

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.



the **Hydroponics** company

THE HYDROPONICS COMPANY LIMITED
ACN 614 508 039

Notice of Annual General Meeting

and

Related Documentation

THIS IS A NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT **11.00 A.M.**
(AUSTRALIAN EASTERN DAYLIGHT TIME) ON **23 MARCH 2018.**

A PROXY FORM (COLOURED WHITE) FOR USE AT THIS MEETING IS INCLUDED
WITH THIS DOCUMENT. TO BE VALID, THOSE PROXY FORMS MUST BE
COMPLETED AND RETURNED TO THE COMPANY BY NO LATER THAN
11.00 A.M. (AUSTRALIAN EASTERN DAYLIGHT TIME) ON **21 MARCH, 2018.**

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PART A: ABOUT THESE DOCUMENTS

Shareholders in **The Hydroponics Company Limited ACN 614 508 039 (Company)** are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the AGM Proxy Form **DIRECTLY** to the Company or the Share Registry in the manner set out on the AGM Proxy Form. The Company or its Share Registry must receive your duly completed AGM Proxy Form by no later than **11.00 A.M. (AEDT) ON 21 MARCH 2018**.

A glossary of capitalised terms used throughout this Document (including the Notice and AGM Proxy Form) is contained in **Part E**. Unless expressly provided otherwise in this Document, each capitalised term used in this Document has the same meaning as is ascribed to it in **Part E**.

Please read the whole of this Document carefully before determining how you wish to vote and then cast your vote accordingly, either in person or by proxy.

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PART B: LETTER FROM THE CHAIRMAN

9 February, 2018

Dear Shareholder

I am pleased to invite you to attend the inaugural Annual General Meeting of the shareholders of The Hydroponics Company Limited (**Company**), which is scheduled to be held at **11.00 a.m. (AEDT) on Friday 23 March 2018 at The Function Centre, Level 4, 60 Carrington Street, Sydney NSW 2000**. Enclosed with this letter is the Notice of Meeting which details the items of business to be dealt with at the Meeting, as well as the Explanatory Statement and AGM Proxy Forms.

RESOLUTIONS

In addition to the prescribed matters that need to be resolved at an annual general meeting, the Resolutions for consideration by Shareholders include:

- (a) approval of the Company's 2017 Remuneration Report;
- (b) the re-election or appointment of each of Ian Mutton, Steven Xu, and Mary Verschuer, Peter Wallace and Hamish MacDonald, each as a director of the Company
- (c) the removal of Alan Beasley, a director of the Company;
- (d) the appointment of David Radford, the Chief Executive Officer of the Company, as a director of the Company; and
- (e) if applicable, the removal of both Louis Cattelan and Gary Radcliff as directors of the Company.

EXTRAORDINARY GENERAL MEETING CONVENED BY ALAN BEASLEY

Background

Throughout October 2017, all then Directors other than Mr Beasley had become frustrated with the actions of Mr Beasley in his role as chairman of the Board. Dealings between Mr Beasley and that majority of the Board had become fractious and counter-productive to the proper operation of the Company. Consequently that majority of Directors resolved to appoint Mr Ian Mutton as Chairman in place of Mr Beasley. As a result of that appointment, Mr Beasley resigned as Chairman but remained as a non-executive Director.

On **19 October, 2017**, the Company announced that it had resolved to appoint Mr David Radford to the position of Chief Executive Officer and Mr Ian Mutton to the position of Chair of the Board.

Following those appointments, and the receipt of various recommendations by Mr Radford, Board resolved that it was in the best interests of Shareholders that the Company:

- counter the impact of certain initiatives being taken by competitors;
- improve the information flow from the Company's executive team to the Board;
- in Australia:
 - build product sourcing and manufacturing capability,
 - align marketing initiatives to what is permissible under the existing regulatory regimes and
 - learn from the Canadian experience and adopt the clinic model that has been developed throughout North America; and

- in Canada, grow the Company's business, by means of both organic growth and acquisitions and strategic alignments.

On **9 January, 2018**, the Company received a letter from Mr Beasley (**s.249 EGM Letter**), that indicated his intent to convene, pursuant to the terms of section 249CA of the Corporations Act, an extraordinary general meeting (**s.249 EGM**), specifically for the purposes of seeking Shareholder approval for each of the following resolutions:

- to remove Ian Mutton and replace him with Steven Xiaobo Xu as a director of THC;
- to remove Mary Verschuer and replace her with Lou Cattelan as a director of THC;
- to remove Peter Wallace and replace him with Gary John Radcliff as a director of THC;
- to remove Hamish Macdonald as a director of THC; and
- to remove any director appointed from the date of this letter to the date of the s. 249 EGM, (collectively **s.249 EGM Resolutions**).

