



Meeting of Optionholders Scheme of Arrangement

6 November 2015 at 11:00am

Ecosave Holdings Limited ABN 77 160 875 016



Welcome and Opening Remarks



Chairman

The Federal Court of Australia has directed that Robin Archibald is to act as Chairman of the Scheme Meeting (and that, if Robin Archibald is unable or unwilling to attend and act as Chairman of the Scheme Meeting, Marcelo Javier Rouco is to act as Chairman of the Scheme Meeting) and has directed the Chairman to report the result of the Scheme Resolution to the Federal Court of Australia.

Accordingly Robin Archibald will Chair this Meeting of Optionholders.



Formal Business of the Meeting - Scheme of Arrangement

By an order of the Federal Court of Australia made on 28 September 2015, pursuant to subsection 411(1) of the Corporations Act, the Scheme Meeting of Optionholders of Ecosave Holdings Limited ACN 160 875 016 (Company) will be held at Unit 4/42 Carrington Road, Castle Hill NSW 2154 on Friday, 6 November 2015 at 10:30am (Sydney time).

The purpose of the meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without any amendment or any alterations or conditions required by the Federal Court of Australia to which Ecosave Holdings, Inc and Ecosave Holdings Limited agree) proposed to be made between the Company and Optionholders (**Scheme**).

A copy of the Scheme and a copy of the Explanatory Statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet.

Optionholder Approval

For the proposed Scheme to be binding in accordance with section 411 of the corporations Act, the Scheme Resolution must be approved by:

- (a) unless the Federal Court of Australia orders otherwise, a majority in number of Optionholders present and voting (either in person or by proxy, attorney or, in the case of corporate Optionholders, body corporate representative) at the Scheme Meeting;
- (b) at least 75% of the votes cast on the Scheme Resolution (either in person or by proxy, attorney or, in the case of corporate Optionholders, body corporate representative).

Court Approval

Under paragraph 411(4)(b) of the Corporations Act, the Scheme (with or without any alteration or condition required by the Federal Court of Australia) is subject to the approval of the Federal Court of Australia.

If the Scheme Resolution put to the Scheme Meeting is passed by the requisite majorities and the other Conditions Precedent to the Scheme (other than approval by the Federal Court of Australia) are satisfied or waived by the time required under the Scheme, Ecosave intends to apply to the Federal Court of Australia for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Federal Court of Australia and a copy of the orders of the Federal Court of Australia must be lodged with ASIC.

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Meeting of Optionholders, a person will be recognised as a member of the Company and the holder of Options if that person is registered as a holder of those Options at 7:00 pm Sydney time on Wednesday, 4 November 2015.



Resolution 1:

Approval of Scheme Resolution

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

That, conditional on the approval of the Share Scheme by the Federal Court of Australia pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) and the Share Scheme Resolution being passed at the Share Scheme Meeting in accordance with section 411(4)(a)(ii) of the Corporations Act 2001 (Cth), pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Ecosave Holdings Limited and the Optionholders, as contained in and more particularly described in the Scheme Booklet of which this Notice of Option Scheme Meeting forms part, is approved, with or without amendments or alterations or conditions as approved by the Federal Court of Australia to which Ecosave Holdings, Inc and Ecosave Holdings Limited agree.

The Directors recommend that Optionholders vote in favour of Resolution 1.

Voting:



Results of Voting as at 11:00 am Wednesday, 4 November 2015:

The results in respect of each proxy form received by post, online, hand delivery or facsimile up to 10:30am on Wednesday, 4 November 2015 are as follows;

Votes For	Votes Against	Votes Open Other	Votes Abstain & Other	Votes Excluded	Total
440,982	2,000	3,000	2,000	0	445,982

Headcount For	Headcount Against	Headcount Open Other	Headcount Abstain & Other	Headcount Excluded	Total
42	2	3	2	0	49

Voting:



Call for Votes on the floor:

I now call for a vote by poll of eligible shareholders on the floor on the resolution.

That, conditional on the approval of the Share Scheme by the Federal Court of Australia pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) and the Share Scheme Resolution being passed at the Share Scheme Meeting in accordance with section 411(4)(a)(ii) of the Corporations Act 2001 (Cth), pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Ecosave Holdings Limited and the Optionholders, as contained in and more particularly described in the Scheme Booklet of which this Notice of Option Scheme Meeting forms part, is approved, with or without amendments or alterations or conditions as approved by the Federal Court of Australia to which Ecosave Holdings, Inc and Ecosave Holdings Limited agree.

Declaration of Final Results of Voting:



Conclusion of the Meeting
(Meeting of Optionholders
Scheme of Arrangement)

6 November 2015

Ecosave Holdings Limited ABN 77 160 875 016

