

PAPYRUS AUSTRALIA LIMITED
ACN 110 868 409

NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Wednesday 18th January 2023

Time of Meeting

10.30 am (Adelaide time)

Place of Meeting

The Offices of BDO Audit (SA) Pty Ltd
Level 7, BDO Centre
420 King William Street
Adelaide SA 5000

NOTICE OF GENERAL MEETING

PAPYRUS AUSTRALIA LIMITED ACN 110 868 409

Notice is hereby given that a General Meeting of shareholders of Papyrus Australia Limited (the **Company**) will be held at the Offices of BDO Audit (SA) Pty Ltd, Level 7 BDO Centre, 420 King William Street ADELAIDE SA 5000 at 10.30 am (Adelaide time) on 18 January 2023.

The board has appointed Mr Pascal Gouel to act as chairman for the purpose of this general meeting.

Shareholders are encouraged to participate in the Meeting in person

The Directors of Papyrus Australia Limited (with the exception of David Attias) will be voting all Shares that they hold, and recommend that all Shareholders vote:

AGAINST the two resolutions in this Notice of General Meeting

Special Business

Resolution 1: Removal of Vincent Peter Rigano as director of the Company

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

“That Vincent Peter Rigano be removed from the office of director of the Company with effect from the close of this general meeting.”

Resolution 2: Removal of Edward Michael Byrt as director of the Company

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

“That Edward Michael Byrt be removed from the office of director of the Company with effect from the close of this general meeting.”

Dated 16 December 2022

**By order of the Board
Papyrus Australia Ltd**



**Vince Rigano
Company Secretary**

EXPLANATORY MEMORANDUM

1. INTRODUCTION

1.1 Purpose of this explanatory memorandum

This Explanatory Memorandum has been prepared to assist Shareholders in considering the resolutions proposed for the General Meeting (**Meeting**) of the Company to be held on Wednesday, 18 January 2023 commencing at 10:30 am (Adelaide time).

It should be read in conjunction with the accompanying Notice of General Meeting.

1.2 Reason for convening the meeting

The Meeting has been convened by the Directors following receipt of a request from four shareholders, namely, Union Pacific Equities Pty Ltd ACN 637 085 806, Union Pacific Investments Pty Ltd ACN 079 632 723 (both companies associated with Mr Siew Hong Koh), Certane CT Pty Ltd ACN 106 424 088 ACF (L39 Capital A/c) and BPE Investments Pty Ltd ACN 086 947 079 (a company associated with Elias) (hereafter referred to as "Dissenting Shareholders") to requisition a general meeting of the Company to consider the resolutions specified in this Notice of General Meeting. Dissenting Shareholders have not provided any written explanation of why the resolutions have been put forward.

The request was made by Dissenting Shareholders pursuant to section 249D of the Corporations Act, which requires directors of a company to convene a meeting at the request of a shareholders holding at least 5% of the votes that may be cast at a general meeting. At the date of receipt of the request, the Dissenting Shareholders were the registered holders of approximately 22.78% of the Shares in the Company.

THE BOARD (WITH THE EXECPTION OF DAVID ATTIAS) DOES NOT ENDORSE OR SUPPORT EITHER OF THE RESOLUTIONS PROPOSED BY DISSENTING SHAREHOLDERS AND WHICH ARE SET OUT IN THE NOTICE OF GENERAL MEETING

2. BACKGROUND

2.1 Board performance and composition

By requisitioning the Meeting, Dissenting Shareholders seek to remove two (2) of the longest serving Directors on the Board who have helped the Company to navigate a period of significant uncertainty and challenge over the period 2010 - 2020 being a significant 10 years in the life of the Company, which included

1. sustaining the Company operations in Egypt post the Arab Spring revolution in Egypt from 25 January 2011 – 3 July 2013
2. the post revolution reconstruction which had direct implications for the Company until 2016/2017,
3. the relocation of the Walkman factory equipment to Egypt,

4. supporting continued research and development utilising the Company's intellectual property to develop new marketable products such as molded tray products to replace plastic packaging utilising banana fibre pulp, organic MUSA liquid fertilizer, panel board and Mdf board, and decorative banana veneer as a substitute for timber veneer, in a totally chemical free zero waste process.

Over the last 24 - 36 months since the Dissenting Shareholders first became involved in the Company, the Board, led by the Chair Edward Byrt and supported by directors Ramy Azer, Vince Rigano and more recently Pascal Gouel, has worked hard to strengthen governance and accountability of decision making in the Company for the benefit of Shareholders.

This was considered a core requirement to attract additional new capital to progress the development and commercialisation of the Company's key asset, namely, the banana fibre intellectual property.

