



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the shareholders of ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED will be held at the following time and place:

**Time:** 9.30 am

**Date:** Tuesday 13 March 2018

**Place:** Suite 3, Level 12, 75 Elizabeth Street,  
Sydney, NSW, 2000 Australia

### ORDINARY BUSINESS:

#### 1. Ratification of Share Placement and Refreshing of 15% limit

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

*"That for the purposes of ASX Listing Rule 7.4 and all other purposes this meeting approves and ratifies the allotment and issue by the Company of 10,471,434 fully paid ordinary shares in the Company to sophisticated and professional investor clients of Petra Capital Pty Ltd."*

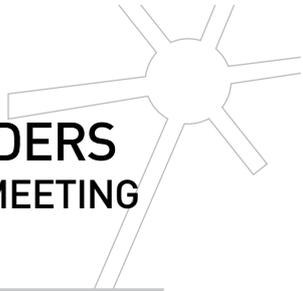
DATED: 12 February 2018

A handwritten signature in black ink, appearing to read "I A Dennis", is written over a light grey rectangular background.

By Order of the Board of Directors

**I A Dennis**  
Company Secretary

# EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY THE NOTICE OF EXTRAORDINARY GENERAL MEETING



This Memorandum has been prepared for the information of shareholders of Electro Optic Systems Holdings Limited (referred to in this Memorandum as the "Company") in connection with the business to be conducted at the Extraordinary General Meeting of the members of the Company to be held on Tuesday 13 March 2018.

## 1. Item 1 - Ratification of Share Placement

The resolution refers to ASX Listing Rule 7.4. This rule enables a company to restore its ability to issue securities within the 15% limit prescribed by Listing Rule 7.1 by obtaining Member ratification of an issue previously made within that limit provided that the issue did not breach Listing Rule 7.1. The Company confirms that the issue of the 10,471,434 ordinary shares did not breach Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (1) On 12 February 2018 the Company issued 10,471,434 new ordinary shares;
- (2) The shares were issued at \$2.91 each, raising a total of \$30,471,872 (before costs);
- (3) The shares are fully paid ordinary shares that rank equally in all respects with the Company's existing ordinary shares;
- (4) The shares were issued to sophisticated and professional investor clients of Petra Capital Pty Ltd;
- (5) The net funds raised from the placement will be applied towards working capital and will also be applied to future research and development;

## Voting Exclusion Statement

- (6) The Company will disregard any votes cast on the resolution by any person who participated in the placement and any associate of those persons. However, the entity need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



# PROXY FORM

I/We \_\_\_\_\_

(BLOCK LETTERS)

of \_\_\_\_\_

being the holder of \_\_\_\_\_ ordinary shares in Electro Optic Systems Holdings Limited hereby appoint:

**SECTION A: Complete if you desire to appoint ONE proxy.\***

Name: \_\_\_\_\_

of: \_\_\_\_\_

**SECTION B: Complete if you desire to appoint TWO proxies.\*\***

Name: \_\_\_\_\_

of: \_\_\_\_\_

to exercise \_\_\_\_\_ % of my voting rights; and

Name: \_\_\_\_\_

of: \_\_\_\_\_

to exercise \_\_\_\_\_ % of my voting rights.

+ or failing him or her, the Chairman of the meeting as my proxy to vote and act for me and on my behalf at the **EXTRAORDINARY GENERAL MEETING** of Electro Optic Systems Holdings Limited to be held on Tuesday 13 March 2018 and any adjournment thereof. The Chairman of the meeting intends to vote in favour of the resolution in relation to any undirected proxies.

## Direction to proxy

Mark one of the three boxes for each resolution if you wish to direct the proxy how to vote. If no mark is made the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. If you appoint two proxies and wish them to vote differently this should be specified.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of the resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by him for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called for on the resolution.

Ordinary Resolutions	In favour of the resolution	Against the resolution	Abstain
1. Ratification of share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Shareholder(s)



# PROXY FORM

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## NOTES ON PROXY FORMS FOR THE EXTRAORDINARY GENERAL MEETING

### Notes on Completion of Proxy Forms

- \* Complete section A if you desire to appoint one proxy.
- \*\* Complete section B if you desire to appoint two proxies.
- + Delete if the Chairman is not to be a proxy.

### Signing of the proxy form

Each person registered as the holder of the above shares must sign the proxy form personally or by a duly appointed attorney or agent.

If a proxy is given by a corporation, a form of proxy must be executed under common seal of the corporation or under the hand of its attorney.

If a proxy is executed by an attorney of a member the attorney must declare that the attorney has no notice of revocation of the power of attorney and the relevant power of attorney if it has not already been noted by the company, must accompany the form of proxy.

### Entitlement to appoint proxies

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies who need not be members of the Company.

Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company.

### Lodgement of Proxy Form

Forms to appoint proxies must be lodged with the Company not later than 9.30 am on Friday 9 March 2018 at the Registered Office of Electro Optic Systems Holdings Limited at Suite 3, Level 12, 75 Elizabeth Street, Sydney, NSW 2000.

Proxies may also be faxed to the Registered Office of Electro Optic Systems Holdings Limited on (02) 9232 3411.

### Point at which Voting Rights are Determined

*Regulation 7.11 of the Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of members will be taken for the purposes of determining member entitlements to vote at the meeting.*

The Company's Directors have passed a resolution to the effect that all shares of the Company that are quoted on the ASX at 9 March 2018 at 9.30 am shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

### Corporate Representative

In order to vote on behalf of a company that is a member of the Company, a valid Appointment of Corporate Representative form must be either lodged with the Company prior to the General Meeting or be presented at the meeting before registering on the Attendee Register for the Extraordinary General Meeting. An Appointment of Corporate Representative form is enclosed if required.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### APPOINTMENT OF A CORPORATE REPRESENTATIVE

#### Section 250D of the Corporations Act

This is to certify that by a resolution of the Directors of:

\_\_\_\_\_ (Company)  
Insert name of Shareholder

The Company has appointed:

\_\_\_\_\_  
Insert name of Corporation Representative

In accordance with the provisions of section 250D of the Corporations Act, to act as the body corporate representative of that company at the meeting of Electro Optic Systems Holdings Limited to be held on 13 March 2018 and at any adjournments of that meeting.

#### DATED

Executed by the Company (In accordance with its constituent documents).

\_\_\_\_\_  
Signed by an authorised representative

\_\_\_\_\_  
Signed by an authorised representative

\_\_\_\_\_  
Name of authorised representative [print]

\_\_\_\_\_  
Name of authorised representative [print]

\_\_\_\_\_  
Position of authorised representative [print]

\_\_\_\_\_  
Position of authorised representative [print]

#### INSTRUCTIONS FOR COMPLETION

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately.

Please follow the instructions below to complete the Certificate of Appointment:

1. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
2. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
3. Insert the date of execution where indicated.

Send or deliver the certificate to the Registered Office of Electro Optic Systems Holdings Limited at Suite 3, Level 12, 75 Elizabeth Street Sydney, NSW 2000 or faxed to the Registered Office on (02) 9232 3411.