

Pureprofile Ltd

Level 5, 126 Phillip Street
Sydney NSW 2000

ACN: 167 522 901

www.pureprofile.com.au



Pureprofile Ltd

Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 9 November 2021

10:00AM AEDT

As a Virtual Meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	14
Glossary	31
Annexure A – Material terms of the Equity Plan	Attached
Proxy Form	Attached

Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 8 October 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://business.pureprofile.com/asx-announcements-reports/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual meeting, in a manner that is consistent with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEDT) on Tuesday, 9 November 2021 as a **virtual meeting**.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_AXJvGfTNRT28vOpJlrRe6A

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Pureprofile Limited ACN 167 522 901 will be held at 10:00am (AEDT) on Tuesday, 9 November 2021 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10:00am (AEDT) on Sunday, 7 November 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2021.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of Sue Klose as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Sue Klose, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible, offers herself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) 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
- (ii) 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
- (iii) 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.

Ratification of Prior Issues of Securities

4. Resolution 4 – Ratification of Prior Issue of Options

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 for all other purposes, the Shareholders ratify the allotment and prior issue of 4,000,000 unlisted options issued on 23 June 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or

- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) 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
- (iii) 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.

5. Resolution 5 – Ratification of Prior Issue of Employee Options

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 for all other purposes, the Shareholders ratify the allotment and prior issue of 34,842,956 unlisted options issued on 6 October 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) 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
- (iii) 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Incentive Securities to Directors under the Company's Equity Plan

6. Resolution 6 – Approval of Issue of LTI Options to Andrew Edwards

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,000,000 unlisted options under the Company's Equity Plan to Andrew Edwards, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7 – Approval of Issue of LTI Options to Sue Klose**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 unlisted options under the Company's Equity Plan to Sue Klose, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) 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
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or

- (ii) a closely related party of a member of the Company's Key Management Personnel; and
 - (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. Resolution 8 – Approval of Issue of STI Options to Martin Filz

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 24,510,902 unlisted options under the Company's Equity Plan to Martin Filz, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) 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
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9 – Approval of Issue of LTI Options to Martin Filz**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 24,510,902 unlisted options under the Company's Equity Plan to Martin Filz, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) 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
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (AEDT) on Tuesday, 9 November 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.pureprofile.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 2 November 2021.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.pureprofile.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Director

Resolution – Re-election of Sue Klose as Director

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

It has been agreed that Sue Klose will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Ms Klose was appointed a Director of the Company on 1 September 2018 and was last re-elected as a Director at the 2020 AGM.

Under this Resolution, Ms Klose has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Sue Klose is an experienced nonexecutive director and executive, with a diverse background in digital business growth and operations, corporate development, strategy and marketing. Previously the Chief Marketing Officer of GraysOnline and COO of 12WBT, she brings deep experience in digital operations, marketing and brand strategy, and digital product development. As Director of Digital Corporate Development for News Ltd, Sue screened hundreds of potential investments, leading multiple acquisitions and establishing the CareerOne and CarsGuide joint ventures.

Sue is currently a non-executive director of Envirosuite (ASX: EVS), Nearmap (ASX: NEA), Stride and Honan Insurance Group.

Directors' recommendation

The Directors (excluding Ms Klose) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of drafting this Notice of Meeting, the Company has a market capitalisation of approximately \$64.5 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business; and
- (b) to further develop data partnerships.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0305 50% decrease in issue price	\$0.061 issue prices ^(b)	\$0.122 100% increase in issue price
"A" is the number of shares on issue, being 1,058,061,916 Shares^(a)	10% voting dilution^(c)	105,806,191	105,806,191	105,806,191
	Funds raised	\$3,227,089	\$6,454,178	\$12,908,355
"A" is a 50% increase in shares on issue, being 1,587,092,874 Shares	10% voting dilution^(c)	158,709,287	158,709,287	158,709,287
	Funds raised	\$4,840,633	\$9,681,267	\$19,362,533
"A" is a 100% increase in shares on issue, being 2,116,123,832 Shares	10% voting dilution^(c)	211,612,383	211,612,383	211,612,383
	Funds raised	\$6,454,178	\$12,908,355	\$25,816,711

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 29 September 2021.
- (b) Based on the closing price of the Company's Shares on ASX as at 29 September 2021.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will

adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has previously sought Shareholder approval under Listing Rule 7.1A but has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding this AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Securities

Resolution 4 – Ratification of Prior Issue of Options

Background

As announced by the Company on 23 June 2021, the Company issued 4,000,000 unlisted options (**Options**) utilising the Company's existing capacity under Listing Rule 7.1.

