



25 March 2024

**Dear Shareholder**

## **SMART AUTO AUSTRALIA LIMITED – UPCOMING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Smart Auto Australia Limited is convening an Extraordinary General Meeting of shareholders to be held on **26 April 2024 at 1:00pm (AEST)** via a virtual meeting (**Meeting**).

In accordance with the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: <https://www.nsga.com.au> or the Company's website: <https://www.smartautoltd.com/announcements/>

You may vote by attending the virtual Meeting, by proxy, or by appointing an authorised representative.

### **How to participate in the Extraordinary General Meeting**

Shareholders intending to attend the Meeting via Zoom facility are required to register their intention to do so by 1:00pm (AEST) on Wednesday, 24 April 2024 by sending an email with their full name and registered address to: [louisa@mavencorporate.com.au](mailto:louisa@mavencorporate.com.au)

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll.

### **Voting by Proxy**

*Appointment of Proxy:* Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

*Voting by proxy:* A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by **1:00pm (AEST) on 24 April 2024**.

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please send an email to: [louisa@mavencorporate.com.au](mailto:louisa@mavencorporate.com.au)



# Smart Auto Australia Limited

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The Company will advise via an NSX announcement as to any changes to the upcoming Extraordinary General Meeting of shareholders.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully,

Gregory Starr  
Director and Company Secretary  
**Smart Auto Australia Limited**

**SMART AUTO AUSTRALIA LIMITED**  
**ACN 644 257 465**  
**NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING**

Notice is given that the 2024 Extraordinary General Meeting of the members of Smart Auto Australia Limited (**SAL** or **Company**) will be held as a virtual meeting at 1:00pm (AEST) on Friday, 26 April 2024 (**Meeting**).

The Board has made the decision that it will hold a virtual Meeting to encourage greater shareholder participation. If any changes are required, the Company will advise shareholders by way of an announcement on the NSX website at [www.nsx.com.au](http://www.nsx.com.au). The Company strongly encourages all shareholders to check the Company's announcements at [www.nsx.com.au](http://www.nsx.com.au) regularly prior to the Meeting. Please see page 4 for details outlining the process which Shareholders should follow to participate in the Extraordinary General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a Letter sent to them by mail. Please see page 4 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: [www.nsx.com.au](http://www.nsx.com.au)

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. Alternatively, you are invited to vote online at: <https://investor.automic.com.au/#/loginsah>

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communication and provide us with your email address. To make the change, go to <https://automicgroup.com.au/> and follow the prompts. Shareholder documents are always available to access on the Company's website and the NSX platform.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2024 Extraordinary General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

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**1. RESOLUTION 1 – ISSUE OF SHARES TO MR. CHEUK LUN NG IN LIEU OF AU\$120,000 CASH REMUNERATION FOR DIRECTOR FEES**

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

*‘That, for the purposes of NSX Listing Rule 6.44, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 10,000,000 Shares to Mr. Cheuk Lun Ng (or his nominee) for the purposes and on the terms and conditions as set out in the Explanatory Memorandum.’*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

<b>The Company will disregard votes cast by:</b>
the person who is to receive the securities in question, being Mr. Cheuk Lun Ng (or his nominee);
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in NSX’s opinion, should be disregarded.

**2. RESOLUTION 2 – ISSUE OF SHARES TO MR. CHEUK LUN NG**

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

*‘That, for the purposes of NSX Listing Rule 6.44, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 31,666,667 Shares to Mr. Cheuk Lun Ng (or his nominee) for the purposes and on the terms and conditions as set out in the Explanatory Memorandum.’*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

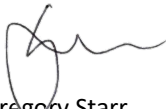
- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

<b>The Company will disregard votes cast by:</b>
the person who is to receive the securities in question, being Mr. Cheuk Lun Ng (or his nominee);
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in NSX's opinion, should be disregarded.

## EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

### By Order of the Board



Gregory Starr  
Director and Company Secretary  
25 March 2024

## DISPATCH OF NOTICE OF MEETING

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

## HOW TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING

Shareholders intending to attend the Extraordinary General Meeting via Zoom facility are required to register their intention to do so by 1:00pm (AEST) on Wednesday, 24 April 2024 by sending an email with their full name and registered address to: [louisa@mavencorporate.com.au](mailto:louisa@mavencorporate.com.au)

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Extraordinary General Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll.

## VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 1:00pm (AEST) on Wednesday, 24 April 2024 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

## PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Automic.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 1:00pm (AEST) on Wednesday 24 April 2024 by post or fax to the Company's share registrar, Automic, as listed below.

