



ECP EMERGING GROWTH LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given of the Extraordinary General Meeting of
ECP EMERGING GROWTH LIMITED ("the Company")

will be held at

Location	Offices of EC Pohl & Co, Level 12, Corporate Centre One 2 Corporate Ct, Bundall Qld 4217
Date	Wednesday 6 April 2022
Time	11.00 am (Brisbane time)
Important message regarding COVID-19 The Company advises Shareholders that due to Queensland COVID-19 restrictions in respect of public gatherings, anyone who wishes to attend the meeting in person will be asked to check-in at the offices at Corporate Centre One. The number of persons who may attend the meeting in person, or other safety requirements will be subject to the Queensland public health orders in place at the time of the meeting. To enable efficient management of the event could Shareholders wishing to attend please RSVP to info@ecpam.com . The Company will continue to monitor the guidance of public health authorities, and will notify Shareholders of any changes in arrangements for the meeting where necessary.	

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Proxy Form and Explanatory Notes form part of this notice.

SPECIAL BUSINESS

ITEM 1

Resolution 1

APPROVAL TO ISSUE CONVERTIBLE NOTES

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

- 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 8,458,039 Convertible Notes by the Company on the terms and conditions set out in the Explanatory Memorandum.'**

ITEM 2

Resolution 2

APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR MURRAY d'ALMEIDA (DIRECTOR)

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

2. 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 3,497 Convertible Notes by the Company to Mr Murray d'Almeida or his nominee entity, a related party of the Company by virtue of Mr d'Almeida being a Director of the Company on the terms and conditions set out in the Explanatory Memorandum.'

ITEM 3

Resolution 3

APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR DAVID CROMBIE AM (DIRECTOR)

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

3. 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 174,826 Convertible Notes by the Company to Mr David Crombie AM or his nominee entity, a related party of the Company by virtue of Mr Crombie being a Director of the Company on the terms and conditions set out in the Explanatory Memorandum.'

ITEM 4

Resolution 4

APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR JARED POHL (DIRECTOR)

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

4. 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 69,931 Convertible Notes by the Company to Mr Jared Pohl or his nominee entity, a related party of the Company by virtue of Mr Pohl being a Director of the Company on the terms and conditions set out in the Explanatory Memorandum.'

ITEM 5

Resolution 5

APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR SCOTT BARRETT (ALTERNATE DIRECTOR)

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

5. 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 34,966 Convertible Notes by the Company to Mr Scott Barrett or his nominee entity, a related party of the Company by virtue of Mr Barrett being an Alternate Director of the Company on the terms and conditions set out in the Explanatory Memorandum.'

Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) 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

(b) the chair 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 chair to vote on the resolution as the chair decides; or

(c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) 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 resolutions; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is to receive securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) 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

(b) the chair 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 chair to vote on the resolution as the chair decides; or

(c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) 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 resolutions; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is to receive securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) 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

(b) the chair 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 chair to vote on the resolution as the chair decides; or

(c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) 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 resolutions; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is to receive securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) 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
- (b) the chair 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 chair to vote on the resolution as the chair decides; or
- (c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 resolutions; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is to receive securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) 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
- (b) the chair 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 chair to vote on the resolution as the chair decides; or
- (c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 resolutions; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board



Scott Barrett
Company Secretary

4 March 2022

ECP

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 (AEST) on Monday, 4 April 2022.
- (h) If you have any queries on how to cast your votes call the Company's share registry, Boardroom Pty Limited via phone on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) during business hours.

Proxies must be received before 11.00am (AEST) on Monday, 4 April 2022
by one of the following methods:

Boardroom Pty Limited

By Post:	GPO Box 3993, SYDNEY NSW 2001
By Delivery:	Level 12, 225 George Street, SYDNEY NSW 2000
By Facsimile:	+61 2 9290 9655
By Voting Online:	www.votingonline.com.au/ecpegm2022

The Company reserves the right to declare invalid any proxy not received in this manner.



ECP EMERGING GROWTH LIMITED

ACN 167 689 821

EXTRAORDINARY GENERAL MEETING

EXPLANATORY NOTES

ITEM 1

RESOLUTION 1: APPROVAL TO ISSUE CONVERTIBLE NOTES

As announced by the Company on 4 March 2022, the Company is undertaking an offer of convertible notes (**Convertible Note Offer**) to raise up to \$12.5 million.

The listed, redeemable, unsecured convertible notes (**Convertible Notes**) are an invitation for new investors to take an interest in the Company's business and to provide existing Shareholders with a further avenue to benefit from their ownership in the Company.

