

NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is given that the Annual General Meeting of the Shareholders of Engenco Limited will be held at:

Level 19, 181 William Street (Offices of Baker McKenzie) Melbourne, Victoria

On Tuesday 19 November 2019, commencing at 10am (Melbourne Time)

Registration will commence at 9.30am (Melbourne Time)

ENGENCO LIMITED

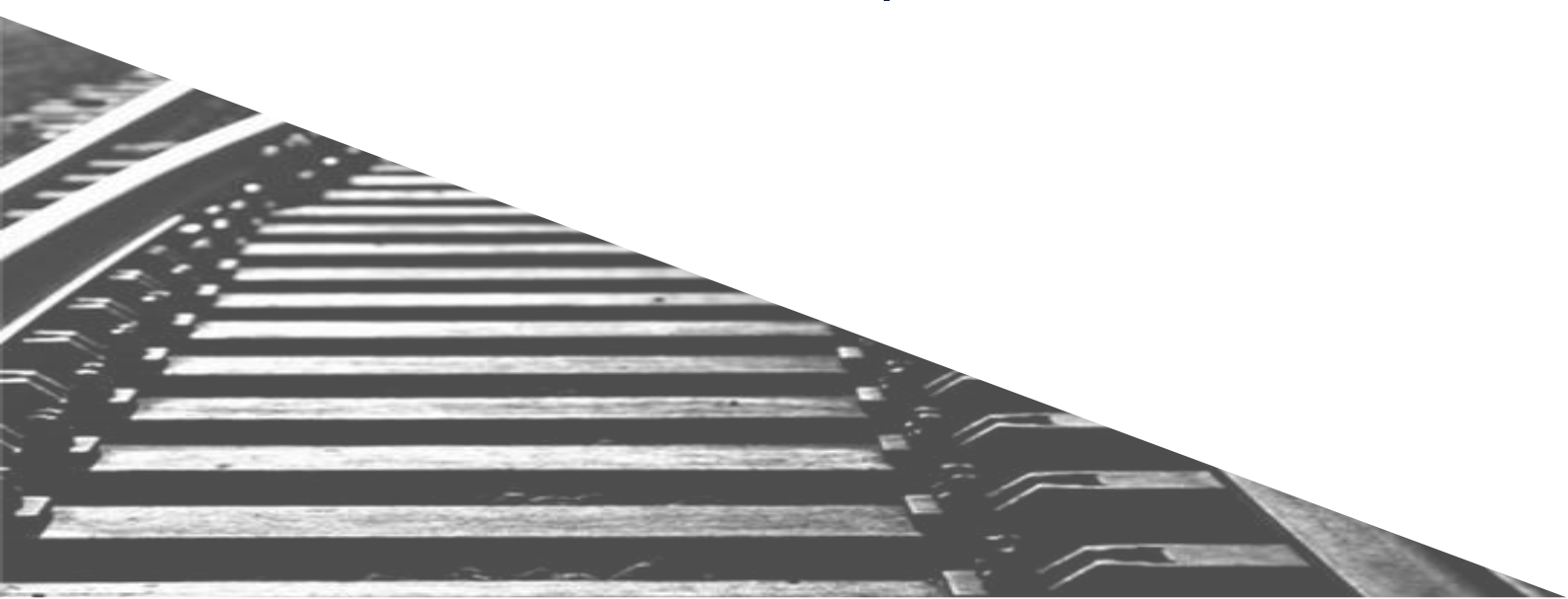
ABN 99 120 432 144

Level 22

535 Bourke Street
Melbourne, Victoria 3000

T: +61 (0)3 8620 8900

F: +61 (0)3 89620 8999



17 October 2019

Dear Shareholder,

I am pleased to invite you to the 2019 Annual General Meeting of Engenco Limited (ASX:EGN) to be held at 10am (Melbourne Time) on Tuesday 19 November 2019 at Level 19, 181 William Street (Offices of Baker McKenzie), Melbourne, Victoria.

PROXY FORMS

If you are attending the Annual General Meeting and have not lodged a Proxy Form, please bring the blank Proxy Form with you to assist with registration.

If you are not attending the Annual General Meeting you can either vote online or lodge a completed Proxy Form by returning it to our Share Registry. Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the 'Proxies and Voting' instructions enclosed.

Please be aware that Proxy Forms need to be received by the Share Registry no later than 10.00am (Melbourne time) on Sunday 17th November 2019. Further details on completion can be found on the reverse side of the Proxy Form.

