Kleos Space S.A.

Société anonyme

Registered office: 26, rue des Gaulois, L-1618 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 215591
(the "Company")

CHESS Depository Nominees Pty Limited

Exchange Centre, 20 Bridge Street Sydney NSW 2000 Australia

Luxembourg, 23 July 2019

Concerning: Convening to a second extraordinary general meeting of the Company

Dear shareholder.

Reference is made to the annual and extraordinary general meeting of the Company which has been held on 25 June 2019 at the registered office of the Company in order to deliberate on the following agenda (the "First Meeting"):

AGENDA

- 1. Acknowledgment and approval of the Annual Accounts;
- 2. Discharge of the Directors;
- 3. Renewal of the appointment of Deloitte Audit as the Company's external auditor;
- 4. Amendment to article 6.2 of the Articles of Association;
- 5. Re-election of David Christie as a Director;
- 6. Approval of Additional 10% Placement Capacity;
- 7. Miscellaneous.

Out of the 106,627,500 shares without nominal value and representing the entire share capital of the Company, 30,797,774 shares, representing 28.88% of the share capital of the Company, were duly represented at the First Meeting.

The resolutions corresponding to items 1, 2, 3, 5 and 6 of the above agenda have been unanimously adopted by the shareholder holding the 30,797,774 shares represented at the First Meeting. The quorum required by Luxembourg law and the Company's articles of association to validly deliberate on item 4 of the above agenda (i.e at least 50% of the share capital present or represented) has however not been reached at the First Meeting and therefore, no vote has been cast on the corresponding resolution.

In accordance with article 450-3 of the Luxembourg law dated 10 August 1915 on commercial companies as well as article 13 of the Company's articles of association, in case the quorum has not been reached at an extraordinary general meeting of the Company's shareholders, a second extraordinary general meeting shall be convened (the "**Second Meeting**"). The Second Meeting can then validly deliberate on the resolution which could not be adopted at the first general meeting, regardless of the proportion of the share capital present or represented.

In this context, we are pleased to invite you to attend the Second Meeting of the Company to be held on 13 August 2019 at 10:00am Luxembourg time (UCT+2) and 6:00pm Sydney time (UTC+10), at the registered office of the Company (i.e. 26, rue des Gaulois, L-1618 Luxembourg, Grand Duchy of Luxembourg), in order to deliberate on the amendment to article 6.2 of the Company's articles of association.

The text of the resolutions which are proposed to be adopted at the Second Meeting as well as the necessary information in connection with the conduct and voting rights at such Second Meeting are further detailed in the notice attached hereto as <u>Schedule 1</u>.

Shareholders who are unable to attend the Second Meeting are requested to complete, sign and return the proxy in the form provided by the Company and attached hereto as <u>Schedule 2</u>.

Signed in Melbourne, Australia on 23 July 2019.

For and on behalf of the board of directors of the Company

Name: Mark Licciardo

Title: Authorised signatory

SCHEDULE 1 NOTICE



(ARBN 625 668 733 / RCS B215591)

Notice of Extraordinary General Meeting

Further to the annual and extraordinary general meeting of Kleos Space S.A., a public limited liability company (*société anonyme*), having its registered office at 26, rue des Gaulois, L - 1618 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B215591 (**KSS** or the **Company**) which has been held on 25 June 2019 (the **First Meeting**), notice is given that a second general meeting of the Company's shareholders is convened as set out below in order to specifically deliberate on the contemplated amendment to article 6.2 of the Company's articles of association (the **Second Meeting**):

Date: Tuesday 13 August 2019

Time: 10:00am (Luxembourg time) / 6:00pm (Sydney time)

Venue: 26 Rue des Gaulois, L-1618, Luxembourg

Business

1. Resolution 1 - Amendment to Articles of Association

To consider and, if thought fit, to pass the following resolution:

"That, for the purpose of article 6.2 of the articles of association of the Company, article 420-26 6° of the law of 10 August 1915 on commercial companies, as amended, and for all other purposes, Shareholders amend article 6.2 of the articles of association in order to authorize the board of directors of the Company to record by way of a notarial deed any issuance of bonus shares made in accordance with such article 6.2, Luxembourg law and the long term incentive plan pertaining to the Company. As a result of the foregoing, the Shareholders resolve to add an additional sentence at the end of article 6.2 of the articles of association which shall read as follows:

"The Board is further authorised to record each issuance of Bonus Shares by way of a notarial deed and amend the shareholders' register to reflect the amendment accordingly as per the terms of article 6.1(iv), to be applied and interpreted mutatis mutandis, and in accordance with article 420-26 of the Law."