This focus on good governance, strategy and execution has attracted the attention and the commitment of the Government of Egypt to establish a "*national banana plantation waste retrieval industry*" utilizing the Papyrus technology. This resulted in an executed agreement with the Egyptian Government for the establishment of a banana fibre moulded products factory. This factory will use banana fibre made by Papyrus in Sohag which utilizes the Company's banana fibre technology.

The current Board, with the ongoing support of the Company's executive and staff, have delivered key agreements and outcomes, through its joint venture company Papyrus Egypt (PPYEg), namely:

- Established a commercial scale plant in Sohag, that can process approximately 50,000MT p.a. of banana plantation waste and subsequently produce large amounts of liquid organic fertilizer and banana fibre
- A proof-of-concept plant in Sharqiyah that has commercialized the ability to produce various moulded products, such as egg trays, from 100% banana virgin fibre pulp
- Executed a commercial agreement with the Egyptian Government to establish a moulded banana fibre products factory in Cairo. This factory which is expected to be in production by mid-2023 will produce commercial output of moulded banana fibre products from banana pulp supplied by PPYEg on commercial terms.
- Executed a commercial off-take agreement with the Ministry of Military Production (MoMP) which ensures that all product output from the moulded products factory in Cairo will be supplied to PPYEg for resale. The MOU between the Company and MoMP provides that following the successful commission of the moulded products factory in Cairo in mid 2023, the parties will enter negotiations for the establishment of multiple banana plantation waste and fibre processing plants within Egypt.
- Continued to support the development of the banana pulp technology which led to the submission of a new patent application lodged in Australia.
- Appointing Pascal Gouel as Executive Director – International Business Development to further strengthen the composition and critical skills of the Board and senior management in managing an emerging a growth entity.
- Continued to build a strong management team capable of providing the support necessary to move the company from R&D related activities to commercialisation.



2.2 Cost to the Company

With the current requisition notice from Dissenting Shareholders, the cost of calling and convening the Meeting will be borne by the Company. The Company is working diligently to minimize its operating costs and considers the Meeting to be an unnecessary and unproductive use of the Company's executive time and resources. It is anticipated that the cost of convening the Meeting is likely to be more than **\$50,000**. The Board is of the view that Company funds can be better utilised to support its ongoing operations and key objectives.

2.3 Future plans

Moving forward, the Company will continue to execute its strategy, including the commercialisation of its intellectual property in Egypt and other neighbouring banana regions outside of Egypt, supporting the Sohag factory operation in Egypt and moving towards 100% ownership of PPYEg (the joint venture company with EBFC) . Critically, it is imperative that 'business as usual' continues for the Company under a stable Board and management team.

The Company has not been provided with any information about the Dissenting Shareholders' future plans. The Board does not support change for change's sake and considers the proposed resolutions, if passed, will not result in any improvement to the Company's medium to long term success – on the contrary valuable experience and corporate knowledge will be lost.

2.4 Recommendation

For the reasons outlined in this Explanatory Memorandum, the directors except for David Attias recommend that you

**VOTE AGAINST EACH OF THE RESOLUTIONS SET OUT
IN THIS NOTICE OF GENERAL MEETING**

The Directors (with the exception of David Attias) will be voting all Shares that they hold, AGAINST each of the resolutions set out in this Notice of General Meeting.

3. Resolution 1: Removal of Vincent Peter Rigano as director of the Company

3.1 Background

In accordance with rule 3.10(a)(i) of the Company's Constitution, the Company may, by passing an ordinary resolution at a meeting of members by a majority of the members present and voting at the meeting, remove a director from office.

Mr Rigano was first appointed as a Director of the Company on 27 November 2013. He is a non-executive Director. Having had regard to the ASX Principles, the Board considers Mr Rigano to be an independent Director.

3.2 Information regarding Mr Rigano

Mr Rigano has BA Accounting from the University of South Australia.

Mr Rigano is a CPA with over 25 years' experience in corporate accounting, management consulting and company secretarial. Vince has been company secretary for a number of years for Papyrus and is Chairman of the Audit Committee.

Vince provides management accounting and consulting services to a variety of industry sectors including start-ups. He is also a member of the Company's Audit Committee.

3.3 Directors Recommendation

The Directors other than David Attias the L39 nominated director (and excluding **Mr. Rigano**) recommend that Shareholders vote **AGAINST** Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** Resolution 1.

4. Resolution 2: Removal of Edward Michael Byrt as director of the Company

4.1 Background

In accordance with rule 3.10(a)(i) of the Company's Constitution, the Company may, by passing an ordinary resolution at a meeting of members by a majority of the members present and voting at the meeting, remove a director from office.

Mr Byrt was first appointed as a Director of the Company on 2 December 2004 and has been Chairman of the company since 2010, he is a non-executive Director. Having had regard to the ASX Principles, the Board considers Mr Byrt to be an independent Director.

4.2 Information regarding Mr. Byrt

Mr Byrt has LLB from the University of Adelaide.