The majority of Directors were surprised to receive the s. 249 EGM Letter, as Mr Beasley knew that all Directors subject of Mr Beasley's s249 EGM letter would be required to submit for re-election at the AGM which was originally planned to be convened on 19 March 2018. Mr Beasley has failed to advise why he felt it necessary to call a separate s. 249 EGM when – as offered by the Company in its legal adviser's letter dated 25 January, 2018 – Shareholders are required to consider and vote on the same matters at the AGM. In the opinion of the majority of Directors, the calling of the s. 249 EGM has caused unnecessary costs, time and confusion for THC and its Shareholders.

The s.249 EGM Letter indicated that the s.249 EGM was intended to be convened at 11.00 a.m. (Sydney time) on 15 March, 2018 at the offices of Mr Beasley's legal adviser, Baker & McKenzie, located at Level 46, Tower One – International Towers, Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales.

On **25 January, 2018**, the Company through its legal adviser, wrote to Baker & McKenzie, and advised that:

- the Company accepted the right of Mr Beasley to convene the s.249 EGM, for the purposes of seeking Shareholder approval of the s.249 EGM Resolutions;
- the initial Annual General Meeting of the Company (**AGM**) was scheduled to also occur on 15 March, 2018; and
- in compliance with the Company's statutory obligations upon receipt of the s. 249 EGM Letter, the business of the AGM would include, inter alia, all of the s.249 EGM Resolutions.

In addition to complying with the Company's statutory obligations, the Company's above stated response was intended to avoid confusing Shareholders by an unnecessary duplication of proximate general meetings, as well as avoid unnecessary expense or delay being incurred by either the Company or Mr Beasley. On that basis, the Company requested and expected Mr Beasley to withdraw the s.249 EGM Letter and not convene a separate s.249 EGM.

As was advised to Baker & McKenzie and the market (see ASX release dated 12 January, 2018), the Company:

- is, in accordance with the requirements of section 250N(1) of the Corporations Act, required to convene its first annual general meeting by no later than 28 February, 2018; but
- has obtained the consent of ASIC to extend the date for convening the AGM to 22 March, 2018.

Even with the benefit of that extended date, the Board felt that in order to be able to satisfy the mandatory ASX review and Corporations Act notice and timing requirements applicable to the AGM Notice and convening of the AGM, so that the AGM could be validly convened no later than 15 March, 2018, it was necessary to obtain Mr Beasley's response to the Offer by no later than midday Monday, 5 February, 2018.

At **10.53 a.m.** on **5 February, 2018** Baker & McKenzie advised the Company's lawyer that Mr Beasley declined to withdraw the s.249 EGM Letter and not convene a separate s.249 EGM on the above stated basis and has insisted on convening a separate s.249 EGM. Further, at **5.02 p.m.** on **5 February, 2018**, the Company was first advised that Mr Beasley had commenced the dispatch of the notice of the s. 249 EGM to Shareholders (**s. 249 EGM Notice**). At no prior time was the Company or, to the best of the knowledge of the Company Secretary, any other Director provided with an opportunity to review or comment on the content of the s. 249 EGM Notice.

A copy of the s.249 EGM Notice was released to the market on 6 February, 2018 and a formal Rebuttal was lodged with ASX on 8 February, 2018, titled 'Company Response to EGM Notice Issued by Alan Beasley'.

Accordingly, the Board has proceeded with the preparation of this document and proposes to conduct the AGM, on the bases and assumptions that:

- Mr Beasley will proceed to and convene a separate s.249 EGM in accordance with the terms and substance of the s.249 EGM Notice;
- Mr Beasley is unable to make a recommendation in respect to Resolution 1, as he has not been provided with a copy of the Remuneration Report. Mr Beasley is in favour of resolution 3 (reelection of Steven Xu) and is against Resolution 2, and against resolutions 4 – 10 inclusive; and
- in the event that any or all of the s.249 EGM Resolutions are validly approved at the s.249 EGM, the Company will nevertheless remain in a position to proceed with the business of all Resolutions, at the AGM and otherwise, in the most appropriate and efficient manner in which the Company can and should respond.