The resolution will be adopted by a majority of at least 2/3 of the votes cast by Shareholders, regardless of the proportion of the share capital present or represented at the Second Meeting.

RECOMMENDATION: The Board recommends that Shareholders vote in FAVOUR of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of the Second Meeting.

All Shareholders and CDI Holders should read the Explanatory Memorandum carefully and in its entirety.

Shareholders and CDI Holders who are in doubt regarding any part of the business of the Second Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Proxy voting by Shareholders

Shareholders who are unable to attend the Second Meeting are requested to complete, sign, date and return the proxy in the form provided by the Company.

Proxies must be:

- (a) lodged at the Company's share registry, Link Market Services Limited; or
- (b) posted, faxed or lodged online to the address specified below,

by no later than 6:00 pm (Sydney time) on 11 August 2019.

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Proxy voting by CDI Holders

CDI Holders will be permitted to attend the Second Meeting but may only vote by directing CHESS Depository Nominees Pty Ltd (CDN) to cast proxy votes in the manner directed in the CDI Voting Instruction Form enclosed.

The CDI Voting Instruction Form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, should be sent according to the instructions on the form by no later than 6:00 pm (Sydney time) on 10 August 2019 to allow sufficient time to lodge the combined proxies before the time of the Second Meeting.

The CDI Voting Instruction Form has been enclosed. Please read all instructions carefully before completing the CDI Voting Instruction Form.

In the event a CDI Holder is willing to attend the Second Meeting in person, he/ she will only be admitted to the Second Meeting upon presentation of a valid document evidencing his/her identity. In the event the CDI Holder is a legal entity, the individual representing such entity must present authority of his/ her authority to attend the Second Meeting as well as a valid document evidencing his/her identity.

How to lodge your vote or submit your voting intentions:

Address (hand deliveries): Link Market Services Limited

1A Homebush Bay Drive Rhodes NSW 2138

or

Level 12

680 George Street Sydney NSW 2000

Address (postal deliveries): Kleos Space S.A.

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235 Australia

Fax for lodgement: +61 2 9287 0309

Online: please visit www.linkmarketservices.com.au to lodge your vote or submit

your voting intentions.

Entitlement to vote

The directors of the Company have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Second Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as members and CDI holders at 6:00 pm (AEST) 10:00 am (CEST) on Friday 19 July 2019. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman recommends that the Shareholders and holders of CDI vote in favour of the resolution on the agenda.

In respect of all available undirected proxies of Shareholders or holders of CDIs, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

Questions and Comments by Shareholders at the Second Meeting

A reasonable opportunity will be given to Shareholders and CDI Holders - as a whole - to ask questions or make comments on the management of the Company at the Second Meeting.

For and on behalf of the Board

Mark Licciardo

Authorised signatory

Kleos Space S.A

(ARBN 616 435 753)

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolution to be considered by Shareholders and CDI Holders of Kleos Space S.A. (**KSS** or the **Company**) at the Second Meeting to be held commencing at 10:00am (Luxembourg time) or 6:00pm (Sydney time) on Tuesday 13 August 2019 at 26 Rue des Gaulois, L-1618, Luxembourg.

The Directors recommend that Shareholders and CDI Holders read this Explanatory Memorandum before determining whether or not to support the resolution.

1. RESOLUTION 1 – AMENDMENT OF ARTICLE OF ASSOCIATION

Board recommendation

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Amendment

The proposed amendment to article 6.2 of the Company's articles of association (**Articles**) is of a mechanical nature and is aimed to simplify the process of issuance of shares for nil consideration (**Bonus Shares**) by the Company.

The background is as follows:

- in accordance and within the limits of article 6.2 of the Company's Articles as well as of the long term incentive plan pertaining to the Company, the Board has the authority to allocate Bonus Shares to employees and/or members of the corporate bodies of the Company or the Company's group without any pre-approval being required from the Shareholders (subject to the requirements of the ASX Listing Rules);
- under Luxembourg law, the number of Shares in issue within a company shall be reflected in
 its Articles. Any decision to issue Shares (whether these are issued with or without
 consideration) therefore requires an amendment to the Articles in order to update the number
 of Shares in issue.

In this context, the proposed Resolution 1 will amend the Articles to permit the Board to record any issuance of Bonus Shares in the Company's Articles without having to hold a general meeting (which would trigger significant costs for the Company). It has to be noted that this mechanism already exists in case of issuance of shares under the Company's authorized share capital under the current version of the Articles (please refer to article 6.1 which reads as follows (extract): "the Board is authorized [...]

to record each share capital increase by way of a notarial deed [...]") and is therefore intended to be duplicated for the issuance of Bonus Shares merely for mechanical and technical reasons and for legal certainty.