Mr Byrt is a company director with over 40 years' experience in commerce, corporate governance and international business. He has been a specialist strategic advisor for major development and infrastructure projects within Australia and offshore.

Ted is a business advisor and Board member of several leading organisations in South Australia. He was until March 2018 Presiding Member of the State of South Australia's Development Assessment Commission, he is Chairman of the China Cluster, The Australian Advanced Manufacturing Centre Pty Ltd, Red Chip Photonics Pty Ltd and Arkwright Technologies Pty Ltd, he was until December 2017 a Director of Treyo Leisure & Entertainment Ltd (ASX listed) and he is a Board member of the Aboriginal Foundation of South Australia Inc. He is also a member of the Company's Audit committee and has been a Director of the Company since 2004.

4.3 Directors Recommendation

The Directors other than David Attias the L39 nominated director (excluding **Mr Byrt**) recommend that Shareholders vote **AGAINST** Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** Resolution 2



5. PROXIES

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice of Meeting.

To record a valid vote, a Shareholder will need to take the following steps:

- (1) complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Ltd:
 - (a) by post at the following address:

Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE VIC 3001
 - OR
 - (b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (2) online by visiting www.intermediaryonline.com for Intermediary Online subscribers only (custodians)
- (3) Shareholders can also cast their proxy votes online, including by smartphone, at www.investorvote.com.au.

so that it is received no later than 10.30 am (Adelaide time) on Monday 16th January 2023.

6. 'SNAP SHOT' TIME

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all Shares that are quoted on ASX as at 6.30pm (Adelaide time) on 16 January 2023 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

7. CORPORATE REPRESENTATIVE

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the corporate shareholder's constitution and the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

GLOSSARY

In this Notice of Meeting and Explanatory Memorandum the following expressions have the following meanings unless stated otherwise or unless the context requires otherwise:

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors.

Chairman of the Meeting means Mr Pascal Gouel

Company means Papyrus Australia Limited (ACN 110 868 409).

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 the Company.

Dissenting Shareholders means Union Pacific Equities Pty Ltd ACN 637 085 806, Union Pacific Investments Pty Ltd ACN 079 632 723 (both companies associated with Mr Siew Hong Koh), Certane CT Pty Ltd ACN 106 424 088 (associated with L39 Capital) and BPE Investments Pty Ltd ACN 086 947 079 (a company associated with Ben Elias)

Equity Securities has the meaning given to that term in the Listing Rules.

Listing Rules means the listing rules of ASX.

Meeting means the general meeting of Shareholders convened by this Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting.

Shareholder means a holder of Shares.



ANNEXURE A – MEMBERS STATEMENT UNDER SECTION 249P

PAPYRUS AUSTRALIA LTD IS NOT RESPONSIBLE FOR THIS STATEMENT AND DOES NOT ENDORSE OR APPROVE ANY OF THE CONTENT THEREIN.

The following attached statement is provided by the Dissenting Shareholders representing holders of greater than 5% of the issued capital of the Company

Dear Fellow Shareholders,

UNLOCKING THE TRUE POTENTIAL OF POPYRUS FOR THE BENEFIT OF ALL SHAREHOLDERS

L39Capital Pty (“L39”) Ltd is a micro and small cap focused fund driven by the motto ‘Patient Capital, Active Participation’. L39 invested in Papyrus Australia Ltd (“Company”) over two years ago, having invested more than \$1.125m and co-led the \$3m 2020 raise.

L39 have significant concerns as to how the Company has been managed and governed by its Chairman, Edward Byrt, and its Company Secretary, Vincent Rigano, with the Company having a share price that is 75% lower than its listing price after 17 years. As the largest shareholder, directly controlling 15.99%, we do not have faith that the Mr Byrt and Mr Rigano can fulfill the required leadership roles and we question their ability to manage the Company’s affairs, as well as secure sufficient funding from ESG funds and investors.



Having chaired the Company for over 10 years, we strongly believe that it’s time for Mr Byrt and Mr Rigano to make way for new leadership so Papyrus can commercialise its technology and unlock its potential.

We outline our concerns with how the Company has been managed by its current Chairman and Secretary along-with our vision for the Company.

GOVERNANCE & MANAGEMENT:

L39 thinks these examples demonstrate serious governance and management issues.

1. Voting against Kerry Chikarovski’s re-election and using undirected proxy votes against her

We have reason to believe that Mr Byrt and Mr Rigano voted against resolution 2: re-election of Kerry Chikarovski as executive director, at the AGM. Further, Mr Byrt, as Chairman, voted against the resolution with the Undirected Proxy votes. These actions are contrary to the board resolution and recommendation announced to the market on page 14 of the AGM Notice.

The Directors (other than Ms. Chikarovski) recommend that Shareholders vote in favor of Resolution 2 as they intend to do.

