

**Altium**<sup>®</sup>

# NOTICE OF ANNUAL GENERAL MEETING 2021

ALTIUM LIMITED / ACN 009 568 772

Dear Shareholders

On behalf of the Directors of Altium Limited (Altium), I am pleased to invite you to attend our 2021 Annual General Meeting (AGM) that will be held on Thursday 18 November 2021 commencing at 9:30am (AEDT). The Notice of Meeting that sets out the business of the AGM is attached.

In consideration of the ongoing impact of the Coronavirus, we plan to conduct our AGM virtually using video technology. The health and safety of our Shareholders, employees, and the broader community is paramount to all of us, and this format will expand the opportunity for Shareholders to participate in our AGM.

Here are some Key Points as to the running of the 2021 AGM:

1. Our AGM will be held fully virtually this year for all Shareholders, save for the Chairman and a limited number of Sydney based employees essential to the management of the meeting who will attend in person in a safe and permissible manner in our offices. In addition, our Executive Directors will attend in person in a safe and permissible manner in our California offices and will be able to be seen on video as well.
2. We encourage all Shareholders and proxyholders to participate in the AGM virtually via the online platform at <https://web.lumiagm.com>. To do this you will need a desktop or mobile / tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN / HIN) to be verified as a Shareholder or proxyholder. The log in will be open beginning at 08:30am AEDT.
3. Once the AGM commences at 9.30am, you will see a split screen which shows (a) the live webcast of the Chairman's Address, and (b) the presentation slides.
4. Shareholders and proxyholders will have the ability to vote and ask questions both orally and via text during the AGM via the online platform, and to hear all of the discussion, subject to connectivity of your device.
5. In addition to point 4 above, prior to the AGM, either by post or online, Shareholders will be able to:
  - vote;
  - appoint a proxy; and
  - submit questions to Altium's share registry Computershare or the Company in advance of the AGM on the enclosed form. (We strongly encourage the use of the question form in advance of the AGM.)
6. Altium's Board and Management team always enjoy the opportunity to meet with our Shareholders at our AGMs. Unfortunately, this will not be possible again this year, however we look forward to being able to see you personally in the future. We are also excited to connect with Shareholders who in the past may not have been able to attend the AGM in person, who will now be able to participate.
7. A detailed guide on how to participate virtually is set out in the Virtual Online Meeting Guide. This Guide explains how you ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. This Guide will be lodged with the ASX and is also available on our website at [www.altium.com/agm](http://www.altium.com/agm).

Thank you for your continued support of Altium. We look forward to your virtual attendance and the opportunity to engage with you at our 2021 AGM.

Yours sincerely



Samuel Weiss

Chairman  
Altium Limited



Dear Shareholder,

The Altium Limited Board ('Board') would like to invite you, or your representatives, to attend the 2021 Annual General Meeting ('Meeting') of Altium Limited ('Altium' or 'Company'). Due to the uncertainty resulting from COVID-19, this meeting will be run as a fully VIRTUAL EVENT. Shareholders will still be able to vote and ask or submit questions prior to and during the event.

## Key information

DATE	Thursday, 18 November 2021
TIME	9.30am (AEDT)
FORMAT	FULLY VIRTUAL EVENT
TO PARTICIPATE ONLINE	<a href="https://web.lumiagm.com">https://web.lumiagm.com</a>
MEETING ID	325-051-657
AUSTRALIAN RESIDENTS	Username - SRN/HIN Password - Postcode
OVERSEAS RESIDENTS	Username - SRN/HIN Password - 3 Character Country Code
PROXY	Contact Computershare for Username & Password PH +61 3 9415 4024

## General Business

### Financial statements and reports

1. To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2021.

### Remuneration Report

2. To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2021, which forms part of the Directors' Report. Please note that the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

**Note:** A voting exclusion applies to this resolution.

### Election of directors

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

**Samuel Weiss** a director retiring from office in accordance with Articles 7.2–7.4 of the Constitution of the Company, is re-elected as a director of the Company.

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

**Sergiy Kostynsky** a director retiring from office in accordance with Articles 7.2–7.4 of the Constitution of the Company, is re-elected as a director of the Company.

## Special Business

### Renewal of Proportional Takeover Provision - Special Resolution

5. To consider and, if thought fit, to pass the following resolution as a special resolution:

That articles 3.17 to 3.18 inclusive of the Company's Constitution requiring prior shareholder approval for a proportional takeover of the Company, be re-adopted for a further period of three years from the date of this Meeting in accordance with Section 648G of the Corporations Act.