BY MAIL:	BY FAX:
Automic GPO Box 5193 Sydney NSW 2001	Automic +61 2 8583 3040

## **BODY CORPORATE REPRESENTATIVES**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

## **VOTING BY PROXIES**

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

## **UNDIRECTED PROXIES**

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

## SHAREHOLDER COMMUNICATIONS

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- i. You can make a standing election to receive the documents in physical or electronic form;
- ii. You can make a one-off request to receive a document in physical or electronic form; or
- iii. You can tell us if you do not want to receive a hard-copy of the Annual Report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://automicgroup.com.au/> and follow the prompts. Shareholder documents are always available to access on our website and the NSX Platform.



# SMART AUTO AUSTRALIA LIMITED

## ACN 644 257 465

### EXPLANATORY MEMORANDUM

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#### **1. RESOLUTION 1 – ISSUE OF SHARES TO MR. CHEUK LUN NG IN LIEU OF AU\$120,000 CASH REMUNERATION FOR DIRECTOR FEES**

##### **1.1 General**

Shareholders are being asked to approve Resolution 1 to allow Shares to be issued to Mr. Cheuk Lun Ng, a Director, in lieu of cash payment for Director's fees. This issue of Shares are in lieu of cash payments of Directors fees otherwise due to Mr. Ng for the financial years 1 April 2022 to 31 March 2023, and 1 April 2023 to March 2024. There is no escrow period proposed for this Share issue.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval under Resolution 1, to issue to Mr. Ng 10,000,000 Shares, being AU\$120,000 worth of Director's Fees at a deemed issue price of AU\$0.012 per Share, being the Company's share price since 8 December 2023.

##### **1.2 NSX Listing Rule Requirements**

NSX Listing Rule 6.44 provides that unless one of the exceptions in Listing Rule 6.44 applies, a listed company must not issue equity securities to a related party of a company without the approval of its shareholders. Mr. Cheuk Lun Ng is a related party of the Company by virtue of being a Director, and no exception apply. Resolution 1 therefore requires the approval of Shareholders under NSX Listing Rule 6.44.

As approval is being obtained under NSX Listing Rule 6.44 the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

##### **1.3 Effect of Resolutions**

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Shares to Mr. Ng in lieu of cash payment of AU\$120,000 in Director fees.

In the event that Resolution 1 is not passed, the Company will not be able to issue Shares to Mr. Ng in lieu of cash payment of AU\$120,000 in Director fees, and such fees will need to be paid in cash.

##### **1.4 Information Require by NSX Listing Rule 6.44**

Pursuant to and in accordance with NSX Listing Rule 6.44, the following information is provided in relation to Resolution 1:

##### **(a) Nature of relationship between person to receive securities and the Company**

Mr. Cheuk Lun Ng is a related party of the Company for the purpose of NSX Listing Rule 6.44, by virtue of being a Director of the Company.

##### **(b) Maximum number of securities that may be acquired pursuant to Resolution 1**

The maximum number of Shares to be issued is 10,000,000 fully paid ordinary shares.

**(c) Issue price**

The deemed issue price will be \$0.012 per Share, being the Company's share price since 8 December 2023.

**(d) Terms of the issue**

The Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

**(e) Issue date**

The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by the NSX waiver or modifications to the NSX Listing Rules) and it is intended that issue of the Shares will occur on the same date.

**(f) Purpose of issue/Use of funds raised**

The purpose of the issue of the Shares to Mr. Ng is to allow the Company to save on a cash payment of remuneration to the Director.

No funds will be raised from the issue of the Share the subject of this Resolution 1.

**(g) Remuneration**

Mr. Ng is remunerated at AU\$60,000 per annum. Mr. Ng has not received Director fees for the period commencing 1 April 2022 to 31 March 2024, totalling AU\$120,000. The Company propose to remunerate Mr. Ng by the issue of the Shares subject of this Resolution 1. In the event that Resolution 1 is not passed, the Company will need to remunerate Mr. Ng in cash payments totalling AU\$120,000.

**(h) Agreement**

None.

**(i) Voting exclusion statement**

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 1 in the Notice for further information.

**1.5 Corporations Act Requirements**

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than Mr. Ng) confirm that, in their opinion, the issue of 10,000,000 Shares to Mr. Ng represents reasonable remuneration to Mr. Ng, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

**1.6 Board Recommendation**

The Board (other than Mr. Cheuk Lun Ng who have an interest in Resolution 1) recommend that you vote in favour of Resolution 1.