Resolution 1 had been submitted to the Shareholders' approval at the First Meeting. However, the quorum required to deliberate on such Resolution 1 (i.e 50% of the share capital is present or represented) was not reached at the First Meeting.

In accordance with Luxembourg law and article 13 of the Company's articles of association, the Resolution 1 may therefore be adopted at the Second Meeting by a majority of at least 2/3 of the votes cast by Shareholders, regardless of the proportion of the share capital present or represented at the Second Meeting.

2. GLOSSARY

Unless otherwise defined to the contrary, in this Explanatory Memorandum and the Notice of Meeting:

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX Limited.

Board means the Board of Directors of the Company.

CDI means CHESS Depositary Interest, being a unit of beneficial ownership of a Share legally held by CHESS.

CDI Holder means a holder of CDIs.

CHESS means CHESS Depositary Nominees Pty Ltd (ACN 071 346 506).

Chairman means the chairman of the Company from time to time, and as at the date of this Notice, being Air Commodore Peter Round.

Company or **KSS** means Kleos Space S.A., a public limited liability company (*société anonyme*), having its registered office at 26, rue des Gaulois, L - 1618 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B215591.

Director means a Director of the Company.

Explanatory Memorandum means this Explanatory Memorandum which forms part of the Notice of Meeting.

Luxembourg Commercial Law means the law of 10 August 1915 on commercial companies, as amended.

First Meeting means the annual and extraordinary general meeting of the Company which has been held on Tuesday 25 June 2019 at the registered office of the Company.

Notice of Meeting or **Notice** means the notice of meeting accompanied by this Explanatory Memorandum.

Proxy Form means the proxy form accompanied by the Notice of Meeting and Explanatory Memorandum.

Resolution means a resolution set out in the Notice of Meeting.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

SCHEDULE 2 PROXY

ARBN 625 668 733

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au



Kleos Space S.A. C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X9999999999

CDI VOTING INSTRUCTION FORM

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Kleos Space S.A. (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the xxxx shares underlying my/our CDI holding at the second General Meeting of stockholders of the Company at 10:00am (Luxembourg time), 6:00pm (Sydney time) on Tuesday, 13 August 2019 at 26, rue des Gaulois, L - 1618 Luxembourg, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions

PROXY APPOINTMENT— this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Annual Meeting including any cut off time for receipt of valid proxies.

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 10:00am (Luxembourg time) 6:00pm (Sydney time) on Saturday, 10 August 2019.

Please read the voting instructions overleaf before marking any boxes with an 🗵

Resolutions

For Against Abstain*

1 Amendment to article 6.2 of the Articles of Association

(The text of the amendment is detailed in the Notice of the Meeting, which is attached to the Proxy form)



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual) Joint CDI Holder 2 (Individual) Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your CDIs using this form.

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, 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 indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (Luxembourg time), 6:00pm (Sydney time) on Saturday, 10 August 2019, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MAIL

Kleos Space S.A. C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited* 1A Homebush Bay Drive Rhodes NSW 2138

or

Level 12 680 George Street Sydney NSW 2000

^{*} in business hours (Monday to Friday, 9:00am-5:00pm)

ARBN 625 668 733

LODGE YOUR VOTE

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www.linkmarketservices.com.au

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ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X9999999999

PROXY FORM

I/We CHESS Depository Nominees Pty Limited, a company incorporated under the laws of Australia, with registered address at /o Exchange Centre, 20 Bridge Street, Sydney NSW 2000, Australia, registered with the Australian Securities and Investments Commission under number ACN 071 346 506 being a shareholder(s) of Kleos Space S.A. and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit, with respect to xxxxx of shares of the Company) at the second General Meeting of the Company to be held at 10:00am (Luxembourg time), 6:00pm (Sydney time) on Tuesday, 13 August 2019 at 26, rue des Gaulois, L - 1618 Luxembourg (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolution

For Against Abstain*

1 Amendment to article 6.2 of the Articles of Association

(The text of the amendment is detailed in the Notice of the Meeting, which is attached to the Proxy form)



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Joint Shareholder 2 (Individual) Shareholder 1 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. The Company recognises only one owner per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them in respect of the Company. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's Articles of Association.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (Luxembourg time), 6:00 pm (Sydney time) on Sunday, 11 August 2019, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



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