### Increase in non-executive directors' fee pool available for directors of the Company

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

For the purposes of Australian Securities Exchange (ASX) Listing Rule 10.17, Article 7.11 of the Company's Constitution and all other purposes, the total aggregate amount of directors' fees payable to all of Altium's non-executive directors is increased by \$750,000 per annum, from the existing \$1,500,000 per annum (approved by shareholders at the 2015 AGM) to a maximum sum not exceeding \$2,250,000 per annum.

**Note:** A voting exclusion applies to this resolution.

### Amendment of the Constitution - Special Resolution

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

That, in accordance with section 136(2) of the Corporations Act, the amendments to the Company constitution as described in Explanatory Notes, be approved with effect from the end of the Meeting.

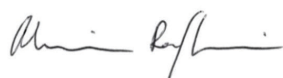
It is noted that a copy of the proposed amended Constitution can be obtained by members prior to the meeting by written request to the Company Secretary and will also be available at the Altium website. Additionally, a copy of the proposed amended Constitution will be shown at the AGM through the LUMI online platform.

### Annual Report & Corporate Governance Statement

- The 2021 Altium Limited Annual Financial Report is available at:  
[www.altium.com/company/investor-relations/publications-and-reports/annual-reports](http://www.altium.com/company/investor-relations/publications-and-reports/annual-reports)
- The 2021 Corporate Governance Statement is available at:  
[https://www.altium.com/governance/corporate\\_governance\\_statement](https://www.altium.com/governance/corporate_governance_statement)

Dated 15 October 2021

By Order of the Board



Alison Raffin

Company Secretary



# Notes to the Notice of Meeting

## Explanatory Notes

The Company's Shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Meeting for more details on the resolutions to be voted on at the Meeting. The information provided is intended to assist Shareholders in understanding the reasons for and the effect of the resolutions, if passed.

## Voting Exclusion - there is a voting exclusion in place on Item 2 and Item 6

The Company will disregard any votes cast:

- on **Item 2**, by or on behalf of Key Management Personnel ("KMP") and closely related parties of KMP, whether the votes are cast as a Shareholder, proxy or in any other capacity; and
- in favour of the resolution on **Item 6** by or on behalf of:
  - a. a director of Altium, or an associate of that person; or
  - b. a person excluded in relation to Item 2.

However:

- the Company need not disregard a vote on Item 2 if:
  - a. it is cast by a person as proxy for a person who is entitled to vote on that Item, in accordance with the written direction on the Proxy Form; or
  - b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote on that Item, in accordance with a direction on the Proxy Form to vote as the proxy decides; and
- the voting exclusion in respect of Item 6 does not apply to a vote cast in favour of a resolution by:
  - a. 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
  - b. 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
  - c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) 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 (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on these Items on the Proxy Form (this is known as an "undirected proxy"), you are directing the Chairman to vote as he or she decides, even if that resolution is connected directly or indirectly with the remuneration of the Chairman or other KMPs. Therefore, if you do not wish to have the Chairman voting on these Items as he or she decides, you should direct the Chairman how to vote by marking either the "for", "against" or "abstain" box for each Item.

For the purposes of these voting exclusion statements:

- KMP are those persons of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly, including the Company's Directors (whether executive or otherwise); and
- Closely related parties of a member of the KMP include any of the following:
  - a. the spouse, children or dependents of a member;
  - b. the children or dependents of the member's spouse;
  - c. 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; or
  - d. a company controlled by the member.

**If you cannot attend the meeting and plan to appoint a proxy to attend and vote on your behalf, please note that the above voting exclusions could affect whether or not your proxy is able to vote on your behalf. Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form.**

### Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Form of Proxy. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer or attorney.

A Shareholder entitled to attend and vote is entitled to appoint a proxy and if entitled to cast two or more votes at the Meeting, may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion or number is specified, each proxy may exercise half of the Shareholder's votes. A proxy can be an individual or a body corporate and need not be a member of the Company.

Subject to any applicable voting restrictions, where an appointment specifies the way the proxy is to vote on the resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way; and
- if the proxy is the Chairman, the proxy must vote on a poll and must vote that way.

In addition, there are now some circumstances where the Chairman will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman is not named as the proxy;
- a poll is being called on the resolution; and
- either of the following applies:
  - a. the proxy is not recorded as attending the Meeting; or
  - b. the proxy attends the Meeting but does not vote on the resolution.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either a "For" or "Against" box when lodging their Proxy Form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

The Proxy Form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 850 505) no later than **9.30am (AEDT), Tuesday, 16th November 2021**. Please note that the Company's registered office and the Company's share registry office are closed outside of regular business hours.