The Options were issued to Sentor Investments Pty Ltd (**Sentor**) as consideration of consultancy services provided by Sentor to the Company.

The material terms of the Options are set out below.

The Options were issued on 23 June 2021 by utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 4,000,000 Options, which were issued on 23 June 2021 (**Issue Date**).

All of the Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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 of Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's 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 have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- (a) The unlisted options were issued to Sentor Investments Pty Ltd.
- (b) The Company issued 4,000,000 unlisted options.
- (c) The material terms of the unlisted options are as follows:
 - a. Each Unlisted Option entitles the holder to subscribe for one Share upon exercise of the Unlisted Option.
 - b. The Unlisted Options are exercisable at \$0.03 per Unlisted Option.
 - c. Unexercised Unlisted Options will expire on 8 December 2022.
- (d) The unlisted options were issued on 23 June 2021.
- (e) Each of the unlisted options were issued for nil cash and as a result no funds were raised from the issue.
- (f) Funds were not raised from the issue of the unlisted options as the unlisted options were issued as consideration of the provision of consultancy services.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 5 – Ratification of Prior Issue of Employee Options

On 6 October 2021 the Company issued 69,015,454 Unlisted Options to employees of the Company (**Employee Options**) under the Company's Equity Plan (**Plan**).

The Plan was approved by Shareholders at the 2020 AGM held on 29 January 2021 for the purposes of ASX Listing Rule 7.2 (exception 13(b)). In the Explanatory Statement of the Resolution to approve the Plan it was advised that, in reliance on ASX Listing Rule 7.2 (exception 13(b)), a maximum number of 90,000,000 equity securities would be issued under the Plan during the three-year period following approval and that once that number is reached, any additional issues of securities under the Plan would not have the benefit of exception 13(b).

During the issue of the Employee Options the 90,000,000 maximum was reached and as a result 34,842,956 of the Employee Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 34,842,956 Employee Options, which are expected to have been issued prior to the AGM.

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.

As explained above, the issue of 34,842,956 Employee Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's 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 have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the 34,842,956 Employee Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the 34,842,956 Employee Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the 34,842,956 Employee Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- (a) The 34,842,956 Employee Options were issued to Employees of the Company which included KMP, Melinda Sheppard, Chief Operating and Chief Financial Officer.
- (b) The Company issued 34,842,956 Employee Options.
- (c) The material terms of the Employee Options are set out below:

Terms	STI Employee Options	LTI Employee Options
Description	Each vested Employee Option entitles the holder to subscribe for one Share upon exercise of the Employee Option.	Each vested Employee Option entitles the holder to subscribe for one Share upon exercise of the Employee Option.
Exercise Price	\$0.02683 per Employee Option	\$0.02683 per Employee Option
Expiry Date	Unexercised Employee Options will expire on the 5 th anniversary of the date of grant.	Unexercised Employee Options will expire on the 5 th anniversary of the date of grant.
Vesting conditions	The number of STI Employee Options which will be eligible to vest will be determined by reference to performance against	The number of LTI Employee Options which will be eligible to vest will be determined by reference to performance against set objectives