ANNUAL FINANCIAL REPORT

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Financial Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Financial Report for the year ended 30 June 2019 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Reports.

VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 10.00am on Sunday 17th November 2019 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By order of the Board



Paul Burrows
Company Secretary

AGENDA

1. ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company, comprising the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019.

Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.

2. ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2019 is adopted."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Vincent De Santis, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Alison von Bibra, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

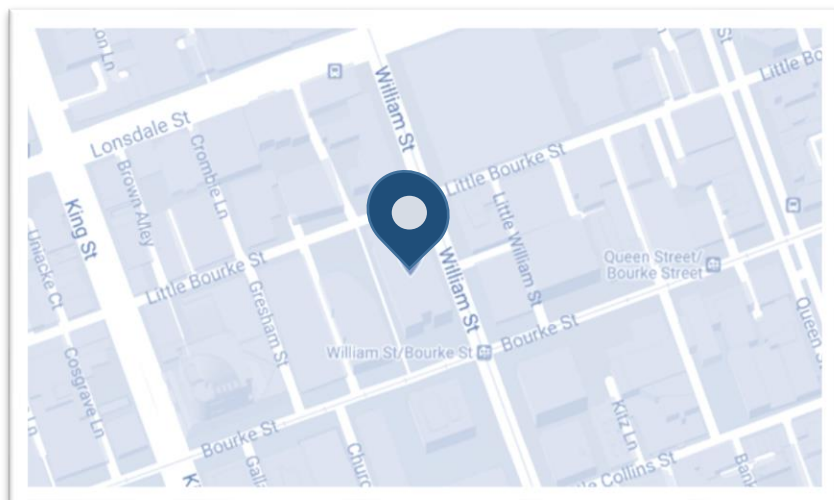
5. INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS (ORDINARY RESOLUTION)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.17, the Company's Constitution and all other purposes, the aggregate amount of fees that may be paid to non-executive Directors as a whole for the years from and including the year commencing 1 July 2019 be increased from \$500,000 per annum to \$600,000 per annum (being an increase of \$100,000)."

Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.

GETTING THERE



RAIL:

Flagstaff and Southern Cross Station are both under 500 metres away.

TRAM:

The closest tram stops are Bourke Street- Tram No. 86, 95 and 96 and at William Street - Tram No. 55.

CAR PARKING:

Public car parking is available close to the building at Secure Parking on 570 Bourke Street.

TAXI:

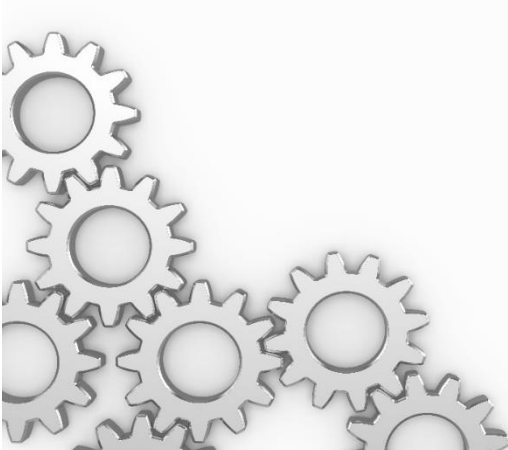
Concierge can assist with hailing taxis, or a taxi cab rank is located between Little Collins Street and Bourke Street.

ORDINARY BUSINESS

1. 2019 ANNUAL FINANCIAL REPORT

The 2019 Annual Financial Report, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2019 Annual Financial Report and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.



2. ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2019 (NON-BINDING RESOLUTION)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report of the Company for the financial year ended 30 June 2019 and which is set out on pages 10 - 23 of the 2019 Annual Financial Report contains within it a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the Remuneration Report, then:

- a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b) if, at the Company's 2020 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2020 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion Statement:

Agenda Item 2

The Company will disregard all votes cast on Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Agenda Item 2 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Agenda Item 2; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Agenda Item 2 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

Agenda Item 5

The Company will disregard any votes cast, in favour of Agenda Item 5:

- a) by Directors of the Company or any of their associates; or
- b) as a proxy by a member of the Company's Key Management Personnel or their Closely Related Parties, unless the vote 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
 - the person chairing the meeting 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 and to exercise the proxy even though Agenda Item 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A breach of voting restrictions may be an offence under the Corporations Act.



3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting. The Company has five Directors, one of whom is the Managing Director.