MAJORITY DIRECTORS' RECOMMENDATIONS

A. IN RESPECT OF AGM RESOLUTIONS

Each of **IAN MUTTON, HAMISH MACDONALD, MARY VERSCHUER, PETER WALLACE** and **STEVEN XU** recommend that all Shareholders vote:

- **IN FAVOUR** of the adoption of the Remuneration Report contained in the Company's 2017 Annual Report.

At the timing of the issue of the notice of meeting the remuneration report as contained in the Annual Report had not been issued. All Directors with the exception of Alan Beasley, noting their interest in the details of the report itself, recommend the adoption of the Remuneration Report.

If after issuing the Annual Report there is change in view of an individual Director's Recommendation made the Company will immediately notify shareholders of that change

Each of **IAN MUTTON, HAMISH MACDONALD, MARY VERSCHUER** and **PETER WALLACE** recommend that all Shareholders vote:

- **IN FAVOUR** of each of Resolutions 2 to 10 (inclusive) on the terms proposed in the Notice.

STEVEN XU is in favour of Resolution 3 however is unable to make a recommendation in relation to Resolution 2 and Resolutions 4 to 10 (inclusive) because he has only recently joined the Board and therefore is not sufficiently apprised of the background to the matters the subject of the Resolutions to be able to do so.

B. REASONS FOR MAJORITY DIRECTORS' RECOMMENDATIONS IN RESPECT OF AGM RESOLUTIONS

Each of **IAN MUTTON, HAMISH MACDONALD, STEVEN XU, MARY VERSCHUER and PETER WALLACE** have demonstrated an ability and willingness to work together for the benefit of the Company and its Shareholders, and have supported all Board actions and measures supporting the growth of the Company's business, including:

- in Australia:
 - building product sourcing and manufacturing capability and seeking to acquire an additional manufacturing capabilities,
 - aligning marketing initiatives to what is permissible under the existing regulatory regimes and
 - learning from the Canadian experience to enable the adoption of the "clinic model" that has been instrumental in driving growth in the Canadian market; and
- in Canada, growing the Company's business, by means of both organic growth and acquisitions and strategic alignments.

The above majority of Directors submit that it is clearly in the Company's and Shareholders' best interests to retain the benefit of the experience and committed expertise of those Directors who have achieved such a material increase in shareholder value since October 2017 when Ian Mutton was appointed to the Chair.

C. IN RESPECT OF s. 249 EGM RESOLUTIONS

Each of, **IAN MUTTON, HAMISH MACDONALD, MARY VERSCHUER and PETER WALLACE** recommend that all Shareholders vote **AGAINST** all of the s.249 EGM Resolutions.

D. REASONS FOR MAJORITY DIRECTOR RECOMMENDATIONS IN RESPECT OF s. 249 EGM RESOLUTIONS

IAN MUTTON, HAMISH MACDONALD, MARY VERSCHUER and PETER WALLACE represent the majority of the Board who have made and implemented the critical decisions that have positioned the Company for growth in both the Australian and Canadian markets, at least since October, 2017. The radical changes to the current composition of the Board as are proposed in the s. 249 Resolutions are being proposed:

- without the benefit of any stated strategies of Mr Beasley or his nominees as to how they would operate the Company in a manner superior than that as has been occurring through the efforts of the incumbent Board; and
- solely by Mr Beasley, a Director who all other Directors (other than Mr Xu) unanimously agreed to replace as Chairman in October, 2017.

The abovementioned majority Directors believe Mr Beasley's decision to convene the s 249CA EGM is primarily, if not solely, motivated by his desire to obtain the replacement of the incumbent majority of Directors with his nominees, in order to gain operational control of the Company.

Under the leadership of Mr Mutton and Mr Radford since October, 2017, the Company has made significant progress in increasing Shareholder value through actions taken in strengthening the Australian management and extending the Company's reach in Canada. Viable commercial relationships have been formulated with overseas supply partners both for product and market leading clinic services.

Regrettably Mr Beasley's relationship with the majority of the incumbent Board and management has not improved since his replacement as Chairman.

Accordingly, the incumbent majority of Directors is of the opinion that each of the s. 249 Resolutions, if approved, would have material and adverse consequences for the Company and not be in the best interest of the Shareholders.

