

10 September 2020

NZX/ASX Code: EBO

Notice of Meeting and Proxy Form

Please see attached the 2020 Notice of Meeting and Proxy Form.

Authorised for lodgement with NZX and ASX by:

**Janelle Cain
General Counsel
EBOS Group Limited
+ 61 3 9918 5555**

NOTICE OF ANNUAL MEETING 2020

Notice is hereby given that the annual meeting of shareholders of EBOS Group Limited (the Company) (Annual Meeting) will be held at Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on 13 October 2020, commencing at 2.00pm.

COVID-19 IMPLICATIONS

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in any region of New Zealand on the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

GENERAL BUSINESS

1 To consider and receive the annual report and the financial statements for the year ended 30 June 2020 and the audit report thereon.

To consider and if thought fit, pass the following ordinary resolutions 1 to 4:

2 Resolution 1 – Re-election of Director

It is hereby resolved that Nicholas Dowling be re-elected as a director of the Company.

3 Resolution 2 – Re-election of Director

It is hereby resolved that Sarah Ottrey be re-elected as a director of the Company.

4 Resolution 3 – Re-election of Director

It is hereby resolved that Stuart McGregor be re-elected as a director of the Company.

5 Resolution 4 – Auditor's remuneration

It is hereby resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.

6 To consider any other business that can be properly brought before the meeting.

Please see explanatory notes for further information regarding Resolutions 1 to 4.

By Order of the Board



Elizabeth Coutts
Chair

10 September 2020

EXPLANATORY NOTES

Resolution 1

Re-election of Director - Nicholas Dowling

Mr Dowling (BCA (Hons), BA) was appointed as a director by the Board effective 1 February 2020.

Mr Dowling is currently the Chief Operating Officer at Balmoral Australia, a family office engaged in the tourism, wine, maritime services and investment sectors. Prior to Balmoral Australia, Mr Dowling was Managing Director and CEO, Australia and New Zealand, at New Hope Group Co. Ltd, a private Beijing based corporation engaged in agribusiness and food, real estate and infrastructure, chemicals, finance and investment. He has also held senior roles at UBS, Goldman Sachs, JP Morgan and Morgan Stanley. He currently sits on the Advisory Board of AEH Group and is a director of a number of Balmoral Australia companies.

The Board considers Nicholas Dowling is an Independent Director as referred in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Mr Dowling retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers himself for re-election.

Resolution 2

Re-election of Director - Sarah Ottrey

Ms Ottrey (BCOM) was appointed as a director on 18 September 2006. She is a member of the Remuneration Committee.

Ms Ottrey is Chair of Whitestone Cheese Limited and a director of Skyline Enterprises Limited and its subsidiaries, Mount Cook Alpine Salmon Limited, Christchurch International Airport Ltd and Sarah Ottrey Marketing Limited. She is a past board member of the Public Trust and the Smiths City Group. Sarah has held senior marketing management positions with Unilever and Heineken.

The Board considers Sarah Ottrey is an Independent Director as referred in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Ms Ottrey retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers herself for re-election.

Resolution 3

Re-election of Director – Stuart McGregor

Mr McGregor (BCOM, LLB, MBA) was appointed as a director on 5 July 2013. He is a member of the Audit and Risk Committee.

Mr McGregor is a director of Symbion Pty Ltd and other EBOS Group subsidiaries.

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Over the last 30 years, Mr McGregor has been Company Secretary of Carlton United Breweries, Managing Director of Cascade Brewery Company Limited in Tasmania and Managing Director of San Miguel Brewery Hong Kong Limited. In the public sector, he served as Chief of Staff to a Minister for Industry and Commerce in the Federal Government and as Chief Executive of the Tasmanian Government's Economic Development Agency. He was formerly a director of Primelife Limited and Donaco International Limited.

Mr McGregor was educated at the University of Melbourne and the London School of Business Administration, gaining degrees in Commerce and Law. He also completed a Masters of Business Administration at the University of Melbourne.

The Board considers Stuart McGregor is not an Independent Director as referred in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Mr McGregor retires in accordance with Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers himself for re-election.

Resolution 4

Auditor's remuneration

Deloitte is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies Act 1993, this resolution authorises the directors to fix the fees and expenses of the auditor.

ATTENDANCE

All shareholders are entitled to attend and (subject to the exception set out in the next paragraph) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf.

Except as set out in the NZX Listing Rules issued by NZX Limited, the ASX Listing Rules issued by ASX Limited and the Company's constitution, there are no voting restrictions which prevent any shareholder from voting on any of the resolutions.

If a physical meeting is held:

- the Company will make available an audio webcast of the Annual Meeting with details of the webcast to be released via an NZX and ASX announcement prior to the meeting; and
- having regard to the New Zealand and/ or Australian travel restrictions in place at the time of the Annual Meeting, shareholders are advised that some directors and senior management of the Company may attend the meeting by audio or video means. This is likely to include Australian-based directors that are retiring and seeking re-election and the Chief Executive Officer.

VOTING

Voting on all resolutions put before this Annual Meeting will be by poll. Results of voting will be available after the conclusion of the Meeting, and will be notified on NZX and ASX.

PROXIES

A proxy form is enclosed with this notice.

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chairman of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose. To do this, enter "the Chairman" or the name of your proxy in the space allocated in "Step 1" of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

If in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chairman of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chairman will vote undirected (discretionary) proxies. The Chairman will vote all undirected proxies in favour of the resolutions.

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact





+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Securityholder Number:	
PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.		
For your proxy to be effective it must be received by 2:00pm Sunday 11 October 2020		

How to Vote on Items of Business

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

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting is willing to act as a proxy for any shareholder who appoints him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

If in appointing your proxy, you do not name a person as your proxy (either online or on this proxy form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chairman will vote undirected proxies. The Chairman will vote all undirected proxies in favour of the resolutions.

Voting 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

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 this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

Companies

This form must be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of EBOS Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

or failing him/her, or if no person 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 at the **Annual Meeting of Shareholders of EBOS Group Limited to be held at the Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on Tuesday, 13 October 2020 at 2:00pm** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Ordinary Resolution

	For	Against	Proxy Discretion	Abstain
1. It is hereby resolved that Nicholas Dowling be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is hereby resolved that Sarah Ottrey be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. It is hereby resolved that Stuart McGregor be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. It is hereby resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Shareholders of EBOS Group Limited to be held at the Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on Tuesday, 13 October 2020 at 2:00pm