The key terms of the Convertible Note Offer are as follows:

Issuer	ECP Emerging Growth Limited
Security Name	ECP Emerging Growth Unsecured Convertible Note (ECPGA)
Security Price	\$1.43
Size	Up to \$12.5 million
Interest Rate	(a) From the Issue Date until the First Step-Up Date: Fixed at 5.50% per annum paid quarterly; and (b) From First Step-Up Date 6.50% per annum. First Step-Up Date: 11 April 2025 Step-Up will only occur if the 2 year bank bill swap rate (or its successor) as set on the First Step-Up Date, is above 2.5859 %. If Step-Up does not occur, the Interest Rate will remain fixed at 5.50%.
Maturity Date	11 April 2027
Conversion Period	The Conversion Period commences on the second anniversary of the Initial Issue Date of the Securities and ends 10 Business Days prior to the Maturity Date.
Conversion Price	\$1.43, subject to adjustment for certain dilutionary and other capital transactions by ECP.
Priority Offer	Any person who has a registered address in Australia and who, as at the Priority Offer Record Date, was a shareholder in ECP or any other party as determined by ECP in its discretion.

The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.

The ECP Convertible Notes will provide an immediate injection of capital which will be utilised by the Investment Manager in accordance with the existing Investment Mandate. Based on the since inception portfolio performance of 19.1% per annum there should be respectable uplift in Net Tangible Assets (NTA) over the note period after payment of note interest. The uplift in NTA generally culminates in an uplift in ECP's share price over time which will ultimately benefit Shareholders.

The issuance of the Convertible Notes is subject to the Company obtaining Shareholder approval to issue the Convertible Notes.

The purpose of Resolution 1 is for shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of 8,458,039 Convertible Notes.

ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital within a twelve month period without shareholder approval. The allotment and issue of 8,458,039 Convertible Notes (if made without shareholder approval) may exceed the 15% threshold, the issuance does not fit within any of the exceptions provided under ASX Listing Rule 7.2. Resolution 1 therefore proposes the approval of the allotment and issue of 8,458,039 Convertible Notes for the purpose of ASX Listing Rule 7.1.

If Shareholders do not approve the issuance of the 8,458,039 Convertible Notes under Resolution 1, the Company does not currently intend to issue any Convertible Notes. If the resolution is passed, the Company will proceed with the issuance, accepting the obligations of the Convertible Notes and adding the raised funds to the investment portfolio. In addition, the issuance will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

Further details regarding the proposed issue of the Convertible Notes are set out below.

Maximum number of Securities to be issued	Up to 8,458,039 Convertible Notes
Expected date of issue	As soon as possible and by no later than 3 months from the date of approval being granted under this resolution 1.
Issue price	\$1.43 per Convertible Note
Terms of issue	As described in this Notice of Meeting. The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.
Allottees	Existing Shareholders of the Company and investors identified by the Lead Manager to the Convertible Note Offer, Taylor Collison Limited.
Intended use of funds raised	Proceeds of issuance will be used to fund further investments in securities by the Company

The Directors recommend that Shareholders vote in favour of RESOLUTION 1.

ASX Listing Rules - Approval to issue convertible notes to Directors and Alternate Directors

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) holder in the Company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in paragraphs (a) to (c) above (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in paragraphs (a) to (d) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

By virtue of their position as Directors of the Company, the Directors are related parties for the purposes of ASX Listing Rule 10.11.1. The proposed issuances do not fall within any of the exceptions in Listing Rule 10.12. The issuance of convertible notes to the Directors therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

Approval of the issue of the Convertible Notes to the Directors will enable them to participate in the Convertible Note Offer on the same terms as other unrelated party investors. The issue of Convertible Notes to the Directors is not in lieu of or form any part of the Directors' remuneration. If Shareholders do not approve the issuance of the Convertible Notes to any one or more of the Directors, that Director(s) will not be able to participate in the Convertible Note Offer.

The Directors consider that the issue and allotment of Convertible Notes to each Director will be on arms' length terms as the allotment and issue of Convertible Note to them will be made on the same terms to all other parties who participate in the Convertible Note Offer, regardless of whether they are associated with the Company or not. Accordingly, the proposed issue and allotment of Convertible Notes falls within the 'arms length terms' exemption provided by section 210 of the Corporations Act to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act.