FOR THESE REASONS, THE MAJORITY OF DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE ALL THEIR SHARES AGAINST ALL s. 249 RESOLUTIONS:

ALAN BEASLEY'S RECOMMENDATIONS IN RESPECT OF AGM RESOLUTIONS

Mr Beasley is unable to make a recommendation in respect to Resolution 1, as he has not been provided with a copy of the Remuneration Report. Mr Beasley is in favour of resolution 3, and is against Resolution 2, and against resolutions 4 – 10 inclusive.

VOTING AT ANNUAL GENERAL MEETING

If you plan to personally attend the Meeting, please bring a copy of the enclosed AGM Proxy Form with you to facilitate registration.

If you do are not going to personally attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. To be valid for the purposes of the Meeting, AGM Proxy Forms (copies of which form part of this Document) must be completed and returned as instructed in Section 2 of Part C of the Notice, by no later than **11.00 a.m. (AEDT) on 21 March 2018**. Full instructions for voting by proxy are detailed on the back of the AGM Proxy Form.

As at the date of issue of this notice of meeting the Annual Report is in the final stages of its audit and not issued. Whilst not available at the date of notice, the Annual Report will be released on the ASX announcements platform over the coming weeks and within the lodgement requirements.

Once available, Shareholders that did not elect to receive a copy of the Company's 2017 Annual Report by mail are able to access it through the "Investor Centre" section of our website, at www.thcl.com.au.

As is clear from the nature of the Resolutions referred to above, and the differences of opinion between the Majority and Mr Beasley, your vote is very important. Accordingly, all Directors encourage you to either attend the Meeting in person or complete the AGM Proxy Form accompanying this Document and ensure that it is returned to the Company or the Share Registry in accordance with the directions provided.

VOTING AT S.249 EXTRAORDINARY GENERAL MEETING

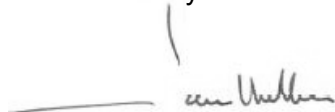
In addition to AGM Proxy Forms that accompany this Document, the directors have also included a proxy form in respect of the s.249 EGM (coloured green) (**EGM Proxy Form**).

The purpose of enclosing EGM Proxy Forms is to enable any Shareholder that has already lodged a proxy form with the Share Registry that votes in favour of any or all of the s.249 EGM Resolutions to revoke that proxy vote by submitting an EGM Proxy Form that accompanies this Document that votes **AGAINST ALL** of the s.249 EGM Resolutions.

The majority of Directors recommend that any EGM Proxy Form that votes in favour of any or all s.249 EGM Resolutions and that has been lodged with the Share Registry, should be revoked in the abovementioned manner as soon as possible and in any event, **by no later than 9.00 a.m. (Sydney time) on Tuesday, 13 March 2018**.

If you have any questions or concerns, you are encouraged to contact me on 0416 270 022, David Radford (CEO) on 0407 218 922 or Jarrod White (Company Secretary) on 0401 876 996.

Yours faithfully



**Ian Mutton,
Chairman**

PART C: NOTICE OF ANNUAL GENERAL MEETING

THE HYDROPONICS COMPANY LIMITED ACN 614 508 039

SECTION 1: TIME AND PLACE OF MEETING

NOTICE is hereby given that the 2017 Annual General Meeting of the members of The Hydroponics Company Limited ACN 601 508 039 (**Company**) will be held at the following time and location, and will conduct the business specified in Section 3 below:

Date: 23 March, 2018
Time: 11.00 a.m. (AEDT)
Location: The Function Centre
Level 4, 60 Carrington Street
SYDNEY NSW 2000

SECTION 2: DIRECTIONS REGARDING MEETING

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, please attend the Meeting on the date, time and place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the AGM Proxy Form enclosed with this Document as soon as possible and either send, deliver, courier or mail the duly completed AGM Proxy Form:

- directly to the Company, attention Company Secretary:
 - by mail to: Mr J White, Traverse Accountants, Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000; or
 - by facsimile to: +61 2 9279 1234
- to the Share Registry:
 - by mail to: GPO Box 242, Melbourne VIC 3001;
 - by facsimile to: (inside Australia) 1800 783 447; or
(outside Australia) +61 3 9473 2555

so that it is received no later than **11.00 a.m. (AEDT) on 21 March, 2018**.

Complete details on how to vote by proxy are set out on the back of your AGM Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly, either in person or by proxy.

If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at **7.00 p.m. (AEDT) on 21 March 2018**.