	<p>the following vesting conditions, each measured during the period 1 July 2021 to 30 June 2022 (Performance Period):</p> <p>Financial measures: 80% of the STI Employee Options will be subject to the financial performance of the Company in FY22. The performance will be measured by considering the audited performance in pre-set metrics versus the Company's internal budget.</p> <p>Non-financial measures: 20% of the STI Employee Options will be subject to FY22 Leadership and Engagement KPIs which include succession planning, staff engagement and client acquisition.</p> <p>Once performance against the performance conditions described above has been tested and the number of Employee Options which will be eligible to vest has been determined (Eligible Awards):</p> <ul style="list-style-type: none"> • 50% of the Eligible Awards will vest on the 12 month anniversary of the date of grant; and • 50% of the Eligible Awards will vest on the 24 month anniversary of the date of grant. <p>in each case, provided that the employee remains continuously employed or engaged by a member of the Group at all times from the date of grant of the STI Employee Options to the relevant date.</p>	<p>in each of the following strategic priorities, each measured during the period 1 July 2021 to 30 June 2022 (Performance Period):</p> <ul style="list-style-type: none"> • international expansion • scaling of sales capability • product launches and • operational improvements. <p>Once performance against the strategic priorities described above has been tested and the number of Employee Options which will be eligible to vest has been determined (Eligible Awards):</p> <ul style="list-style-type: none"> • one-third of the Eligible Awards will vest following the release of the FY22 audited results); • one-third of the Eligible Awards will vest following the release of the FY23 audited results); and • one-third of the Eligible Awards will vest following the release of the FY24 audited results <p>in each case, provided that the employee remains continuously employed or engaged by a member of the Group at all times from the date of grant of the options to the relevant date</p>
Disposal Restriction	Shares delivered to the employee upon the exercise of the Awards will be subject to disposal restrictions.	Shares delivered to the employee upon the exercise of the Awards will be subject to disposal restrictions.

- (d) The Employee Options were issued on 6 October 2021.
- (e) Each of the Employee Options were issued for nil consideration pursuant to the terms of the Plan. The material terms of the Plan are set out in Annexure A.
- (f) Funds were not raised from the issue of the Employee Options as the Employee Options

were issued under the Company's Equity Plan with the intention of remunerating and incentivising the participants.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Incentive Securities to Directors under the Company's Equity Plan

Resolutions 6 to 9 – Approval of Issue of Incentive Securities to Directors of the Company

Background

At the 2020 AGM Shareholders approved the adoption of an employee incentive scheme entitled "Equity Plan" (**Plan**).

The Company seeks to invite each of the Company's directors, being Andrew Edwards, Sue Klose and Martin Filz (**Allottees** and/or **Directors**), subject to Shareholder approval that is sought under Resolutions 5 to 8, to participate in the Plan by subscribing for the following securities under the Plan (**Incentive Securities**):

Allottee	Short-term Incentive Unlisted Options	Long-term Incentive Unlisted Options	
Andrew Edwards	Nil	5,000,000	The AE Incentives
Sue Klose	Nil	2,000,000	The SK Incentives
Martin Filz	24,510,902	24,510,902	Together the MF Incentives

The AE Incentives (Resolution 6) and the SK Incentives (Resolution 7) consist of an issue of Unlisted Options as part of the Company's annual options plan which the Company issues under the Company's Plan.

The MF Incentives (Resolutions 8 and 9) consist of a once-off issue of Unlisted Options in recognition of Martin's performance during FY22 (**STI Unlisted Options**) which are subject to both performance and retention based vesting conditions and an issue of Unlisted Options which are subject to both performance and retention based vesting conditions designed to align the interests of Mr Filz to the Shareholders of the Company, and where appropriate remunerate Mr Filz appropriately (**LTI Unlisted Options**).

A summary of the material terms of the Incentive Securities are included in the Information Required by ASX Listing Rules 10.15 section below.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its

shareholders.

As each of the Allottees are Directors of the Company, the proposed issue of Incentive Securities to each of them constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, these Resolutions seek the required Shareholder approval to issue the Incentive Securities to each of the Allottees under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If any of, Resolutions 6 to 9 are passed, the Company will be able to proceed with the proposed issue of Incentive Securities to the respective Allottee pursuant to the Resolution which is passed.

If any of Resolutions 6 to 9 are not passed, the Company will not be able to proceed with the proposed issue of Incentive Securities to the respective Allottee pursuant to the Resolution which is not passed and may result in the Company finding less cash-less effective means of incentives being considered.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As each of Andrew Edwards, Martin Filz and Sue Klose are Directors of the Company, they are each a "related party" of the Company. Therefore, the proposed issue of Incentive Securities to each of them requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.14.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to each of Andrew Edwards, Martin Filz and Sue Klose is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The Allottees are
 - (i) Andrew Edwards;
 - (ii) Sue Klose; and
 - (iii) Martin Filz.
- (b) Each Allottee is a current Director of the Company and therefore fall under category 10.14.1 of the Listing Rules.
- (c) The maximum number of Incentive Securities that may be acquired by each Allottee is as follows:

Allottee	STI Unlisted Options	LTI Unlisted Options
Andrew Edwards	Nil	5,000,000
Sue Klose	Nil	2,000,000
Martin Filz	24,510,902	24,510,902

- (d) The current total remuneration package, including the proposed Incentive Securities, received by each Allottee is as follows:

Allottee	Current Fees	Value of STI Unlisted Options proposed to be issued *	Value of LTI Unlisted Options proposed to be issued *	Total Remuneration
Andrew Edwards	\$120,000	Nil	\$81,596	\$201,596
Sue Klose	\$70,000	Nil	\$32,639	\$102,639
Martin Filz	\$400,000	\$400,000	\$400,000	\$1,200,000

* Based on a value of \$0.0163192689 per Unlisted Option calculated independently using the Black Scholes model.

- (e) The Directors have previously been issued the following Incentive Securities under the Plan:

Allottee	Share Rights	Performance Rights	Unlisted Options
Andrew Edwards	14,000,000	Nil	4,930,156
Sue Klose	1,750,000	Nil	2,000,000
Martin Filz	Nil	9,875,000	32,867,707

- (f) The material terms of the Incentive Securities are as follows:

(i) **AE Incentives and SK Incentives:**

Terms	LTI Unlisted Options
Description	Each vested LTI Unlisted Option entitles the holder to subscribe for one Share upon exercise of the LTI Unlisted Option.
Exercise Price	\$0.02683 per LTI Unlisted Options
Expiry Date	Unexercised Unlisted Options will expire on the 5 th anniversary of the date of grant.
Vesting conditions	One-third of the LTI Unlisted Options will vest following the release of the audited financial results for FY22, FY23 and FY24 provided the

	<p>Allottee remains continuously engaged or employed by a member of the Group on the respective vesting date. (Service Period).</p> <p>If the Allottee ceases to be engaged or employed by a member of the Group before the Unlisted Options vest:</p> <ul style="list-style-type: none"> • a proportion of the Unlisted Options will vest based on the proportion of the Service Period which has elapsed; and • the remaining Unlisted Options will lapse and be forfeited.
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(ii) **MF Incentive Securities:**

Terms	STI Unlisted Options	LTI Unlisted Options
Description	Each vested STI Unlisted Option entitles the holder to subscribe for one Share upon exercise of the STI Unlisted Option.	Each vested LTI Unlisted Option entitles the holder to subscribe for one Share upon exercise of the LTI Unlisted Option.
Exercise Price	\$0.02683 per STI Unlisted Options	\$0.02683 per LTI Unlisted Options
Expiry Date	Unexercised STI Unlisted Options will expire on the 5 th anniversary of the date of grant.	Unexercised LTI Unlisted Options will expire on the 5 th anniversary of the date of grant.
Vesting conditions	<p>The number of STI Unlisted Options which will be eligible to vest will be determined by reference to performance against the following vesting conditions, each measured during the period 1 July 2021 to 30 June 2022 (Performance Period):</p> <p>Financial measures: 80% of the STI Unlisted Options will be subject to the financial performance of the Company in FY22. The performance will be measured by considering the audited performance in pre-set metrics versus the Company's internal budget.</p> <p>Non-financial measures: 20% of the STI Unlisted Options will be subject to FY22 Leadership and Engagement KPIs which include succession planning, staff retention and staff engagement.</p> <p>Once performance against the performance conditions described above has been tested and the</p>	<p>The number of LTI Unlisted options which will be eligible to vest will be determined by reference to performance against set objectives in each of the following strategic priorities, each measured during the period 1 July 2021 to 30 June 2022 (Performance Period):</p> <ul style="list-style-type: none"> • Revenue Growth • Key Clients and Partnerships: • Profitability and operations • Strategic Plan • Investor and External relationships <p>Once performance against the strategic priorities described above has been tested and the number of LTI Unlisted Options which will be eligible to vest has been determined (Eligible Awards):</p> <ul style="list-style-type: none"> • one-third of the Eligible Awards will vest following the release of the FY22 audited results); • one-third of the Eligible Awards will vest following the release of the FY23 audited results); and