Vincent De Santis retires by rotation and being eligible offers himself for re-election.

The Board (with Mr De Santis abstaining) recommends that Shareholders vote in favour of this resolution.

Vincent De Santis

BCOM, LLB (HONS)

Chairman since 24 March 2016, non-executive Director since 19 July 2010, member of Audit and Risk Committee since 31 July 2013.

Vince was the Managing Director of the Elphinstone Group up until December 2018. He initially joined the Elphinstone Group in 2000 as the Group's Legal Counsel and Finance & Investment Manager. During his time with the Group, Vince also served as a director of various subsidiary and joint venture companies including William Adams Pty Ltd, Gekko Systems Pty Ltd and APac Energy Rental Pte Ltd. Prior to that, he was a Senior Associate in the Energy, Resources & Projects team at national law firm Corrs Chambers Westgarth, based in Melbourne. Vince is also a member of the University of Tasmania's North West Advisory Board and the Tasmanian Rhodes Scholarship Selection Committee.

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Alison von Bibra retires by rotation and being eligible offers herself for re-election.

The Board (with Ms von Bibra abstaining) recommends that Shareholders vote in favour of this resolution.

Alison von Bibra

BSc, MBA

Independent non-executive Director and member of the Audit and Risk Committee since 17 January 2017.

Alison has held key positions at a number of organisations including almost 10 years at ASX listed multi-national, CSL Limited. During her time at CSL, Alison's roles included Senior Director, Human Resources based in the USA and General Manager, Human Resources located at the company's Melbourne head office. Alison also has experience in a range of board roles including among others, the Dental Board of Australia, the Ballarat General Cemeteries Trust, CSL Superannuation Fund and Westernport Regional Water Corporation. She is currently a Member of the Chiropractic Board of Australia.

5. INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS (ORDINARY RESOLUTION)

Item 5 proposes an increase in the maximum fee pool that can be paid to non-executive Directors each year from \$500,000 per annum to \$600,000 per annum, an increase of \$100,000 per annum.

This maximum fee pool has not been changed since the 2010 AGM and an increase is required to provide flexibility with Board and Audit and Risk Committee appointments, so that the Board can appropriately manage succession planning and potential new director appointments in light of the mix of skills, experiences and diversity necessary on the Board (ensuring that changes in composition are effected as smoothly as possible).

It is emphasised that this is a maximum limit and it is not proposed that current fees be increased to that limit. The additional headroom is seen as prudent to give the Board the necessary flexibility to continue operating effectively.

No securities have been issued to any non-executive Directors of the Company under ASX Listing Rules 10.11 or 10.14 with shareholder approval at any time in the last 3 years.



PROXIES AND VOTING

ELIGIBILITY TO VOTE

You will be eligible to vote at the meeting if you are registered as a holder of Engenco Limited shares at 10.00am (Melbourne time) on Sunday 17th November 2019.

APPOINTING A PROXY

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of Engenco Limited and may be an individual or body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents. If you require a second proxy form, please contact the Company Secretary on +61(0)3 8620 8900.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on the Remuneration Report resolution (Agenda Item 2) and the non-executive director fee pool resolution (Agenda Item 5). If you do not specify the way in which the proxy is to vote on these resolutions, the member of the KMP will not be entitled to exercise your proxy in respect of that resolution, except if the proxy is the Chair of the meeting. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

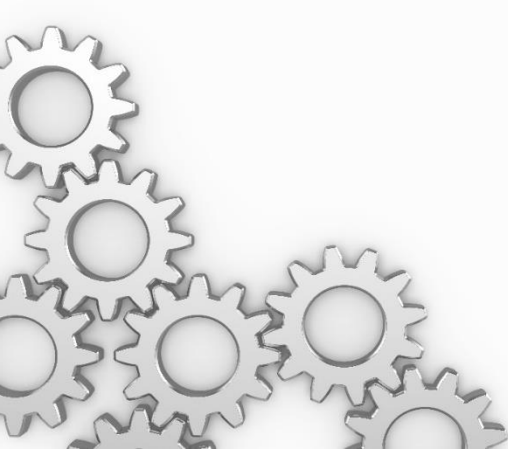
HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chair of the meeting intends to vote undirected proxies and all other available proxies in favour of each resolution, even if he has an interest in the outcome of the resolution or they are connected directly or indirectly with the remuneration of a member of the Company's KMP, and even if votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

If you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolution in respect of Agenda Item 2) you are a KMP or a Closely Related Party of a KMP; or
- (c) (in relation to the resolution in respect of Agenda Item 5) you are a director of the Company or any of their associates.

Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.



QUESTIONS FROM SHAREHOLDERS

In addition to asking questions at the meeting, written questions to the Chair about the management of the Company or to the Company's auditors about the content of the Auditor's Report and the conduct of the audit, must be received no later than Friday, 8 November 2019 by:

- Post to the Chair, C/- Company Secretary, Engenco Limited, Level 22, 535 Bourke Street, Melbourne VIC 3000; or
- Email to: Engenco.InvestorRelations@engenco.com.au

Copies of written questions and answers will be available at the meeting.

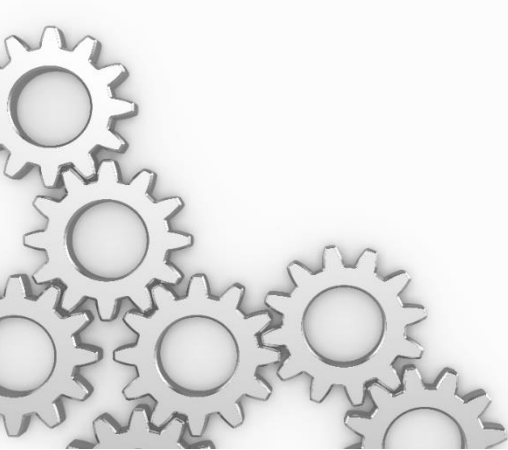
CORPORATE SHAREHOLDERS

Corporate Shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of Engenco Limited.

Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

YOUR PRIVACY

Attendees at the meeting may be video recorded and the tapes may be used at the discretion of ASX for security or broadcast purposes.



GLOSSARY

ASX means ASX Limited ABN 98 008 624 691.

Closely Related Party of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

Company means Engenco Limited (ACN 120 432 144).

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors mean the directors of the Company.

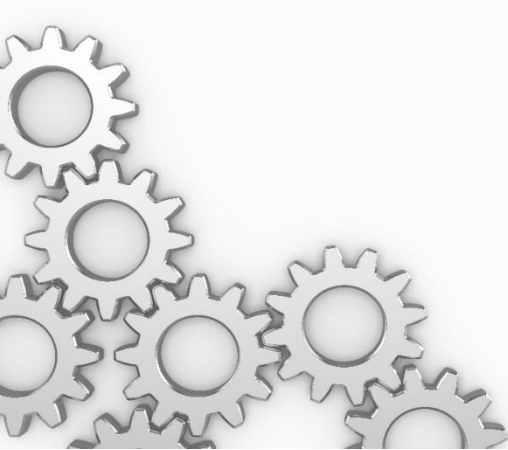
KMP means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

Notice means the notice convening the 2019 Annual General Meeting of the Company.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2019 and which is set out on pages (18 to 23) of the Company's 2019 Annual Financial Report.

Resolutions means the resolutions proposed in the Notice.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.



+

ENGENCO LIMITED

ACN: 120 432 144

REGISTERED OFFICE:LEVEL 22
535 BOURKE STREET
MELBOURNE VIC 3000

+

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52

Collins Street West VIC 8007

Suite 913, Exchange Tower

530 Little Collins Street

Melbourne VIC 3000

T: 1300 992 916

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code:

EGN

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 10:00am AEDT on Tuesday 19 November 2019 at Level 19, 181 William Street, (Offices of Baker & McKenzie), Melbourne, Victoria and at any adjournment of that meeting.

If the Chairperson of the meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the meeting to exercise the proxy in respect of resolutions 1 and 4, even though the resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of the Remuneration Report (Non-Binding Resolution)
2. Re-election of Director (Ordinary Resolution) - Vincent De Santis
3. Re-election of Director (Ordinary Resolution) - Alison von Bibra
4. Increase aggregate fee pool for Non-Executive Directors (Ordinary Resolution)

For**Against****Abstain***

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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 computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am AEDT on Sunday 17 November 2019.

+ EGNPX1191119

1

1

EGN

EGNPX1191119

+



My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

()																		
---	--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

- Online** www.securitytransfer.com.au
- Postal Address** PO BOX 52
Collins Street West VIC 8007
- Street Address** Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
- Telephone** 1300 992 916
- Facsimile** +61 8 9315 2233
- Email** registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