Voting Exclusion Statements

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the relevant Resolution specified below, and the Company will disregard any votes cast on that Resolution by:

Resolution	Excluded Voters
1	Any member of the Key Management Personnel whose remuneration is detailed in the Remuneration Report, any closely related party of any such member ¹ and any Associate of any of the foregoing persons
2	No Voting Exclusion Statement required
3	No Voting Exclusion Statement required
4	No Voting Exclusion Statement required
5	No Voting Exclusion Statement required
6	No Voting Exclusion Statement required
7	No Voting Exclusion Statement required
8	No Voting Exclusion Statement required
9.	No Voting Exclusion Statement required
10.	No Voting Exclusion Statement required

However, the Company need not disregard a vote if it is cast by:

(a) in relation to Resolution 1:

- (i) a person acting as proxy for a person who is entitled to vote, in accordance with a written direction on the AGM Proxy Form to vote as the proxy specifies in relation to Resolution 1; or
- (ii) the Chair acting as proxy for a person who is entitled to vote, in accordance with the directions on the AGM Proxy Form, where the AGM Proxy Form does **not** specify the way the proxy is to vote on Resolution 1 but expressly authorises the Chair to exercise the proxy, notwithstanding that Resolution 1 is connected (directly or indirectly) with the remuneration of any member of the Key Management Personnel;² and

(b) in relation to any other Resolution:

- (i) a person acting as proxy for a person who is entitled to vote, in accordance with the directions on the AGM Proxy Form; or
- (ii) the Chair acting as proxy for a person who is entitled to vote, in accordance with a direction on the AGM Proxy Form to vote as the proxy decides.

Voting Prohibition Statements

Without limitation to the above stated Voting Exclusion Statement, a person appointed as a proxy must not vote, on the basis of that appointment, on any Resolution, if:

(a) the proxy is either:

- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and

¹ Corporations Act, s 250R(4).

² Corporations Act, s 250R(5) (as amended by the *Corporations Amendment (Proxy Voting) Act 2012* (Cth), assented to 27 June 2012).

- (b) the appointment does not specify the way the proxy is to vote on the applicable Resolution.

However, Voting Prohibition Statements does not apply if:

- (c) the proxy is the Chair; and
- (d) the AGM Proxy Form appointing that proxy expressly authorises the Chair to exercise the proxy even though the subject of the applicable Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Proxies

A Shareholder entitled to attend and vote at the Meeting pursuant to the Constitution, is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. A proxy need not be a Shareholder. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chair.

The instrument appointing a proxy, as well as any power of attorney (or a certified copy thereof) under which a proxy is appointed, must be received by the Company or the Share Registry by no later than **11.00 A.M. (AEDT) on 21 MARCH, 2018**, in accordance with the instructions provided on the back of the AGM Proxy Form.

The instrument of appointment of a proxy must be executed by the appointor or its duly authorised representative. The AGM Proxy Form which accompanies this Notice may be used to appoint a proxy for the purposes of the Meeting.

Corporate representative

A Shareholder that is a company and that wishes to appoint a person to act as its representative at the Meeting must provide that person with a letter executed in accordance with that company's constitution and the Corporations Act authorising him or her to act as the Shareholder's representative.

SECTION 3: RESOLUTIONS OF ANNUAL GENERAL MEETING

ORDINARY BUSINESS

A. ACCOUNTS AND ANNUAL REPORT

To receive and consider the financial statements of the Group for the financial period to and including 31 December, 2017 and the related reports of the Current Directors and the Auditor (as contained in the Annual Report).

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Company's management, operations, financial position, business strategies and prospects.

Shareholders will also have the opportunity for direct questions to the Auditor, to the extent relevant to the conduct of the audit of the Company, the preparation and contents of the Auditor's Report contained in the Annual Report (as will be issued within statutory time frames prior to 23 March 2018), the accounting policies adopted by the Company in the preparation of its financial statements and the independence of the Auditor.

ASX companies are generally required to release their annual report to shareholders within three (3) months of year-end and have their annual general meeting within five (5) months year-end. The Company has a financial year ending 31 December and therefore, would usually be able to make available its audited accounts for the preceding financial year by 31 March, and convene its annual general meeting at any time on or prior to 31 May.

B. REMUNERATION REPORT

The Remuneration Report is contained in the "Directors' Report" section of the Annual Report. Publicly listed companies are required to submit their remuneration reports to a vote for adoption at each of their annual general meetings. Whilst the following resolution is to be determined as an ordinary resolution, it is advisory only and does not bind the Directors or the Company.

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act, as an Ordinary Resolution:

Resolution 1 – Remuneration Report

"That the Remuneration Report in the Annual Report be adopted."

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Remuneration Report.