The completed Form of Proxy may be lodged:

ONLINE:	Share Registry	<a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or by scanning QR Code found on the enclosed Proxy Form with your mobile device.
BY MAIL:	Share Registry	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
BY FAX:	Share Registry	(within Australia) 1800 783 447 (overseas) +61 3 9473 2555

### Custodian Voting

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

### Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the Meeting is **7pm (AEDT), Tuesday, 16th November 2021**.



# Explanatory Notes

## Item 1: Financial statements and reports

As required by section 317 of the *Corporations Act 2001* (*Cth*) ("**Corporations Act**"), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ("Altium" or the "Company") for the financial year ended 30 June 2021 will be laid before the Meeting. There is no requirement for a formal resolution on this item. Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

## Item 2: Remuneration Report

Section 300A of the Corporations Act requires listed companies to include a Remuneration Report within the Directors' Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. However, under changes to the Corporations Act which came into effect on 1 July 2011, if the Remuneration Report receives a "no" vote of at least 25% at the Meeting, and then again at the 2022 Annual General Meeting, a resolution will be required to be put to Shareholders at the 2022 Annual General Meeting as to whether another meeting of Shareholders should be held within 90 days at which all Directors (other than the Chief Executive Officer) who were in office at the date of the relevant Directors' Report must stand for re-election.

Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

### Recommendation

Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 2.

This resolution is subject to a Voting Exclusion. Please refer to page 4 of this Notice for details on the Voting Exclusion.

## Items 3 & 4 : Election of directors

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting (AGM) following the director's appointment or three years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the entity. This rule does not apply to the Chief Executive Officer.

### Retirement and re-election

Under the Constitution at each annual general meeting any Director required to retire under the Listing Rules must retire from office. A Director so retiring is eligible for re-election. While the Listing Rules so require there must be an election of Directors each year. Where the operation of Articles 7.2 and 7.6 do not require a Director to retire in a year, the Director who must retire in that year, to accommodate Article 7.3 is to be determined by the Directors.

### Casual vacancy and addition to board

Under section 7.5 of the Constitution the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the number then most recently fixed in accordance with Article 7.1.

# Candidate information

## Samuel Weiss

Non-executive  
Chairman



### Qualifications

AB, Harvard College MS, Columbia Business School FAICD.

### Experience

Sam joined the Altium Board as a Non-executive Director on 1 January 2007 and was elected Chairman of the Board on 4 October of that year. Until the end of May he was also Chairman of 3PLearning Limited. Sam is a highly experienced Company Chairman who has been instrumental in the growth and leadership of Altium Limited as the Group has generated shareholder value through superior technology and strategy, capital and financial controls, and strong corporate governance. His experience in global markets helps to guide the Group to achieve its strategy to transform the electronics industry through the creation and adoption of an interactive digital platform for the design and manufacture of Printed Circuit Boards.

### Expertise

Sam brings to Altium strong corporate governance experience with specific skills and background in technology, online products and services, consumer marketing, and doing business in global markets. He has a leading edge understanding of multi-channel brand management and go-to market strategy development and of Internet enabled businesses. Sam is well versed in the human capital, legal and financial intricacies of mergers and acquisitions, corporate restructuring and business integration and consolidation. He has boardroom expertise in remuneration policy and planning, as well as director level oversight of strategic planning, and organisational design and development.

### Special Responsibilities

Sam is currently the Chairman of the Board, Member of the Audit and Risk Management Committee and the Human Resources Committee.

### Recommendation

The Board and the Company have benefited significantly from Sam's experience and expertise as an independent ASX Listed Chairman. The board sees his leadership as vital to the continued focus on the importance of strong transparent governance to support Altium's journey to market dominance and unanimously recommends that Shareholders vote in favour of Item 3.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 3.

## Sergiy Kostynsky

President & Chief  
Technology Officer



### Qualifications

Bachelor's degree in Applied Mathematics from the National Technical University of Ukraine.

### Experience

Sergiy has 20 years of extensive experience at a senior management level in CAD software development and web-based technology. Prior to rejoining Altium as VP Engineering in 2010, as part of the Morfik Technology acquisition, Sergiy served as Director, Product Development. Sergiy was also one of the founding members of the Dream Company, a Ukraine component development company which was acquired by Altium in 2001. He is outstanding in creating, directing and managing complex software engineering projects and products, and has been the driving force behind Altium research and development. Sergiy was appointed as an Executive Director on 1 January 2018.