ITEM 2

RESOLUTION 2: APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR MURRAY d'ALMEIDA (DIRECTOR)

Pursuant to, and in accordance with, the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of up to **3,497** Convertible Notes to Mr Murray d'Almeida or his nominated entity:

Allottees	Mr Murray d'Almeida, a Director of the Company, or his nominated entity
Maximum number of Securities to be issued	3,497 Convertible Notes
Issue price	\$1.43 per Convertible Note
Date by which the Company will issue the Securities	As soon as possible and by no later than one month from the date of approval being granted under this resolution 2.
Terms of issuance of Securities	As described in this Notice of Meeting. The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.
Intended use of funds raised	Proceeds of issuance will be used to fund further investments in securities by the Company

As RESOLUTION 2 relates to the issuance of securities to a Director, the Board, as a matter of good corporate governance, makes no recommendation regarding Resolution 2.

ITEM 3

RESOLUTION 3: APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR DAVID CROMBIE AM (DIRECTOR)

Pursuant to, and in accordance with, the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of up to **174,826** Convertible Notes to Mr David Crombie AM or his nominated entity:

Allottees	Mr David Crombie AM, a Director of the Company, or his nominated entity
Maximum number of Securities to be issued	174,826 Convertible Notes
Issue price	\$1.43 per Convertible Note
Date by which the Company will issue the Securities	As soon as possible and by no later than one month from the date of approval being granted under this resolution 3.
Terms of issuance of Securities	As described in this Notice of Meeting. The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.
Intended use of funds raised	Proceeds of issuance will be used to fund further investments in securities by the Company

As RESOLUTION 3 relates to the issuance of securities to a Director, the Board, as a matter of good corporate governance, makes no recommendation regarding Resolution 3.

ITEM 4

RESOLUTION 4: APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR JARED POHL (DIRECTOR)

Pursuant to, and in accordance with, the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of up to **69,931** Convertible Notes to Mr Jared Pohl or his nominated entity:

Allottees	Mr Jared Pohl, a Director of the Company, or his nominated entity
Maximum number of Securities to be issued	69,931 Convertible Notes
Issue price	\$1.43 per Convertible Note
Date by which the Company will issue the Securities	As soon as possible and by no later than one month from the date of approval being granted under this resolution 4.
Terms of issuance of Securities	As described in this Notice of Meeting. The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.
Intended use of funds raised	Proceeds of issuance will be used to fund further investments in securities by the Company

As RESOLUTION 4 relates to the issuance of securities to a Director, the Board, as a matter of good corporate governance, makes no recommendation regarding Resolution 4.

ITEM 5

RESOLUTION 5: APPROVAL TO ISSUE CONVERTIBLE NOTES TO MR SCOTT BARRETT (ALTERNATE DIRECTOR)

Pursuant to, and in accordance with, the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of up to **34,966** Convertible Notes to Mr Scott Barrett or his nominated entity:

Allottees	Mr Scott Barrett, an Alternate Director of the Company, or his nominated entity
Maximum number of Securities to be issued	34,966 Convertible Notes
Issue price	\$1.43 per Convertible Note
Date by which the Company will issue the Securities	As soon as possible and by no later than one month from the date of approval being granted under this resolution 5.
Terms of issuance of Securities	As described in this Notice of Meeting. The full terms of the Convertible Notes are set out in the prospectus released by the Company to ASX on 4 March 2022.
Intended use of funds raised	Proceeds of issuance will be used to fund further investments in securities by the Company

As RESOLUTION 5 relates to the issuance of securities to a Director, the Board, as a matter of good corporate governance, makes no recommendation regarding Resolution 5.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Brisbane time) on Monday 4 April 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ecpegm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Brisbane time) on Monday 4 April 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/ecpegm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

ECP Emerging Growth Limited

ACN 167 689 821

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **ECP Emerging Growth Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Offices of EC Pohl & Co, Level 12, Corporate Centre One, 2 Corporate Ct, Bundall Qld 4217 on Wednesday 6 April 2022 at 11:00am (Brisbane time)** 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote for, against, or abstain on a resolution, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to Issue Convertible Notes	☐	☐	☐
Resolution 2	Approval to Issue Convertible Notes to Mr. Murray d'Almeida (Director)	☐	☐	☐
Resolution 3	Approval to Issue Convertible Notes to Mr David Crombie AM (Director)	☐	☐	☐
Resolution 4	Approval to Issue Convertible Notes to Mr Jared Pohl (Director)	☐	☐	☐
Resolution 5	Approval to Issue Convertible Notes to Mr Scott Barrett (Alternate Director)	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022