	<p>number of Unlisted Options which will be eligible to vest has been determined (Eligible Awards):</p> <ul style="list-style-type: none"> • 50% of the Eligible Awards will vest on the 12 month anniversary of the date of grant; and • 50% of the Eligible Awards will vest on the 24 month anniversary of the date of grant. <p>in each case, provided that Mr Filz remains continuously employed or engaged by a member of the Group at all times from the date of grant of the STI Unlisted Options to the relevant date.</p>	<ul style="list-style-type: none"> • one-third of the Eligible Awards will vest following the release of the FY24 audited results <p>in each case, provided that Mr Filz remains continuously employed or engaged by a member of the Group at all times from the date of grant of the options to the relevant date</p>
Disposal Restriction	Shares delivered to Mr Filz upon the exercise of the Awards will be subject to disposal restrictions.	Shares delivered to Mr Filz upon the exercise of the Awards will be subject to disposal restrictions.

The Company is proposing to grant the Incentive Securities described above because they assist with aligning the interests of each Allottee with the interests of the ordinary shareholders. In addition, they do not provide Allottees with the full benefits of share ownership (such as dividend and voting rights) unless and until the Incentive Securities vest and are exercised. The Company believes that the grant of Incentive Securities provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses). The value of the Incentive Securities is provided in the table under paragraph (d) above.

- (g) If approved by Shareholders of the Company, the Company intends to grant the Incentive Securities as soon as practicable after the date of this Meeting and in any event no later than 3 years after the date of this Meeting.
- (h) The Incentive Securities are being issued for nil consideration pursuant to the terms of the Plan.
- (i) The material terms of the Plan are set out in Annexure A of this Notice of Meeting.
- (j) No loan will be provided in relation to the issue of the Incentive Securities.
- (k) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Information Required by Chapter 2E of the Corporations Act

Identity of the related party

- (a) The related parties are Andrew Edwards, Sue Klose and Martin Filz (**Allottees** and/or **Directors**), each a Director of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

- (b) The nature of the financial benefit to be given is the issue of the following securities under the Company's Equity Plan (**Incentive Securities**):

Allottee	STI Unlisted Options	LTI Unlisted Options
Andrew Edwards	Nil	5,000,000
Sue Klose	Nil	2,000,000
Martin Filz	24,510,902	24,510,902

A summary of the material terms of the Incentive Securities is set out above, in the Explanatory Statement for these Resolutions.

- (c) The Incentive Securities are proposed to be issued to remunerate and incentivise the Allottees to provide ongoing dedicated services to the Company. The terms of the Incentive Securities have been designed to assist in aligning the interests of the Allottees with Shareholders of the Company.
- (d) The number of Incentive Securities (which affects the value of the proposed financial benefit) was determined after considering a number of factors, including the responsibilities held by the Allottees in the Company.
- (e) If each of Resolutions 6 to 9 are approved by the Shareholders of the Company, the financial benefit to be conferred on Allottees via the issue of the Incentive Securities will be in addition to the other remuneration received by the Allottees which can be summarised as follows:

Allottee	Current Fees	Value of STI Unlisted Options proposed to be issued *	Value of LTI Unlisted Options proposed to be issued *	Total Remuneration
Andrew Edwards	\$120,000	Nil	\$81,596	\$201,596
Sue Klose	\$70,000	Nil	\$32,639	\$102,639
Martin Filz	\$400,000	\$400,000	\$400,000	\$1,200,000

* Based on a value of \$0.0163192689 per Unlisted Option calculated independently using the Black Scholes model.

Directors' recommendation and basis of financial benefit

- (f) Andrew Edwards has a material personal interest in the outcome of Resolution 6. Susan Klose has a material personal interest in the outcome of Resolution 7. Martin Filz has a material personal interest in the outcome of Resolutions 8 and 9. In accordance with the voting exclusions statements contained within the Notice of Meeting each of the Directors is excluded from voting on each of Resolutions 6 to 9.
- (g) As Resolutions 6 to 9 relate to Incentive Securities being issued to each of the current Directors of the Company, the Directors, in the interests of good governance, have refrained from making a recommendation in relation to these Resolutions.

Dilutionary effect to existing Shareholders' interests

- (h) If Shareholder approval is obtained for each of Resolutions 6 to 9, the issue of the Incentive Securities will not have any immediate dilutionary effect to existing Shareholders' interests. There may be a dilutionary effect in the future if the Incentive Securities are exercised to Shares pursuant to their terms.

