



ROTOGRO

ASX Release

15 December 2021

Results of 2021 Annual General Meeting

Roto-Gro International Limited (ASX: RGI) (**RGI** or **Company**) advises that shareholders of the Company passed all Resolutions, except for Resolutions 9, 10, 11 and 17, by poll at the Annual General Meeting of the Company held today at 10:00 am (AEDT).

Resolution 1 – Adoption of Remuneration Report

The motion was passed as a non-binding ordinary resolution however as the Remuneration Report vote had more than 25% of the votes cast against the resolution, this constitutes a first strike for the purposes of the Corporations Act.

Resolution 9 – Approval of Issue of Broker Shares

The motion was not passed as an ordinary resolution on a poll.

Resolution 10 – Approval of Issue of Tranche 1 Broker Options

The motion was not passed as an ordinary resolution on a poll.

Resolution 11 – Approval of Issue of Tranche 2 Broker Options

The motion was not passed as an ordinary resolution on a poll.

Resolution 17 – Consolidation of Capital

The motion was not passed as an ordinary resolution on a poll.

In accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the *Corporations Act 2001* (Cth), a summary of the proxy votes and the number of votes cast on each resolution in the poll is attached.

-ENDS-

This announcement is authorised for release to the market by the Company Secretary of RGI.

Registered and Business Office

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Sydney NSW 2000
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E: info@rotogro.com

Directors

Michael Carli (Non-Executive Chairman)
Michael Di Tommaso (Executive Director)
Leighton Richards (Non-Executive Director)
Terry Gardiner (Non-Executive Director)

Chief Financial Officer

Karla Mallon

Company Secretary

Andrew Palfreyman





ROTOGRO

For more information please contact:

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About Roto-Gro International Limited

Roto-Gro International Limited (“**RotoGro**”) is an Australian agricultural technology company. RotoGro utilises its state-of-the-art, automated agricultural cultivation technology to provide sustainable and cost-effective solutions to the thriving indoor vertical farming market. The Company’s global operations are focused supplying its proprietary, patented, and patents-pending technology to the indoor vertical farming space for both perishable food (produce) and lawful cannabis.

The core of RotoGro’s technology is its patented Rotational Garden Systems, which provide optimized yields per square meter and significantly lower operating costs when compared to other indoor vertical farming technologies. RotoGro’s Rotational Garden Systems are supported by its proprietary Enterprise Edition iGrow software, state-of-the-art nutrient management system, automation technologies, and in-house design and engineering services.

RotoGro’s in-house engineering teams provide consultative services for full facility designs to produce state-of-the-art facilities equipped with RotoGro’s technology. Further, RotoGro’s research and design team works with its existing customers to ensure their long-term success cultivating high-quality crops.

RotoGro has formalised a collaboration with Verity Greens Inc. for the cultivation of perishable foods (produce). This venture is reliant upon RotoGro’s technology to produce greater yields with lower operating costs. In addition, RotoGro continues to nurture relationships for technology sales and growing management services in the lawful cannabis cultivation space, globally.

RotoGro maintains its focus on expansion into industry-specific synergistic opportunities and exploring strategic partnerships in both the perishable food (produce) and the lawful cannabis space.

