



AKP

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

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEST) Sunday, 24 May 2020.**

# Proxy Form

## 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 FOR POSTAL FORMS

**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.

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**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.



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 Audio Pixels Holdings 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 Audio Pixels Holdings Limited to be held virtually on Tuesday, 26 May 2020 at 9:30am (AEST) 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 Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 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 Item 3 by marking the appropriate box in step 2.

## 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.

	For	Against	Abstain
2 Re-election of Mr Fred Bart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



22 April 2020

## Chairman's letter

Dear Shareholder,

Notice is given of the 2020 Annual General Meeting (AGM) of Audio Pixels Holdings Limited (AKP) to be held on Tuesday 26 May 2020 at 9.30 am (Sydney time).

The health and wellbeing of our stakeholders is very important to us. AKP is closely monitoring the impact of the unprecedented COVID-19 pandemic in Australia and Israel and observing the guidance from the Federal and State Governments. Due to the extraordinary circumstances, this year, AKP AGM will be held virtually. There will not be a physical meeting. This is in the interests of your health and safety and the health and safety of the personnel who would attend the AGM.

As we have seen recently, the situation is changing rapidly. Accordingly, we may make alternative arrangements to the way in which the AGM is held. If this occurs, we will notify any changes by way of announcement on ASX ([www.asx.com.au](http://www.asx.com.au), under our ticker: AKP) and details will also be made available on our web site at [www.audiopixels.com.au/investor](http://www.audiopixels.com.au/investor).

It is important that you have the opportunity to communicate your views to us. You are encouraged to participate in the meeting by watching our live webcast and asking questions via email and voting in the manner described on page 4. **We will do our utmost to ensure that shareholders are able to ask questions as well as make comments during the meeting.**

How you can participate remotely:

1. Shareholders can appoint the Chair of the meeting as proxy ahead of the meeting. Shareholders can complete the proxy form to provide specific instructions on how their vote is to be exercised on each item of business and the Chair of the meeting must follow your instructions. Instructions on how to vote are set out on page 4 and the personalised Proxy Form.
2. Shareholders are encouraged to submit questions ahead of the AGM to AKP or the auditor. We will also provide a facility for shareholders to submit questions online during the meeting. Further details are set out on page 5.
3. A live webcast will be available which will allow security holders to participate in the meeting with written questions.
4. The CEO presentation will be accessible, as usual, on the ASX prior to the commencement of the AGM.

We look forward to your participation at the AGM in the manner outlined above and thank you for your continued support.

Yours faithfully,

Fred Bart  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of AUDIO PIXELS HOLDINGS LIMITED will be held on Tuesday 26 May 2020 commencing at 9.30 am.

Due to the extraordinary circumstances presented by the COVID-19 pandemic, the meeting will be held virtually. We encourage you to participate in the meeting in the way described in the Chairman's letter. The meeting will transact the following business:

### ORDINARY BUSINESS

#### **Resolution 1. - Consideration of Financial Statements**

*"To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2019."*

#### **Resolution 2. - Re-election of Mr Fred Bart as a Director**

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

*"That Mr Fred Bart, who retires by rotation in accordance with the provisions of the Constitution of the Company, and, being eligible, be re-elected as a Director of the Company."*

#### **Resolution 3. - Remuneration Report**

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

*"To approve the remuneration report for the financial period ended 31 December 2019."*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by:

- Mr Fred Bart;
- Mrs Cheryl Bart;
- Ian Dennis, and
- any associate of that person (or those persons).


However, the Company 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 the 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.

#### **Further Information**

Further Information on these resolutions is contained in the Explanatory Memorandum which accompanies this notice of Annual General Meeting.

DATED: 22 April 2020

By order of the Board



**Ian Dennis**  
Company Secretary

## **AUDIO PIXELS HOLDINGS LIMITED**

ACN 094 384 273

### **EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING**

This Memorandum has been prepared for the information of Shareholders of Audio Pixels Holdings Limited (referred to in this Memorandum as the “**Company**”) in connection with the business to be conducted at the Annual General Meeting of the Company to be held on Tuesday 26 May 2020 at 9.30 am.

#### **Resolution 1. – Financial Report**

The Corporations Act 2001 (Cth) (“Corporations Act”) requires the financial report (which includes the financial statements and directors’ declaration), the directors’ report and the auditor’s report for the last financial year to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the financial report, the directors’ report or the auditor’s report. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

#### **Resolution 2. - Re-election of Mr Fred Bart as a Director**

Appointed to the Board on 5 September 2000.

He has been Chairman and Managing Director of numerous private companies since 1980, specialising in manufacturing, property and marketable securities. Mr Bart is also a director of Immunovative Therapies Limited, an Israeli company involved in the manufacture of cancer vaccines for the treatment of most forms of cancer. He is a member of the Audit Committee and a member of the Nomination and Remuneration Committee.

#### **Resolution 3. – Remuneration Report**

The Annual Report for the financial period ended 31 December 2019 contains a Remuneration Report which sets out the remuneration policy of the Company and the remuneration arrangements in place with the Directors.

Under the provisions of the Corporations Act 2001, the shareholder vote is advisory only and will not require the Company to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed. Notwithstanding the legislative effect of this requirement, the Board has determined that it will take the outcome of the vote into consideration when considering the remuneration policy.

# **Participating and Voting Information**

## **Quorum and Voting**

The Constitution of AKP provides that at least three members present in person or by proxy represent a quorum.

All votes on all resolutions will be conducted via an online poll via Computershare and the results announced to the ASX and made available on the AKP web site as soon as practicable after they are known.

You can vote online using the links to Computershare website below:

<https://www.investorvote.com.au/Login?cn=3727&demo=N>

You will need your SRN/HIN and postcode to identify your shareholding so that you can vote.

## **On a poll:**

Each shareholder of AKP has one vote for each share held in AKP.

You can vote by proxy. You can appoint a proxy to vote for you, using the enclosed pre-printed personalised proxy form or by completing and lodging the proxy form on line as per the instructions from Computershare on the enclosed proxy form.

## **Participating in the meeting on line**

Shareholders who wish to participate in the video meeting on line may do so via Webex Events

Event address for attendees:

<https://communicloudglobal.webex.com/communicloudglobal/onstage/g.php?MTID=e60ff6f8f4f8fc19af7e316f8ba6c4862>

Event Information:	Audio Pixels Holdings Limited Annual General Meeting
Event number (Access Code):	577 025 661
Event password:	audiopix2020

Shareholders who have provided their email addresses will be sent a reminder a few days before the actual meeting with a one click connection to the AKP AGM.

Participating in the meeting online enables shareholders to view and listen to the AGM live and submit questions during the meeting via email. You will not be able to vote during the meeting. You must vote on line prior to the meeting or send your proxy form to Computershare prior to 24 May 2020.

## **Audio only conference information -only use if you do not use the video link above**

### Global call-in numbers

Australia	+61 2 9037 0069
Israel	+972 3 376 2909
Japan	+81 3 5050 1391
New Zealand	+64 9 280 5283
Singapore	+65 6703 6949
Hong Kong	+852 3018 6827
USA	+1 650 479 3211

Event access code: 577 025 661

### **Question at the AGM**

Please note that only shareholders may ask questions online. It may not be possible to respond to all questions at the AGM. Shareholders are encouraged to lodge questions prior to the AGM and provide the full registered details of their shareholding with their question. All questions should be submitted by email to the Company Secretary at least three days prior to the AGM to [iandennis@audiopixels.com.au](mailto:iandennis@audiopixels.com.au)

### **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 24 May 2020 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.