Existing and potential interest in the Company

- (i) As of the date of this Notice of Meeting, the Allottees existing interests in the Company are as follows:

Holder	Securities	Existing interest (undiluted)
Andrew Edwards	8,862,219 Fully Paid Ordinary Shares 14,000,000 Share Rights 4,930,156 Unlisted Options	0.84%
Sue Klose	1,750,000 Share Rights 2,000,000 Unlisted Options	0.00%
Martin Filz	375,000 Fully Paid Ordinary Shares 9,875,000 Performance Rights 32,867,707 Unlisted Options	0.04%

- (j) The impact of the issue of Incentive Securities to the Allottees' potential interest in the Company can be summarised as follows.

Holder	Securities (after Incentive Securities issued)	Current interest (fully diluted) (%) ^(a)	Potential interest (fully diluted) (%) ^(b)
Andrew Edwards	8,862,219 Fully Paid Ordinary Shares 14,000,000 Share Rights 9,930,156 Unlisted Options	2.32%	2.62%
Sue Klose	1,750,000 Share Rights 4,000,000 Unlisted Options	0.31%	0.46%
Martin Filz	375,000 Fully Paid Ordinary Shares 9,875,000 Performance Rights 86,889,511 Unlisted Options	3.60%	7.74%

Notes:

- (a) This percentage has been calculated on a fully diluted basis, based on the Company's current capital structure consisting of 1,058,061,916 fully paid ordinary shares, 105,448,285 Options, 18,203,725 Share Rights and 16,125,000 Performance Rights.

- (b) This percentage has been calculated on a fully diluted basis the basis based on the Company's projected capital structure consisting of 1,058,061,916 fully paid ordinary shares, 161,470,089 Options, 18,203,725 Share Rights and 16,125,000 Performance Rights.
- (k) The fully diluted potential interest calculation is based on the assumption that all convertible Securities on issue (including those proposed to be issued under this Notice of Meeting) have been converted and/or exercised. Accordingly, this percentage should be treated with caution as there is no certainty that this will occur.

Valuation of financial benefit

- (l) The Incentive Securities (which are unlisted) are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Incentive Securities could be exercised into Shares (subject to satisfaction of their terms), the Incentive Securities may have a present value at the date of their issue.
- (m) The Company has sought an independent valuation of the Incentive Securities. The method used to value the Unlisted Options was the Black-Scholes Model, which is a commonly used and recognised model for valuing Options. The value of an Option calculated by this model is a function of the relationship between a number of variables and inputs, which can be summarised as follows:

Valuation input	Assumption
Exercise price	\$0.02683
Expiry date	5 th anniversary of the date of grant
Interest rate	1%
Volatility measure	75%
Discount rate	nil
Value for one Incentive Security	\$0.0163

Based on the inputs, the Incentive Securities have been valued as follows:

Recipient	Number of Incentive Securities	Total value
Andrew Edwards	5,000,000 LTI Unlisted Options	\$81,596
Sue Klose	2,000,000 LTI Unlisted Options	\$32,639
Martin Filz	24,510,902 STI Unlisted Options	\$400,000
	24,510,902 LTI Unlisted Options	\$400,000
	Total	\$800,000

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 26 August 2021.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 26 August 2021 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Pureprofile Ltd ACN 167 522 901.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 8 October 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A - Material terms of the Equity Plan

Summary of the Plan	
Approval	<ul style="list-style-type: none"> The Equity Plan (Plan) was approved by the Board on 11th December 2020.
Types of securities	<ul style="list-style-type: none"> The Plan provides the Company with the ability to grant performance rights, options or share rights (each an Award). An Award is an entitlement to receive a Share upon satisfaction of the applicable vesting or exercise conditions, the exercise of the Award (if applicable) and the payment of an exercise price (if applicable).
Grants and eligibility	<ul style="list-style-type: none"> Awards may be granted under the Plan to eligible participants from time to time in the absolute discretion of the Board. Eligible participants will include employees, executive directors and non-executive directors of the Company and its subsidiaries, as selected by the Board from time to time. The Company expects, but is not obliged, to make offers in accordance with the requirements of ASIC 14/1000. If the Board permits, participants will be able to nominate another party (Nominated Affiliate) to receive their grant of Awards under the Plan.
Issue price	<ul style="list-style-type: none"> No payment is required for a grant of Awards unless the Board determines otherwise.
Vesting & Exercise of Awards	<ul style="list-style-type: none"> Awards will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the Vesting Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a vesting notice. Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the Exercise Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Exercise price	<ul style="list-style-type: none"> As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.
Issue, allocation or acquisition of Shares	<ul style="list-style-type: none"> Shares to be delivered to participants upon the exercise of vested Awards may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee share trust. The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award. For example, to obtain the benefit of Listing Rule 10.16(b), the Company may limit itself to only sourcing Shares from on-market to fulfil particular vested Awards.

