

**Clime Private Limited
(ACN 614 090 309)**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Clime Private Limited (**Clime**) will be held at:

Date: **Friday 16th November 2018**
Time: **2.00 pm (AEDT)**
Venue: **Level 7, 1 Market Street, Sydney, NSW 2000**

Business

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered as ordinary business.

Financial Statements and Reports

To receive and consider the Company's annual financial report, including the directors' report and audit report for the period ended 30 June 2018.

1. Re-election of Rodney Bristow as a Director.

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

"That Mr Rodney Bristow, who was appointed since the last general meeting and who retires in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a Director."

Without limitation, rule 6.3 of the Company's constitution is relevant to this resolution.

Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance

Clime Private Limited

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Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

Proxies must be:

- (a) lodged at the Company's share registry, Boardroom Pty Limited, or
- (b) faxed to the fax number specified below,

not later than 2.00pm (AEDT) on 14th November 2018.

Address (hand deliveries): Boardroom Pty Limited,
Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001

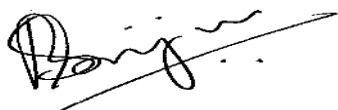
Fax number for lodgement: (02) 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on 14th November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By order of the Board



Biju Vikraman
Company Secretary

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Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Clime Private Limited (**Clime**) at the Annual General Meeting (AGM) to be held commencing at 2.00 pm (AEDT) on 16th November 2018 at Level 7, 1 Market Street, Sydney, NSW 2000.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, Clime is required to lay its annual financial report and directors' report before its Shareholders at its annual general meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the annual general meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Resolution 1 - Re-election of Mr. Rodney Bristow as a Director

Mr Bristow was appointed as Director of the Company since the last annual general meeting. The Company's Constitution provides that any Director so appointed holds office until the end of the next annual general meeting and is eligible for re-election at that meeting. Mr Bristow seeks re-election at the Meeting.

Mr Bristow commenced with Clime as CEO in September 2018 and is responsible for developing and delivering group strategy. Mr Bristow has 25 years' experience in the financial services, consulting and agribusiness fields. Previous roles of Rod include Chief Operating Officer, Responsible Manager and alternate Managing Director at Commonwealth Securities Limited, national Chief Executive of Australia's largest environmental NGO, Greening Australia Limited, and Managing Director and CEO of Infocus Wealth Management Limited.

Rod holds a Bachelor of Science (Forestry) from the Australian National University. He is a graduate of the Australian Institute of Company Directors and has completed post-graduate studies at the Australian Graduate School of Management (AGSM) and INSEAD.

Resolution 1 provides for the re-election of Mr. Rodney Bristow as Director of Clime in accordance with Clime's constitution.

The Directors (excluding Mr. Rodney Bristow) unanimously recommend that Shareholders vote in favour of Resolution 1.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Board means the board of directors of the Company.

Clime means the Company.

Company means Clime Private Limited (ACN 614 090 309).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on **16th November 2018**.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.