### Expertise

As President, Sergiy is responsible for driving optimal performance in all aspects of Altium's execution including all product and go-to-market domains. Sergiy has been the leader and architect of Altium's technology development that underpins the company's bid to achieve market dominance and transform the electronics industry. Under Sergiy's leadership, Altium's PCB design tools have become world class and the company's cloud platform Altium 365 is set to revolutionize the way that electronic products are designed and manufactured.

### Recommendation

The Board and the Company continue to benefit from Sergey's superior industry experience and technical knowledge which is an essential component to the board skillset for continued growth and renewal. The Board unanimously recommends that Shareholders vote in favour of Item 4.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 4.

# Special Business

## Item 5: Renewal of Proportional Takeover Provision - Special Resolution

The Company proposes to put to the shareholders a resolution to renew the Company's proportional takeover approval provisions contained in articles 3.17 to 3.18 inclusive of the Company's Constitution.

The Constitution of the Company contains provisions that prohibit the registration of any transfer of shares giving effect to an offer made under a proportional takeover scheme (that is, an offer for some but not all of the shareholders' shares in the Company) unless and until the persons holding shares in a class which the offer under the takeover was made have passed an ordinary resolution approving the scheme.

The offeror and any associate of the offeror are excluded from voting on that resolution. To remain effective, these provisions must be renewed by the shareholders in a general meeting every 3 years. In accordance with section 648G of the Corporations Act these proportional takeover approval provisions cease to apply unless otherwise renewed.

### Effect of the provisions

If articles 3.17 to 3.18 of the Company's Constitution are renewed and a proportional takeover bid is made for a class of securities in the Company, the Directors will be required to convene a general meeting of the shareholders in that class to vote on a resolution to approve the proportional takeover bid or to conduct a postal ballot to approve the proportional takeover bid. The resolution must be voted on at least 15 days before the bid closes. The bidder and any associates of the bidder will be excluded from voting.

If the resolution is rejected by shareholders, then the bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the proportional takeover bid will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

If the resolution is approved, transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 15 days before the close of the bid, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

The renewed provisions will expire after three years, unless again renewed by the shareholders by a special resolution.

### Reasons for proposing resolution

Part 6.5 Subdivision 5 C of the Corporations Act 2001 (Cwlth) permits the inclusion and renewal of proportional takeover approval provisions in the Constitution. It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of 3 years, unless earlier renewed.

The Directors consider that the shareholders should continue to have the opportunity to vote on a proposed proportional takeover bid. Without the provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without the shareholders having the opportunity to dispose of all their securities. The provisions give the shareholders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual shareholders can make a separate decision as to whether they wish to accept the bid for their securities.

### Present acquisition proposals

As at the date of this statement, none of the Directors are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### Review of the advantages and disadvantages of the proportional takeover approval provisions during the period the provisions have been in effect

During the period in which articles 3.17 to 3.18 have been in effect there have been no proportional takeover bids made for the Company and the article has therefore not been activated. It may be argued that during the period for which articles 3.17 to 3.18 have been in effect it has had the disadvantage of discouraging proportional takeover bids and reducing any takeover speculation element in the Company's share price.

### Potential advantages and disadvantages

The provisions enable the Directors to ascertain the views of the shareholders on a proportional takeover bid. Apart from this, there is no specific advantage for Directors, as Directors, in renewing the proportional takeover approval provisions.



The provisions also ensure that all shareholders will have an opportunity to study a proportional takeover bid proposal and vote on whether it should be permitted to proceed. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent shareholders.

It may be argued that the proportional takeover approval provisions make a proportional takeover more difficult to achieve and therefore proportional bids will be discouraged. This in turn may reduce opportunities which the shareholders may have to sell some of their securities at an attractive price to persons securing control of the Company, and it may reduce an element of takeover speculation from the Company's security price. It may also be argued that the provisions constitute an additional restriction on the ability of the shareholders to deal freely with their securities.

### Recommendation

The Directors consider that, on balance, renewal of the provisions in the Constitution is in the best interests of the shareholders and accordingly recommend that you vote in favour of the resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 5.

## Item 6: Increase in non-executive directors' fee pool available for Directors of the Company

The approval of shareholders is sought under Listing Rule 10.17 and Article 7.11 of the Company's Constitution so that the total aggregate amount of directors' fees payable to all of Altium's non-executive directors for their services is increased by \$750,000 per annum, from the existing \$1,500,000 per annum (approved by shareholders at the 2015 AGM) to a maximum sum not exceeding \$2,250,000 per annum. It is NOT intended to use the maximum amount immediately. However, with an increasing governance focus on the importance of board renewal, diversity and a broad skill set, the Altium board proposes the increase to allow it to expand and renew the board by attracting candidates of the highest calibre and from markets both in and outside of Australia. An increase will provide the Board with the ability over time to increase directors' fees in line with market conditions and if appropriate to attract high quality directors to replace or expand its membership as part of the Board's programme of renewal.