Equity or cash settlement	<ul style="list-style-type: none"> The Plan has the flexibility for vested Awards to be settled in either Shares or cash. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Plan that cash settlement is available.
Expiry Date	<ul style="list-style-type: none"> Awards will be issued with an expiry date. If no date is specified, the expiry date will be the Business Day prior to the 5-year anniversary of the date of grant.
Lapse / forfeiture of Awards	<ul style="list-style-type: none"> The Plan contains provisions concerning the treatment of Awards and any Shares issued, allocated or transferred following the exercise of Awards, including without limitation in the event that: <ul style="list-style-type: none"> a participant ceases employment or engagement with the Company or a subsidiary; the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied; a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries; a participant becomes insolvent; a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; and the Awards are not exercised before the applicable expiry date.
Terms and conditions	<ul style="list-style-type: none"> The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Plan and it may set different terms and conditions for different participants in the Plan.
Voting & dividend rights	<ul style="list-style-type: none"> Awards will not carry any voting or dividend rights and participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company.
Quotation	<ul style="list-style-type: none"> Awards will not be quoted on ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.
Change of Control Event	<ul style="list-style-type: none"> If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board), the Board may in its absolute discretion determine the manner in which any or all of a participant's unvested Awards will be dealt with, and may (in limited circumstances) determine a participant's vested but unexercised Awards be cancelled for market value. If, as a result of a Change of Control Event, the Company has or will become a wholly owned subsidiary of another entity listed on an internationally recognised stock exchange, the Board may (but is not obliged to) determine that any or all of a participants unvested Awards, and (in limited

	<p>circumstances a participant's vested but unexercised Awards) be exchanged for awards issued by the new head company with equivalent value (and so far as if legally practicable) the same rights.</p> <ul style="list-style-type: none"> • A Change of Control Event includes, without limitation, any of the following events provided it occurs after the commencement of the Plan: <ul style="list-style-type: none"> ○ a change in control of the Company; ○ where a person and their associates become the owner or the holder of a relevant interest in more than 50% of the issued share capital of the Company; ○ where a takeover bid is made, the takeover bid becomes unconditional and the bidder (together with its associates) then has a relevant interest in more than 50% of the issued capital of the Company; ○ a resolution is passed for the voluntary winding-up of the Company or an order is made for the compulsory winding up of the Company; or ○ any other event determined by the Board in good faith to constitute a "Change of Control Event" for the purposes of the Plan, <p>but does not include either of the following:</p> <ul style="list-style-type: none"> ○ any internal reorganisation of the structure, business and/or assets of the Company's group; and ○ a holder of a relevant interest in more than 50% of the issued capital of the Company (whether held alone or together with their associates) continuing to hold such a relevant interest.
Employee Share Trust	<ul style="list-style-type: none"> • The Company may operate an employee share trust in conjunction with the Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No transfer and no hedging	<ul style="list-style-type: none"> • Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> ○ Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and ○ participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards granted to them under the Plan.
Other terms	<ul style="list-style-type: none"> • The Plan contains customary and usual terms having regard to Australian law and the Listing Rules for dealing with the administration, variation and termination of the Plan (including in relation to the treatment of Awards in the event of a reorganisation of the Company's share capital structure or a bonus share issue).

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 7th November 2021**, 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

VIRTUAL AGM

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 1: Appoint Your Proxy

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Pureprofile Ltd, to be held at **10.00 am (AEDT) on Tuesday, 9th November 2021** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1, 5, 6, 7, 8, and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions

Item	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Sue Klose as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue of Employee Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Issue of LTI Options to Andrew Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Issue of LTI Options to Sue Klose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of Issue of STI Options to Martin Filz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of Issue of LTI Options to Martin Filz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securituholder 2

Securituholder 3

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Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).