



NOTICE OF EXTRAORDINARY GENERAL MEETING

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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: Friday 6 March 2020

Place: Barnet Room, The Fullerton Hotel,
No 1 Martin Place, 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 10,144,224 fully paid ordinary shares in the Company to sophisticated and professional investor clients of Citigroup Global Markets Australia Pty Limited."

DATED: 4 February 2020

By Order of the Board of Directors

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

I A Dennis
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING

VOTING EXCLUSION STATEMENTS

Item 1 - Ratification of Share Placement

The Company will disregard any votes cast on this resolution by any person who participated in the placement and any associate of those persons. However, the Company will 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.

However, this does not apply to a vote cast in favour of the resolution by votes cast by the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- a) 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
- b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



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 (**Company**) in connection with the business to be conducted at the Extraordinary General Meeting of the members of the Company on Friday 6 March 2020.

1. Item 1 - Ratification of Share Placement

The resolution refers to ASX Listing Rule 7.4 and the Company's previous issue of 10,144,224 ordinary shares. This rule enables the 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 ASX Listing Rule 7.1. The Company confirms that the issue of the 10,144,224 ordinary shares did not breach ASX Listing Rule 7.1.

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

- (1) On 27 November 2019 the Company issued 10,144,224 new ordinary shares;
- (2) The shares were issued at \$6.66 each, raising a total of \$67,560,532 (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 Citigroup Global Markets Australia Pty Limited;
- (5) The net funds raised from the placement will be applied by the Company to support revised EBIT guidance and to fund ongoing growth initiatives and working capital requirements;

Specific disclosure requirements for resolutions under Listing Rule 7.4.

A Notice of meeting proposing a resolution to ratify an issue of, or agreement to issue, equity securities under Listing Rule 7.4 must include a summary of Listing Rule 7.4 and what will happen if security holders give, or do not give, the approval sought under that rule. This includes explaining the effect that giving the approval will have on the entity's ongoing capacity to issue equity securities without security holder approval under Listing Rule 7.1.

A summary is provided below.

On 21 November 2019 ("Issue Date"), Electro Optic Systems Holdings Limited, entered into an Underwriting Agreement with Citigroup Global Markets Australia Pty Limited to issue 10,144,224 fully paid ordinary shares at an issue price of A\$6.66.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue does not fit within any of these exceptions and, as it is has not yet been approved by Electro Optic Systems Holdings Limited's shareholders, the placement of 10,144,224 shares effectively used up all of the 15% limit in Listing Rule 7.1 reducing Electro Optic Systems Holdings Limited capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

Electro Optic Systems Holdings Limited wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issue under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the issue will be excluded in calculating, Electro Optic Systems Holdings Limited's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 1 is not passed, the Issue will be included in calculating Electro Optic Systems Holdings Limited's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.



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 Friday 6 March 2020 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 _____ 2020

Signature of Shareholder(s)

PROXY FORM

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 4 March 2020 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.

Proxies may also be emailed to the Company Secretary of Electro Optic Systems Holdings Limited at iandennis@eos-us.com

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 4 March 2020 at 9.30 am shall, for the purposes of determining voting entitlements at the Extraordinary 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 Extraordinary 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 6 March 2020 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.