Shareholders should note the following points in relation to this resolution.

- ASX Listing Rule 10.17 provides that an ASX-listed company must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary shares.
- At the 2015 AGM, the current total aggregate amount of directors' fees payable to all of Altium's non-executive directors was set at \$1,500,000 per annum and has not increased since that time.
- The Company currently has 5 Directors. As the Constitution allows for the appointment of up to 9 Directors it is necessary to have a cap that will allow the Company (based on the current average Director's fee) to appoint up to 9 Directors if appropriate.
- The growth and more complex nature of the Altium business today has increased the time required by Board members and skills needed to lead a global entity, particularly those appointed to the Board sub-committees.
- An increase in this fund will provide the Company with the scope to appoint additional non-executive directors to enhance the breadth of experience and skills on the Board.
- In response to the increasing importance of maintaining a high standard of corporate governance oversight, and the importance placed on independent representation on the Board, the number of non-executive directors may further increase in the future.
- Altium discloses the annual fees paid to non-executive directors in its annual remuneration report.
- Altium has not issued any shares to non-executive directors at any time within the preceding 3 years.

This resolution is subject to a Voting Exclusion. Please refer to page 4 of this Notice for details on the Voting Exclusion.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 6.

## Item 7: Amendments to the Constitution

Item 7 seeks shareholder approval to amend the Constitution in accordance with section 136 of the Corporations Act which allows the Company to amend its Constitution by passing a special resolution. For the special resolution to pass, at least 75% of the votes cast must be in favour.

The proposed amendments to Altium's Constitution aim to provide Altium with greater flexibility to conduct virtual meetings using technology in the future, particularly if the Corporations Act is permanently amended to be more facilitative of such meetings in future.

A summary of the key changes is included below:

TOPIC	SUMMARY OF PROPOSED AMENDMENT (S)
General meetings ([Clauses 5.3 and 5.10])	<p>A number of amendments are proposed to be made to facilitate the use of virtual meetings by the Company, now that the law has changed to allow the use of virtual or hybrid meetings, including as set out below:</p> <ul style="list-style-type: none"> <li>• clarification that Directors may determine that a meeting be held by means of virtual meeting technology or other communication facilities that gives the members as a whole a reasonable opportunity to participate;</li> <li>• clarification that the virtual meeting technology or other communication facilities shall constitute a meeting venue; and</li> <li>• clarification that Directors have powers to postpone, cancel or adjourn a meeting in particular circumstances, for example if the venue for the meeting is no longer available or due to public health orders.</li> </ul>
Notice of general meeting ([Clause 5.4])	The Constitution is proposed to be amended to clarify that the Company will only provide hard copy documents where required to do so by the Corporations Act.

A copy of the proposed amended Constitution can be obtained by members prior to the meeting by written request to the Company Secretary and will also be available at the Altium website: [www.altium.com/agm](http://www.altium.com/agm). Additionally, a copy of the proposed amended Constitution will be shown at the AGM through the LUMI online platform.

## Annual Report Note

- Altium Limited moved to on-line annual reporting after notification to Shareholders in 2007.
- Hard copies of the Annual Report are only sent to Shareholders who have registered to receive one with our share register Computershare. If in future, you would like to receive a hard copy of the annual report please change your preferences and update your online details at [www-au.computershare.com/investor](http://www-au.computershare.com/investor).

If you would like a hard copy of the Annual Report, please contact Altium.

Email: [investor.relations@altium.com](mailto:investor.relations@altium.com)

Phone: +61 2 9474 7890

Post: Attention: Company Secretary  
Level 6, Tower B, The Zenith  
821 Pacific Highway  
Chatswood NSW 2067  
Australia



Altium Limited  
ABN 93 009 568 772



ALU

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

## Need assistance?



**Phone:**

1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Tuesday, 16 November 2021**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



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

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Altium Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held as a virtual meeting on Thursday, 18 November 2021 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 6 by marking the appropriate box in step 2.

### Step 2 Items of Business

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

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-elect Samuel Weiss as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-elect Sergiy Kostynsky as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Renewal of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Increase in non-executive directors' fee pool available for directors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Amendment of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

ALU

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Computershare

