stang manages a broad portfolio of investments in the private and listed sectors, and has enjoyed over 40 years of operational leadership in successful healthcare businesses. Bernard serves as a Director of Novapharm Research. Mr B Stang is a Director of Weizmann Australia, which represents the Weizmann Institute of Science in Australia, and the Institute has recently established the Garvan-Weizmann Centre of Cellular Genomics in Sydney, in joint venture with the Garvan Institute. Bernard served as a Non-Executive Director of Nanosonics Limited (ASX:NAN) until 2007 and of Vectus Biosystems Limited (ASX:VBS) until 2016.

Under the Company's Constitution, whereby at least one third of Directors must retire (and may seek re-election) at each annual general meeting, Mr B Stang retires by rotation and, being eligible, wishes to stand for re-election. During the year, the Board oversaw a review of the performance of all Directors, which was designed to assess the effectiveness of each Director. The Board has also reviewed the skills, backgrounds, knowledge, experience, and diversity of gender and nationality represented on the Board. On the basis of these reviews, the Board considers that Bernard demonstrates commitment to his role and continues to make a valuable contribution to the Board (particularly on general business and financial matters). Mr B Stang is a substantial shareholder of Aeris and, accordingly, is not considered to be an independent director of the Company.

Appointed to the Board: 24 July 2002 (i.e. a term of office currently served as a Director of 18 years and three months).

Directorships of other listed companies held in the last three years: None.

Directors' recommendation: The Directors (except Mr Bernard Stang) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3

To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to members to adopt the Remuneration Report for the year ended 30 June 2020, as disclosed in the Directors' Report in the Company's Annual Report. The vote on this Resolution is advisory only and non-binding. The Resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act, if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a spill resolution) that another meeting be held within 90 days at which all of Aeris' Directors (other than the Managing Director) must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 3.

In accordance with section 250R(4) of the Corporations Act, Aeris will disregard votes cast on Resolution 3 by any member of the Company's KMP whose remuneration details are included in the Remuneration Report, or any closely-related parties of such a member, unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or

- (b) by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

The KMP of Aeris are the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies Aeris' KMP for the financial year to 30 June 2020. The KMP's closely-related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 3 by marking either "For", "Against" or "Abstain" on the Proxy Form for this item of business.

Directors' recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4

To Ratify the Previous Issue of 28,000,000 Shares under the Placement

Resolution 4 proposes the approval of the issue and allotment of the placement of 28,000,000 fully paid ordinary shares in the capital of the Company, which was detailed in announcements to the ASX made by Aeris on 3 and 9 April 2020, pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.1 allows the Board to issue up to 15% of the Company's issued capital in any 12-month period without approval of the Shareholders. The issue of equity securities in Aeris in the past 12 months was within this limit.

ASX Listing Rule 7.4 provides that an issue that is approved after it has been made is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1. The effect of the approval is to allow the Board to issue additional securities within the 15% limit under ASX Listing Rule 7.1 immediately after the Resolution is adopted instead of having to wait until 9 April 2021 (which would be 12 months after the placement was made).

In accordance with ASX Listing Rule 7.5, as announced to the ASX on 9 April 2020, the Company issued 28,000,000 fully paid ordinary shares on that date to leading institutional and sophisticated investors, at an issue price of \$0.43 per Share. The issue raised \$12,040,000, before fees and other costs, to enable Aeris to support growth in its manufacturing and supply chain capability, together with expanding its resources for the growing international distribution network, and for additional working capital. The Shares are quoted on ASX and rank equally in all respects with existing fully paid ordinary shares in the Company.

Directors' recommendation:

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Aeris Environmental Ltd

ABN 19 093 977 336



AEI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time) on Tuesday, 24 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Aeris Environmental Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Aeris Environmental Ltd to be held as a virtual meeting on Thursday, 26 November 2020 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	To Elect a Director – Mr Michael Ford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Re-Elect a Director – Mr Bernard Stang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To Ratify the Previous Issue of 28,000,000 Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