C. RE-ELECTION OR APPOINTMENT OF DIRECTOR

Details of all material circumstances relevant to Resolutions 2 to 8 (inclusive) as set out below, are set out in section 2, paragraph B of the Explanatory Statement.

In accordance with the clause 58.1.1 of the Constitution, Ian Mutton retires effective at the conclusion of the Meeting, and being eligible, offers himself for re-election as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 2 – Re-election or appointment of Ian Mutton as a Director

"That in the event that:

- *Shareholders at the s. 249CA Meeting held prior to this Meeting approve the removal of, or agree not to re-elect, Ian Mutton, that Ian Mutton be appointed as a Director effective upon the passing of this Resolution;*

or in the alternative

- *Ian Mutton is a Director at the commencement of this Meeting, Ian Mutton be re-elected as a Director effective upon the passing of this Resolution."*

D. RE-ELECTION OF DIRECTOR

In accordance with the clause 58.1.1 of the Constitution, Steven Xiaobo Xu retires effective at the conclusion of the Meeting, and being eligible, offers himself for re-election as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 3 – Re-election of Steven Xiaobo Xu as a Director

“That Steven Xiaobo Xu be re-elected as a Director effective upon the passing of this Resolution.”

E. RE-ELECTION OR APPOINTMENT OF DIRECTOR

In accordance with the clause 58.1.1 of the Constitution, Mary Joan Verschuer retires effective at the conclusion of the Meeting, and being eligible, offers herself for re-election as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 4 – Re-election or appointment of Mary Joan Verschuer as a Director

“That in the event that:

- *Shareholders at the s. 249CA Meeting held prior to this Meeting approve the removal of, or agree not to re-elect, Mary Joan Verschuer, that Mary Joan Verschuer be appointed as a Director effective upon the passing of this Resolution;*

or in the alternative

- *Mary Joan Verschuer is a Director at the commencement of this Meeting, Mary Joan Verschuer be re-elected as a Director effective upon the passing of this Resolution.”*

F. RE-ELECTION OR APPOINTMENT OF DIRECTOR

In accordance with the clause 58.1.1 of the Constitution, Peter Francis Wallace retires effective at the conclusion of the Meeting, and being eligible, offers himself for re-election as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 5 – Re-election or appointment of Peter Francis Wallace as a Director

“That in the event that:

- *Shareholders at the s. 249CA Meeting held prior to this Meeting approve the removal of, or agree not to re-elect, Peter Francis Wallace, that Peter Francis Wallace be appointed as a Director effective upon the passing of this Resolution;*

or in the alternative

- *Peter Francis Wallace is a Director at the commencement of this Meeting, Peter Francis Wallace be re-elected as a Director effective upon the passing of this Resolution.”*

G. RE-ELECTION OR APPOINTMENT OF DIRECTOR

In accordance with the clause 58.1.3 of the Constitution, Hamish MacDonald retires effective at the conclusion of the Meeting, and being eligible, offers himself for re-election as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 6 – Re-election or appointment of Hamish MacDonald as a Director

“That in the event that:

- *Shareholders at the s. 249CA Meeting held prior to this Meeting approve the removal of, or agree not to re-elect, Hamish MacDonald, that Hamish MacDonald be appointed as a Director effective upon the passing of this Resolution;*

or in the alternative

- *Hamish MacDonald is a Director at the commencement of this Meeting, Hamish MacDonald be re-elected as a Director effective upon the passing of this Resolution.*

H. REMOVAL OF DIRECTOR

In accordance with clause 59.3 of the Constitution, Alan Beasley be removed from the office as a Director, effective upon the passing of this Resolution.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 7 – Removal of Alan Beasley as a Director

“That pursuant to clause 59.3 of the Constitution of the Company, and for all other purposes, Alan Beasley be removed as a Director effective upon passing of this Resolution, subject to there being a minimum of three (3) Directors at that time.”

I. APPOINTMENT OF CHIEF EXECUTIVE OFFICER AS A DIRECTOR

In accordance with the clause 57.3 of the Constitution, David Radford being eligible, offers himself for appointment as a director of the Company.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 8 – Appointment of David Radford as a Director

“That David Radford be appointed as a Director effective upon passing of this Resolution.”