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ROTO-GRO INTERNATIONAL LIMITED
Annual General Meeting
Wednesday, 15 December 2021
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
1 Adoption of Remuneration Report	Ordinary	53,470,180 55.78%	39,760,526 41.47%	2,640,282 2.75%	780,117	75,396,177 61.26%	47,688,383 38.74%	780,117	Carried	
2 Election of Leighton Richards as Director	Ordinary	89,178,295 82.88%	15,684,489 14.58%	2,740,282 2.55%	105,343	111,204,292 82.50%	23,594,489 17.50%	123,200	Carried	
3 ASX Listing Rule 7.1A Approval of Future Issue of Securities	Special	92,272,105 85.79%	12,652,029 11.76%	2,640,282 2.45%	143,993	114,948,102 85.29%	19,829,886 14.71%	143,993	Carried	
4 Ratification of Prior Issue of Tranche 1 Consultant Options under Listing Rule 7.1	Ordinary	49,959,212 46.48%	54,870,388 51.06%	2,640,282 2.46%	238,527	73,635,209 54.68%	61,030,388 45.32%	256,384	Carried	
5 Ratification of Prior Issue of Placement Shares under Listing Rule 7.1	Ordinary	68,146,987 63.42%	36,648,830 34.12%	2,640,282 2.46%	272,310	78,637,269 68.18%	36,708,830 31.82%	290,167	Carried	
6 Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A	Ordinary	75,281,698 70.07%	29,514,119 27.47%	2,640,282 2.46%	272,310	84,771,980 73.48%	30,591,976 26.52%	272,310	Carried	
7 Approval of Issue of Tranche 2 Consultant Options	Ordinary	50,018,516 46.54%	54,806,084 51.00%	2,640,282 2.46%	243,527	71,944,513 53.42%	62,733,941 46.58%	243,527	Carried	
8 Approval of Issue of Placement Options	Ordinary	57,087,469 53.08%	47,797,131 44.46%	2,640,282 2.46%	183,527	60,477,751 52.38%	54,974,988 47.62%	183,527	Carried	
9 Approval of Issue of Broker Shares	Ordinary	50,647,512 47.16%	54,097,088 50.38%	2,640,282 2.46%	323,527	52,697,794 45.70%	62,614,945 54.30%	323,527	Not Carried	
10 Approval of Issue of Tranche 1 Broker Options	Ordinary	49,863,516 46.43%	54,881,084 51.11%	2,640,282 2.46%	323,527	52,503,798 45.53%	62,808,941 54.47%	323,527	Not Carried	
11 Approval of Issue of Tranche 2 Broker Options	Ordinary	49,792,512 46.37%	54,952,088 51.17%	2,642,632 2.46%	321,177	52,435,144 45.47%	62,879,945 54.53%	321,177	Not Carried	
12 Approval of Issue of Incentive Options	Ordinary	50,081,911 46.58%	54,775,039 50.96%	2,640,282 2.46%	211,177	72,007,908 53.45%	62,702,896 46.55%	211,177	Carried	
13 Approval of Grant of Options to Mr Michael Di Tommaso, Director of the Company, under the Employee Incentive Plan	Ordinary	46,235,388 44.56%	54,877,986 52.90%	2,640,282 2.54%	256,822	68,161,385 52.04%	62,805,843 47.96%	256,822	Carried	
14 Approval of Grant of Options to Mr Michael Di Tommaso, Director of the Company, under the Employee Incentive Plan	Ordinary	46,135,388 44.50%	54,877,986 52.95%	2,640,282 2.55%	356,822	68,061,385 52.01%	62,805,843 47.99%	356,822	Carried	
15 Approval of Grant of Options to Mr Leighton Richards, Director of the Company, under the Employee Incentive Plan	Ordinary	46,291,392 44.62%	54,821,982 52.84%	2,640,282 2.54%	256,822	68,217,389 52.09%	62,749,839 47.91%	256,822	Carried	
16 Approval of Grant of Options to Mr Leighton Richards, Director of the Company, under the Employee Incentive Plan	Ordinary	46,291,392 44.62%	54,821,982 52.84%	2,640,282 2.54%	256,822	68,217,389 52.09%	62,749,839 47.91%	256,822	Carried	
17 Consolidation of Capital	Ordinary	50,082,141 46.80%	54,278,892 50.73%	2,640,282 2.47%	707,094	52,722,423 45.87%	62,206,749 54.13%	707,094	Not Carried	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

In relation to resolution 1 Adoption of Remuneration Report, as more than 25% of the votes were cast against this resolution, this constitutes a first strike for the purposes of the Corporations Act 2001 (Cth).