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## **CROPLOGIC LIMITED**

**ARBN 619 330 648**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 2.00pm (EST)

**DATE:** Wednesday, 22 August 2018

**PLACE:** At the offices of DLA Piper Australia  
Level 22  
No.1 Martin Place  
Sydney NSW, Australia

**The business of the Meeting affects your shareholding and your vote is important.**

**This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

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## NOTICE OF ANNUAL MEETING

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Notice is given that the 2018 Annual General Meeting of Shareholders of CropLogic Limited will be held at the offices of DLA Piper Australia, Level 22, No.1 Martin Place Sydney NSW, Australia on Wednesday, 22 August 2018 at 2.00pm (EST).

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## MOTIONS – RESOLUTIONS

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### 1. RESOLUTION 1 – APPROVAL OF FINANCIAL STATEMENTS AND ANNUAL REPORT

That the Financial Statements and Annual Report for the year ended 31 March 2018 be received, considered and approved.

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### 2. RESOLUTION 2 – AUDITOR REMUNERATION

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

“That the Directors be authorised to determine and fix the fees and expenses of the Company’s auditors for the forthcoming year at their discretion.”

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### 3. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – HON. CHERYL EDWARDES AM

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Hon. Cheryl Edwardes AM, a Director who was appointed on 1 March 2018, retires, and being eligible, is elected as a Director.”

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### 4. RESOLUTION 4 - RE-ELECTION OF DIRECTOR – MR. ANDREW WHITEHEAD

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Andrew Whitehead, a Director who was appointed on 6 April 2018, retires, and being eligible, is elected as a Director.”

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### 5. RESOLUTION 5 - RE-ELECTION OF DIRECTOR – MR. PETER ROBORGH

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

“That, for the purpose of clause 13.5 of the Constitution and ASX Listing Rule 14.5, Mr Peter Roborgh, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

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## GENERAL BUSINESS

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To transact such other business as may be properly brought before the meeting in accordance with the Company’s Constitution.

**Dated: 25 July 2018**

**By order of the Board**



**Susan Hunter  
Company Secretary**

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## IMPORTANT INFORMATION

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All Shareholders are entitled to attend and vote at the Annual General Meeting or to appoint a proxy (who need not be a shareholder of the Company) or corporate representative (in the case of a corporate shareholder) to attend the Annual General Meeting and vote on their behalf. If you wish, you may appoint "The Chairman of the Meeting" as your proxy or as an alternative to your named proxy. A Proxy Form is enclosed with this Notice. To appoint a proxy please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:

(a) by hand to:

Link Market Services  
1A Homebush Bay Drive, Rhodes NSW 2138; or

(b) by post to:

CropLogic Limited, Locked Bag A14, Sydney South NSW 1235; or

2. by facsimile to +61 2 9287 0309; or

3. lodge online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter CropLogic Limited or the ASX code CLI in the Issuer name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your Proxy Form), postcode (or country of residence if outside Australia) and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received by 2.00pm (EST) on 20 August 2018.

The Chairman of the Meeting intends to vote any discretionary proxies in favour of the resolutions set out in this Notice of Meeting.

An ordinary resolution is a resolution that is approved by a simple majority of votes of those Shareholders entitled to vote and voting on the resolution.

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## EXPLANATORY NOTES

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These Explanatory Notes relate to the Resolutions set out in the Notice of Annual General Meeting.

### **1. RESOLUTION 1 (TO BE PASSED AS AN ORDINARY RESOLUTION): RECEIPT OF FINANCIAL STATEMENTS AND ANNUAL REPORT**

A copy of the Annual Report is not included with this Notice of Annual Meeting, but if you would like to view the Annual Report, it is available on our website at <https://www.croplogic.com/asx.html#yourir:announcement/cli.asx/6A889294> at any time to view or download.

We will send a printed copy of the Annual Report to those shareholders who request such, free of charge. If you would like a printed copy of the Annual Report, please contact our share registrar, Link Market Services (see below) in writing within 15 working days of receipt of this notice. Please include your full name (as it appears on the register), postal address and shareholder number.

#### **To request a printed copy:**

To enable Link Market Services to record your request and provide you with a printed copy of the Annual Report, you must provide your holder number and the name the holding is in.

Write to: Link Market Services Limited

Locked Bag A14, Sydney South NSW 1235

Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

Fax: +61 2 9287 0303

### **2. RESOLUTION 2 (TO BE PASSED AS AN ORDINARY RESOLUTION IN ACCORDANCE WITH SECTION 207S OF THE COMPANIES ACT 1993): REMUNERATION OF AUDITOR**

RSM Australia Pty Ltd is the current auditor of the Company. A resolution to re-appoint the auditor is not required under the New Zealand Companies Act 1993 (**Act**). Section 207T of the Act provides that a company's auditor is automatically re-appointed unless the shareholder's resolve to appoint a replacement auditor, or there is another reason for the auditor to not be re-appointed.

Section 207S of the Act provides that the auditor's fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting. Shareholders are being asked to resolve that the Directors be authorised to determine and fix the fees and expenses of the auditor for the forthcoming year.

### **3. RESOLUTIONS 3 TO 5 (TO BE PASSED AS ORDINARY RESOLUTIONS IN ACCORDANCE WITH CLAUSES 13.4 AND 13.5 OF THE CONSTITUTION AND ASX LISTING RULE 14.5): RE-ELECTION OF DIRECTORS**

Clause 13.4 of the Company's Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Hon. Cheryl Edwardes AM and Mr. Andrew Whitehead having each been appointed in accordance with Clause 13.4 of the Constitution, will retire in accordance with clause 13.4 of the Constitution and being eligible, each seek election from Shareholders.

As required by clause 13.5 of the Company's Constitution and ASX Listing Rule 14.5, one Director, Mr. Peter Roborgh, is retiring by rotation. Mr. Peter Roborgh, being eligible, has offered himself for re-election.

Please refer to page 4 of the Annual Report for a brief biography of each Director standing for re-election.

### **Board recommendation**

The Directors recommend Shareholders vote in favour of Resolutions 3 to 5.

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## **GLOSSARY**

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**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Company** means CropLogic Limited (ARBN 619 330 648).

**Constitution** means the Company's constitution.

**Directors** means the current directors of the Company.

**Explanatory Notes** means the explanatory notes accompanying the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Notes and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**EST** means Eastern Standard Time as observed in Sydney, New South Wales, Australia.



ARBN 619 330 648  
NEW ZEALAND COMPANY NUMBER 3184550

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
CropLogic Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of CropLogic Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (EST) on Wednesday, 22 August 2018 at The offices of DLA Piper Australia, Level 22, No. 1 Martin Place, Sydney NSW, Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval of Financial Statements and Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Re-election of Director – Mr. Peter Roborgh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Auditor Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Director – Hon. Cheryl Edwardes AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Director – Mr. Andrew Whitehead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

CLI PRX1801A



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney 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.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (EST) on Monday, 20 August 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

CropLogic Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**