J. REMOVAL OF DIRECTOR

In accordance with clause 59.3 of the Constitution, if he has been duly appointed as a Director at the s. 249 EGM, Louis Cattelan be removed from the office as a Director, effective upon the passing of this Resolution.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 9 – Removal of Louis Cattelan as a Director

“If Louis Cattelan is a Director at the commencement of this Meeting, that pursuant to clause 59.3 of the Constitution of the Company, and for all other purposes, Louis Cattelan be removed as a Director effective upon passing of this Resolution, subject to there being a minimum of three (3) Directors at that time.”

K. REMOVAL OF DIRECTOR

In accordance with clause 59.3 of the Constitution, if he has been duly appointed as a Director at the s. 249 EGM, Gary John Radcliff be removed from the office as a Director, effective upon the passing of this Resolution.

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 10 – Removal of Gary John Radcliff as a Director

“If Gary John Radcliff is a Director at the commencement of this Meeting, that pursuant to clause 59.3 of the Constitution of the Company, and for all other purposes, Gary John Radcliff be removed as a Director effective upon passing of this Resolution, subject to there being a minimum of three (3) Directors at that time.”

OTHER BUSINESS

To transact any other business as may be brought before the Meeting.

By order of the Board

Jarrold White
Company Secretary
Dated: 9 February, 2018

PART D: EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to further inform and assist them to determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full as the individual sections of this Document may not necessarily give a comprehensive review of the Resolutions proposed in the Notice of Meeting.

If you are in doubt about what to do in relation to a Resolution, you should consult your stockbroker, solicitor, accountant or other professional adviser.

A. Background to applicable provisions of the Corporations Act

(i) Sections 250R, 250U and 250V

Section 250R(2) of the Corporations Act requires a listed company to put the Remuneration Report to the vote of Shareholders at each annual general meeting of that company. However, the outcome of the Shareholders' vote on the Remuneration Report is advisory only. If the resolution to approve the Remuneration Report is not passed, the Current Directors are not obliged to alter any of the arrangements specified in the Remuneration Report.

However, Shareholders should be aware that if:

- (a) at the Meeting, more than 25% of Shareholders vote against the adoption of the Remuneration Report; and
- (b) at the next annual general meeting of the Company (**Second AGM**), more than 25% of Shareholders vote against the adoption of the remuneration report that is contained in the annual report of the Group that is tabled at and for the purposes of the Second AGM,

sections 250U and 250V of the Corporations Act require that Shareholders then be given the opportunity to elect whether to hold another meeting within 90 days of the date of convening the Second AGM at which all of the Current Directors (other than the Managing Director) must stand for re-election.

B. Disclosure in relation to the Resolutions

1. Resolution 1 – Remuneration Report

No specific explanation is proposed for Resolution 1 as the Directors feel that its intent and, if approved, effect is self-explanatory.

2. Resolutions 2 to 7 (inclusive) – Re-election and/or appointment as a Director, of each of Ian Mutton, Steven Xiaobo Xu, Mary Joan Verschuer, Peter Francis Wallace and Hamish MacDonald and the removal of Alan Beasley as a Director

Resolution 8 – Appointment of David Radford as a Director

Resolutions 9 and 10 – if applicable, the removal of Louis Cattelan and Gary John Radcliff as a Director

RECOMMENDATIONS OF MAJORITY OF CURRENT DIRECTORS IN RELATION TO RESOLUTIONS 2 TO 10 (INCLUSIVE)

The Shareholders are referred to **Sections A, B, C and D of the Chairman's Letter** for a discussion of the circumstances surrounding and the reasons for the recommendations as stated in those documents and the **Rebuttal Announcement** as lodged with ASX on 8 February 2018 titled 'Company Response to EGM Notice Issued by Alan Beasley'.

For personal use only

PART E: GLOSSARY

For the purposes of this Document, including Annexure A, the following terms have the meanings prescribed below:

AEDT	Australian Eastern Daylight time.
AGM Proxy Form	the proxy form attached to this Document coloured white.
Annual Report	the Company's Annual Report for the 12 month period ended 31 December, 2017.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.
Associate	has the meaning given to that term in the Note to Listing Rule 14.11.
Auditor	KS Black & Co.
Board	the board of Directors.
Chair	the person chairing the Meeting.
Company	The Hydroponics Company Limited ACN 614 508 039.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001 (Cth)</i> .
Current Directors	the Directors as at the date of this Document.
deal	acquire, purchase, sell, transfer, assign, create a security interest over, declare oneself a trustee of or part with the benefit of or otherwise dispose of property (or any interest in it or any part of it) and the expression " dealt with " will have a corresponding meaning.
Director	a director of the Company, from time to time.
Document	this document entitled "Notice of Annual General Meeting and Related Documentation", Explanatory Statement, AGM Proxy Form and any annexures or schedules to or of the foregoing.
EGM Proxy Form	the proxy form attached to this Document coloured green.
Equity Security	has the meaning given to that term in Listing Rule 19.12.
Exempt Equity Security	an Equity Security that is permitted to be issued without the approval of Shareholders pursuant to Listing Rule 7.1 or Listing Rule 7.4.
Existing Shareholder	a Shareholder as at the date of this Notice.