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## **2. RESOLUTION 2 – ISSUE OF SHARES TO MR. CHEUK LUN NG**

### **2.1 General**

Shareholders are being asked to approve Resolution 2 to allow Shares to be issued to Mr. Cheuk Lun Ng, a Director, in lieu of cash repayment for an unsecured and interest free Director's loan totalling AU\$380,000 (**Director's Loan**) to assist with the working capital requirements of the Company, since 30 September 2023. This issue of Shares are in lieu of cash repayments of the Director's Loan otherwise due repayable to Mr. Ng totalling AU\$380,000. There is no escrow period proposed for this Share issue.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval under Resolution 2, to issue to Mr. Ng 31,666,667 Shares, being AU\$380,000 worth of Director's Loan at a deemed issue price of AU\$0.012 per Share, being the Company's share price since 8 December 2023.

### **2.2 NSX Listing Rule Requirements**

NSX Listing Rule 6.44 provides that unless one of the exceptions in Listing Rule 6.44 applies, a listed company must not issue equity securities to a related party of a company without the approval of its shareholders. Mr. Cheuk Lun Ng is a related party of the Company by virtue of being a Director, and no exception apply. Resolution 1 therefore requires the approval of Shareholders under NSX Listing Rule 6.44.

As approval is being obtained under NSX Listing Rule 6.44 the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

### **2.3 Effect of Resolutions**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Shares to Mr. Ng in lieu of cash repayment of AU\$380,000 in Director's Loan.

In the event that Resolution 2 is not passed, the Company will not be able to issue Shares to Mr. Ng in lieu of cash repayment of AU\$380,000 in Director's Loan, and such loan will need to be paid in cash.

### **2.4 Information Required by NSX Listing Rule 6.44**

Pursuant to and in accordance with NSX Listing Rule 6.44, the following information is provided in relation to Resolution 2:

#### **(a) Nature of relationship between person to receive securities and the Company**

Mr. Cheuk Lun Ng is a related party of the Company for the purpose of NSX Listing Rule 6.44, by virtue of being a Director of the Company.

#### **(b) Maximum number of securities that may be acquired pursuant to Resolution 2**

The maximum number of Shares to be issued is 31,666,667 fully paid ordinary shares.

#### **(c) Issue price**

The deemed issue price will be \$0.012 per Share, being the Company's share price since 8 December 2023.

**(d) Terms of the issue**

The Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

**(e) Issue date**

The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by the NSX waiver or modifications to the NSX Listing Rules) and it is intended that issue of the Shares will occur on the same date.

**(f) Purpose of issue/Use of funds raised**

The purpose of the issue of the Share to Mr. Ng is to allow the Company to save on a cash repayment of the Director's Loan that had been used for working capital purpose for the Company.

No funds will be raised from the issue of the Share the subject of this Resolution 2.

**(g) Remuneration**

Refer to section 1.4(g) of the Explanatory Memorandum.

**(h) Agreement**

None.

**(i) Voting exclusion statement**

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 2 in the Notice for further information.

**2.5 Corporations Act Requirements**

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The Board (with Mr. Ng abstaining from the deliberations) is of the view that the Director's Loan used for the purpose of the working capital requirements of the Company is on arm's lengths terms as in accordance with section 210(b) of the Corporations Act, given the loan is unsecured and interest free and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

**2.6 Board Recommendation**

The Board (other than Mr. Cheuk Lun Ng who have an interest in Resolution 2) recommend that you vote in favour of Resolution 2.

## GLOSSARY

<b>ASIC</b>	Australian Securities and Investments Commission
<b>A\$, AU\$ or \$</b>	The currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated
<b>Board</b>	Board of directors of the Company
<b>Chair</b>	The chair of the Meeting
<b>Company</b>	Smart Auto Australia Limited ACN 644 257 465
<b>Constitution</b>	The constitution of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Listing Rules</b>	The listing rules of NSX as applicable to the Company from time to time
<b>Meeting or Extraordinary General Meeting</b>	The general meeting of the Company to be held on 26 April 2024
<b>Notice of General Meeting</b>	The notice of General Meeting to which this Explanatory Memorandum is attached
<b>NSX</b>	National Stock Exchange of Australia Limited ABN 11 000 902 063, or the market operated by it as the context requires
<b>Proxy Form</b>	The form that accompanies the Notice of Meeting
<b>Resolutions</b>	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting
<b>Share</b>	A fully paid ordinary share in the Company
<b>Shareholder</b>	A person who holds Shares in the Company



SMART AUTO AUSTRALIA LIMITED | ABN 57 644 257 465

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **01.00pm (AEST) on Wednesday, 24 April 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

