
ANNUAL GENERAL MEETING

Aeris Environmental Ltd

The Annual General Meeting (AGM) of the members of Aeris Environmental Ltd will be held on Tuesday, 26 November 2024 commencing at 11:00am (Sydney time) as a virtual meeting.

The AGM is being held as a virtual meeting, with Shareholders able to participate virtually on Zoom.

For instructions on how to join the AGM online, shareholders will need to refer to the information that was either posted out to them or emailed to them (depending on their chosen preference) by Aeris' Share Registrar, Computershare.

For instructions on how to log on and vote online, please view the online user guide at:
<https://www.computershare.com.au/onlinevotingguide>

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (AGM or Meeting) of the members of **Aeris Environmental Ltd** (Aeris or the Company) will be held on Tuesday, 26 November 2024 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 2024.

2. Resolution 1 – To Re-Elect a Director – Abbie Widin

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, Dr Abbie Widin, who retires by rotation as a Director, and, being eligible, offers herself for re-election, be elected a director of the Company.

3. Resolution 2 – To Re-Elect a Director – Jenny Harry

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, Dr Jenny Harry, who retires by rotation as a Director, and, being eligible, offers herself for re-election, be elected a director of the Company.

4. Resolution 3 – To Adopt the Remuneration Report

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

That Aeris' Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report in the Company's 2024 Annual Report, be received, approved and adopted.

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

5. 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 STATEMENT

In respect of **Resolution 3** (To Adopt the Remuneration Report), the Company 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 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 if 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.

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PROXIES

To be effective, Proxy Forms must be received by the Company's 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 Sunday, 24 November 2024.

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 7:00pm (Sydney time) on Sunday, 24 November 2024. 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 Aeris. 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 the Company), 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 the poll that takes 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 17th day of October 2024.

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 Aeris' 2024 Annual General Meeting (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 the Company's Financial Statements, including the related Directors' and Auditor's Reports, for the year ended 30 June 2024, 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. Depending on Shareholder's elected preference, they will receive either a printed or email version of Aeris' 2024 Annual Report, and a copy is available on the ASX website, as well as on the Company's website at <https://aeris.com.au/investors>. A copy of the 2024 Annual Report may also be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

In addition to taking questions at the AGM, written questions to the Chairman about the management of Aeris, the Company's Auditor, the content of the Auditor's Report and the conduct of the audit may be submitted no later than five business days before the date of the AGM to PO Box 324, Crows Nest, NSW 1585.

General Explanatory Note Applying to Resolutions 1 and 2

Aeris 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. The Company 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 the Company performs checks on the Directors; 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 Aeris 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, the Company 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. Aeris also provides security holders with a statement by the Board as to whether or not 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 the Company to conduct any background or other checks Aeris 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 the Company that he or she will have sufficient time to fulfil his or her responsibilities as a Director.

Resolution 1

To Re-Elect a Director – Abbie Widin

Dr Widin, PhD (Physiology, Univ. Sydney), Diploma of Business Administration (AGSM), GAICD, is a Non-Executive Director of Aeris Environmental Ltd (ASX:AEI). She has over 20 years' experience in global consumer goods, consulting and proptech. Dr Widin has held various marketing, commercial and international management roles in both private and public companies, such as Procter & Gamble (Australia and Europe) and Kellogg (Asia Pac). She is an owner of companies

supplying facade management and soft services to the commercial real estate market. Dr Widin has strengths in go-to-market strategy, innovation pipelines and leading cross-functional teams.

Under Aeris' Constitution, whereby at least one third of Directors must retire (and may seek re-election) at each annual general meeting, Dr Widin 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 Dr Widin demonstrates commitment to her role and continues to make a valuable contribution to the Board (particularly on marketing, strategic and management matters). She is considered to be an independent director of the Company.

Appointed to the Board: 2 March 2021 (i.e. a term of office currently served as a Director of 3.5 years).

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

Directors' recommendation: The Directors (except Dr Abbie Widin) recommend that Shareholders vote in favour of Resolution 1.

Resolution 2

To Re-Elect a Director – Jenny Harry

Dr Harry (PhD GAICD) is a Non-Executive Director of Aeris Environmental Ltd (ASX:AEI). She is a graduate of the Harvard Business School General Manager Program and the Australian Institute of Company Directors. Dr Harry has 25 years' experience in executive management of companies in the biotechnology, diagnostic and biopharmaceutical sectors. She is an accomplished CEO with experience in growing companies from start-up to commercialisation, and has demonstrated expertise in building high-performing teams, establishing global partnerships, capital raising, investor relations, together with corporate governance and compliance. Dr Harry is an experienced Non-Executive Director on the boards of listed and unlisted companies. She is currently a Non-Executive Director of Neuren Pharmaceuticals Limited (ASX:NEU) and of Genetic Signatures Limited (ASX:GSS), and is a member of the Board's IP sub-Committee of the Children's Medical Research Institute.

Under Aeris' Constitution, whereby at least one third of Directors must retire (and may seek re-election) at each annual general meeting, Dr Harry 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 Dr Harry demonstrates commitment to her role and continues to make a valuable contribution to the Board (particularly on strategy and planning, leadership, commercialisation and general business matters, and she is the Chair of several of the Board's Committees). Dr Harry is considered to be an independent director of the Company.

Appointed to the Board: 21 April 2021 (i.e. a term of office currently served as a Director of 3.3 years).

Directorships of other listed companies held in the last three years: Non-Executive Director of Neuren Pharmaceuticals Limited (ASX:NEU) since 2018 and Non-Executive Director of Genetic Signatures Limited (ASX:GSS) since 1 October 2024.

Directors' recommendation: The Directors (except Dr Jenny Harry) 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 2024, as disclosed in the Directors' Report in the Company's 2024 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 2024. 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.

VIRTUAL MEETING AND VOTING BY PROXY OR IN POLL

Aeris has arranged for its shareholders to be able to participate in the AGM online this year via a 'virtual' meeting. Shareholders are encouraged to vote by proxy before the AGM and to submit any questions they may have before the Meeting. Shareholders will be able to join the AGM live via Zoom (details were posted out or emailed to shareholders by Computershare).

Shareholders will be able to ask questions online in relation to the business of the Meeting and to vote at the AGM in a poll. Instructions on how to vote in the poll will be outlined at the AGM.

DEFINITIONS

AGM or Annual General Meeting mean the Company's annual general meeting to be held at 11:00am (Sydney time) on Tuesday, 26 November 2024 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 the Company as amended from time-to-time.

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

Director means a director of Aeris.

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 the Company, directly or indirectly. The 2024 Annual Financial Report identifies the KMP for the financial year ended 30 June 2024.

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 Aeris.

Shareholder means a holder of a fully paid ordinary share in the capital of Aeris.

Aeris Environmental Ltd

ABN 19 093 977 336

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 (AEDT) on Sunday, 24 November 2024.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

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: 134471

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Tuesday, 26 November 2024 at 11:00am (AEDT) 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 members 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 Re-Elect a Director – Abbie Widin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Re-Elect a Director – Jenny Harry	<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"/>

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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