Explanatory Statement	Part D of this Document.
Group	the Company and each other entity required by the accounting standards to be included in consolidated financial statements, and Group Company means any of them.
Key Management Personnel	the Current Directors, the directors of any Group Company and other persons having authority and responsibility for planning, directing and controlling the activities of the Company or any other Group Company, whether directly or indirectly.
Listed	listed in an official list of Equity Securities quoted by the ASX.
Listing Rule	the listing rules of the ASX as amended from time to time.
Meeting	the Annual General Meeting referred to in the Notice.
Notice or Notice of Meeting	the notice convening this Meeting, comprising Parts C and D of this Document.
Option	the right to acquire a Share.
Ordinary Resolution	a resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold no less than 50% (in number) of all voting equity securities.
Rebuttal	the ASX announcement of 8 February 2018 titled 'Company Response to EGM Notice Issued by Alan Beasley' that is a rebuttal of the content of the s.249 EGM Notice.
Resolution	a resolution set out in the Notice.
Securityholder	a registered holder or a Share, Option or any other Equity Security in the issued capital of the Company.
s.249 EGM Notice	the notice that seeks to convene the s. 249CA Meeting.
s. 249CA Meeting	the extraordinary general meeting of Shareholders that Alan Beasley notified the Company on 9 January, 2018 he intends to convene, pursuant to section 249CA of the Corporations Act, at 9.00 a.m. on 15 March, 2018.
Share	a fully paid ordinary share in the issued capital of the Company.
Share Registry	Computershare Investor Services Pty Limited.
Shareholder or member	a registered holder of Shares as at the date of the Meeting.
Special Resolution	a resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold no less than 75% (in number) of all voting equity securities.
trading day	has the meaning given to that term in Listing Rule 19.12.

VWAP

in respect of a quoted class of Equity Securities, the volume weighted average price of that class of Equity Securities sold on the ASX during the prescribed number of trading days immediately preceding and including the date on which such price is to be determined, but does not include any transactions defined in the ASX Operating Rules as 'special' crossings prior to the commencement of normal trading, crossings during the after hours adjust phase nor any overseas trades or trades pursuant to the exercise of options over ordinary shares in the capital of the Company.

Lodge your vote:

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

THC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

 **For your vote to be effective it must be received by 11.00 A.M. (AEDT) Wednesday, 21 March 2018**

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

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

MR SAM SAMPLE
 FLAT 123
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 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of The Hydroponics Company 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 Annual General Meeting of The Hydroponics Company Limited to be held at the Function Centre, Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, SYDNEY NSW 2000 on Friday, 23 March 2018 at 11.00 A.M. (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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 Majority of the Directors of the Company recommend you vote in FAVOUR of all resolutions

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election or appointment of Ian Mutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Steven Xiaobo Xu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election or appointment of Mary Joan Verschuer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election or appointment of Peter Francis Wallace as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election or appointment of Hamish MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Alan Beasley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of David Radford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Removal of Louis Cattelan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Removal of Gary John Radcliff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

Lodge your vote:

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
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(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com


For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

MR JOHN SAMPLE
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

 **For your vote to be effective it must be received by 9:00am (Sydney time) Tuesday, 13 March 2018**

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

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:
www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I1234567890



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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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.



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I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of The Hydroponics Company 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 The Hydroponics Company Limited to be held at the offices of Baker McKenzie, Level 46, Tower One - International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000 on Thursday, 15 March 2018 at 9:00am (Sydney time) 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 Majority of the Directors of the Company recommend you vote **AGAINST ALL EGM resolutions**

		For	Against	Abstain
Resolution 1	Appointment of Director - Mr Lou Cattelan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Director - Mr Gary John Radcliff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Director - Mr Ian Mutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Director - Ms Mary Verschuer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Director - Mr Peter Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Director - Hamish Macdonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To remove any director appointed from the date of this notice to the date of Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **against** each resolution. 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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____