

DELECTA LIMITED

ACN 009 147 924

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Delecta Limited (the “**Company**”) will be held at 9 Foundry Street, Maylands, Perth, Western Australia, on Thursday, 26 November 2015 commencing at 9.00am.

Information on the proposals, to which the resolutions set out below relate, is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year Ended 30 June 2015

To receive and consider the financial report of the Company for the year ended 30 June 2015, together with the reports by the Directors and Auditors thereon.

2. Resolution 1 – Adoption of the 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 2015 is hereby adopted.”

Voting Prohibition Statement

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person (the “voter”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Mr Bradley Moore as a Director of the Company

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

“That Mr Bradley Moore being a Director of the Company retires by rotation in accordance with Clause 3.6 of the Constitution of the Company and, being eligible, is hereby re-elected as a Director of the Company.”

4. General Business

To transact any other business which may lawfully be brought forward.

PROXIES

In accordance with section 249L of the Corporations Law, members are advised that:

- each member who is entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes at the Annual General Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Law, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Law, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office and Level 1
Postal Address 170 -180 Buckhurst Street
 SOUTH MELBOURNE VIC 3205

Facsimile Number: +61 (0) 3 9686 0644

A member who appoints a proxy may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (*proxy forms can be lodged by facsimile*).

In accordance with regulation 7.11.38 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00 pm on 24 November 2015 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

By order of the Board.



J Burness
Company Secretary
22 October 2015

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EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Delecta Limited (the “**Company**”) in connection with the business to be conducted at the Annual General Meeting to be held at 9 Foundry Street, Maylands, Perth, Western Australia, on Thursday, 26 November 2015, commencing at 9.00 am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

1. Financial Report for the Year Ended 30 June 2015

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2015 Financial Report together with the Directors’ Report and Audit Report will be tabled at the Annual General Meeting. Shareholders will have the opportunity of discussing the Reports and making comments and raising queries in relation to them.

Representatives from the Company’s auditors, Ernst & Young will be present to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the Audit Report.

2. Resolution 1 – Adoption of the Remuneration Report

In accordance with section 250R(2) of the Corporations Act 2001, the Company is required to table the Remuneration Report, which is contained within the Directors’ Report in the Company’s Annual Report, at the Company’s Annual General Meeting where it must be subject to a non binding shareholder vote.

If at least 25% of the votes cast on a resolution that the Remuneration Report be adopted were against adoption of the report and, at the immediately preceding Annual General Meeting of the Company, at least 25% of the votes cast on a resolution that the Remuneration Report be adopted were against adoption of the report at the later Annual General Meeting, there must be put to the vote a resolution (the spill resolution) that another meeting (the spill meeting) of the company's members be held within 90 days. At this spill meeting all the Company's Directors who were directors of the Company when the resolution to make the Directors' Report considered at the later Annual General Meeting was passed, excluding the Managing Director, cease to hold office immediately before the end of the spill meeting and the Directors appointed by the meeting commence to hold office at the end of that meeting.

3. Resolution 2 - Re-election of Mr Bradley Moore as a Director of the Company

Under clause 3.6 of the Constitution of the Company, one third of the Directors, who are not the Managing Director, must retire from office and are eligible for re-election. Information on Mr Moore is contained in the Company’s Annual Report.

PROXY FORM

Appointment of Proxy

I/We

of.....

being member/s of Delecta Limited and entitled to attend and vote hereby appoint:

☐The Chairman
of the meeting (mark
with an "X")

OR

☐

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name and address of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Delecta Limited to be held on 26 November 2015 and at any adjournment of that meeting.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy default). I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is to approve the remuneration report and connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Voting directions to your proxy – please mark x to indicate your directions

	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Mr Bradley Moore	☐	☐	☐

The Chairman of the Meeting intends to vote in favour of each of the resolutions.

* 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 votes will not be counted in the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: __/__/2015

HOW TO COMPLETE THE PROXY FORM

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name and address of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman 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.

2. Votes on Items of Business

You may direct your proxy to vote by placing a mark in one of the three 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

3. Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Security holder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 9 am on 24 November 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON: Registered Office – Level 1, 170-180 Buckhurst Street, South Melbourne, Victoria.

BY MAIL: Registered Office – Level 1, 170-180 Buckhurst Street, South Melbourne, Victoria, 3205.

BY FAX: +61(0) 3 9686 0644