The chair intends to vote undirected proxies in favor of Resolution 2.

Mr Byrt and Mr Rigano both failed to disclose to the market and shareholders, prior to or at the AGM, that they were changing their vote and their intentions for Undirected Proxy votes. We believe that by doing so not only did they mislead shareholders but also did not act in the shareholders best interests, given Kerry's expertise and capabilities.

More worrying is the announcement released to the market by the Chairman on 5 December, trying to explain why he voted Undirected Proxy votes against the resolution. The reasoning provided was:

Upon receipt of the proxy votes from Computershare on the date of the meeting and prior to the meeting commencement, the Chairman noted that for resolution 2 (re-election of Kerry Chikarovski), 22,734,895 votes were cast "for" the resolution and 109,911,151 votes were cast "against" the resolution. The Chairman considered that as a consequence of the votes cast by shareholders before the Meeting being 82.86% against resolution 2 (re-election of Kerry Chikarovski) there was an exceptional circumstance and, accordingly, he voted the "open" undirected proxies against resolution 2 (re-election of Kerry Chikarovski).

Edward Byrt - Chairman.

We see the following issues:

- The Chairman using proxy votes cast prior to the AGM as a definitive representation of the remaining votes that were yet to be cast is illegitimate. Doing so attributes extra weight to the desires of shareholders who voted via proxy as compared to the shareholders who voted in person. In fact, had he used the Undirected Proxy votes as was communicated to the market, the resolution would have been carried. Given that shareholders were split on the decision, we cannot find any rational reason why the Chairman would change his intention and that of board, which was announced to the market, in voting the Undirected Proxies in favour. We believe that he may have had other motives that led him to take this action.
- In addition, proxy votes close 48 hours prior to the AGM, and as per the statement made by the Chairman were received prior to the meetings commencement. Yet, Mr Byrt failed to disclose his change of intentions to shareholders prior to or at the AGM. If he believed that Kerry's re-election was indeed bad for the Company and not in the interest of shareholders, why did he not voice his concerns prior to or at the AGM.

2. Lack of proper processes and disclosure

Large amounts of the funds that were raised by Papyrus Australia over the last couple of years were sent to Papyrus Egypt. While the activities in Egypt are very important for the Company, the use of these funds and the relationship between the entities that own Papyrus Egypt was poorly disclosed and communicated to shareholders and the market.

Under the leadership of Mr Byrt and Mr Rigano the ASX has requested monthly reporting, under listing rule 12.1, in addition to quarterly 4Cs, demonstrating deficiencies in proper and correct disclosure.

3. Relationship with major shareholders

A key role of the Chairman in small cap companies is to build and maintain relationships with major shareholders who could assist in future funding. Mr Byrt has shown to lack the necessary prose and management skills to maintain such healthy relationships with major shareholders. Our actions under this 249D clearly demonstrate that these relationships have totally collapsed.

OUR VISION:

We propose a clear strategy and pathway to profitability and commercialisation, which begins by bringing on board members that have the right skills for an international agri-tech company. These board members will not only add value to the company but will also enhance management, helping them focus on unlocking value, and improve accountability – which has been lacking under current leadership.

With the right leadership in place, the focus will then turn to Business Development, which we have been trying to push for since we first invested. The focus will be on ensuring the company has everything in order so that key personnel can negotiate commercial agreements. This will allow the Company to finally generate meaningful revenue, putting it on the path to profitability.

We appreciate the contribution made to date by Mr Byrt and Mr Rigano and want to note that this is nothing personal but rather the stage at which the Company is at. A stage that requires leadership with the right skills set and experience if it is ever going to succeed as an international Company that meaningfully disrupts the plastics industry.

We wish this could have been done in a different way.

Please vote in favour of all resolutions to remove Mr Byrt and Mr Rigano as directors.

We would be pleased to provide more information and can be contacted via email at funds@l39capital.com

Approved by the independent directors of L39Capital Pty Ltd.



Mark Garkawe



Papyrus Australia Ltd
ABN 63 110 868 409

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 **10:30am (ACDT) on Monday, 16 January 2023.**

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: 182045

SRN/HIN:

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.

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 Papyrus Australia Limited 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 General Meeting of Papyrus Australia Limited to be held at The Offices of BDO Audit (SA) Pty Ltd, Level 7, BDO Centre, 420 King William Street, Adelaide, SA 5000 on Wednesday, 18 January 2023 at 10:30am (ACDT) and at any adjournment or postponement of that meeting.

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.

The Directors of Papyrus Australia Limited (with the exception of David Attias) recommend that all shareholders vote:

AGAINST the two resolutions in this Notice of General Meeting

		For	Against	Abstain
Resolution 1	Removal of Vincent Peter Rigano as director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Edward Michael Byrt as director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against 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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / <input type="text"/>
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