



Dear Shareholder,

2021 ANNUAL GENERAL MEETING -COVID-19 ARRANGEMENTS

Bod Australia Limited ("the Company") advises that the 2021 Annual General Meeting of the shareholders of the Company is scheduled to be held by virtual technology on Monday, 22nd November 2021 at 10.30am AEDT.

In accordance with the temporary modifications to the Corporations Act under the ***The Treasury Laws Amendment (2021 Measures No. 1) Act***, hard copies of the Notice of the 2021 Annual General Meeting are not being mailed to shareholders. The Notice of the 2021 Annual General Meeting can be viewed and downloaded at <https://investors.bodaustralia.com/> and through the Company's announcement page on ASX by searching the code "BOD".

The health and safety of shareholders, Company personnel, and other stakeholders, is the highest priority in the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Directors at the time of the Notice of the 2021 Annual General Meeting, the Company intends to conduct the meeting virtually on an online platform provided by the Company's share registry.

More information regarding virtual attendance at the Annual General Meeting (including how to vote and ask questions virtually during the meeting) is set out in the Virtual Meeting Guide at <https://investors.bodaustralia.com/>.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairman as your proxy before 10.30am on 20 November 2021. Your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry in accordance with the instructions set out in the Proxy Form.

The notice of meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional advisor. If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company's share registry Link Market Services Limited on 1300 554 474.

The Company will continue to closely monitor guidance from the Federal and State Governments for any impact on the proposed arrangements for the Annual General Meeting. If any changes are required, the details will be made available on our website at www.bodaustralia.com.

Authorised by the Board of Bod Australia Limited.

For further information please contact:

Stephen Kelly
Company Secretary
+ 61 415 719 695
stephenk@kcgadvisors.com.au

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

BOD Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of BOD Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Monday, 22 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at Level 1, 377 New South Head Road Double Bay NSW 2028 or logging in online at <https://agmlive.link/BDA21> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

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

Resolutions

1 Adoption of Remuneration Report (non-binding resolution)

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Director, Mr Simon O'Loughlin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director, Mr Johannes Cappon

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-approval of Long-Term Incentive Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Issue of Long-Term Incentive Rights to Joanne Patterson

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Approval of additional 10% placement capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Adoption of New Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BDA PRX2102N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Saturday, 20 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

BOD Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



Bod AUSTRALIA LIMITED

ABN 89 601 225 441

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Monday 22 November 2021

Time of Meeting

10.30 am (AEDST)

Place of Meeting

The AGM will be conducted as a hybrid meeting. Shareholders may attend in person at the Company's head office situated at **Level 1, 377 New South Head Road Double Bay NSW 2028** (subject to any COVID-19 related restrictions that may be in force at the time of the meeting) or virtually by following the instructions contained within this Notice of Meeting.

Shareholders are strongly encouraged to lodge their proxy form in accordance with the instructions within this Notice of Meeting even if they intend to attend the meeting in person or to participate in the Meeting online.

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (AEDST) on Thursday, 18 November 2021.

HOW TO PARTICIPATE IN THE 2021 AGM

Consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by *The Treasury Laws Amendment (2021 Measures No. 1) Act*, the Board has determined to conduct the Meeting as a hybrid meeting and that Shareholders will have the opportunity to attend in person at the Company's head office situated at **Level 1, 377 New South Head Road Double Bay NSW 2028** (subject to any COVID-19 related restrictions that may be in force at the time of the meeting) or to participate in the Meeting by electronic means through an online platform.

Shareholders who wish to participate in the Meeting online may do so from their computer by logging into the online platform at <https://agmlive.link/BDA21>. Instructions on how to log into the portal are provided in the User Guide appended to this Notice.

If you choose to participate in the Meeting virtually, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes and ask questions 30 minutes prior to commencement of the Meeting (10:00am AEDST on Monday 22 November 2021 and the closure of voting as announced by the Chairman during the Meeting).

More information regarding online participation in the Meeting (including how to vote and ask questions online during the Meeting) is available in the User Guide. The User Guide is attached to this Notice of Meeting, will be lodged with the ASX and will be available on our website.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of Bod Australia Limited ANB 89 601 225 441 (**Company**) will be held on Monday, 22 November 2021, commencing at 10.30 am (Australian Eastern Daylight Savings time). The Meeting will be conducted as a hybrid meeting.

An online version of the Company's 2021 Annual Report can be downloaded or viewed at www.bodaustralia.com.au. The 2021 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form. Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Meeting and the Explanatory Memorandum.

ORDINARY BUSINESS

Receipt of financial statements and reports

To receive and consider the Directors' report, the Auditor's report, and the financial statements of the Company for the financial year ended 30 June 2021.

Resolutions

1. Adoption of Remuneration Report (non-binding resolution)

To consider and if thought fit, pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R (2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2021 as set out in the Company's 2021 Annual Report"

Note: Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly

or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

2. Re-election of Director, Mr Simon O'Loughlin

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary Resolution:

"That, for the purpose of clause 6.1 of the Constitution and for all other purposes, Mr Simon O'Loughlin, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. Re-election of Director, Mr Johannes Cappon

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary Resolution:

"That, for the purpose of clause 9.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Johannes Cappon, a Director who was appointed casually on 20 July 2021, retires, and being eligible, is re-elected as a Director."

4. Re-approval of Long-Term Incentive Plan

To consider and if thought fit, pass, with or without amendment, the following Resolution as an ordinary Resolution:

"That for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the Long-Term Incentive Plan is approved for a period of three years from the date of this Meeting and the Company may allot and issue ordinary shares upon the exercise or vesting of incentives under the terms of the Employee Incentive Plan as described in the Explanatory Memorandum."

Voting Exclusion Statement:

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, or a Closely Related Party of such member, whose remuneration details are included in the remuneration report; or
- any other person who is eligible to participate in the Long-Term Incentive Plan or an associate of that person.

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

- (a) a person or 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 directions given by the beneficiary to the holder to vote in that way.

5. Issue of Long-Term Incentive Rights to Joanne Patterson

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 195,090 Long Term Incentive Rights to Joanne Patterson (or her nominee) in accordance with the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Ms Joanne Patterson (and her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of Ms Joanne Patterson or her nominees.

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

- (d) a person or 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
- (e) 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
- (f) 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 directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

6. Approval of additional 10% placement capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special Resolution:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (10% Placement Capacity) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of that person or persons.

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

- (a) a person or 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 directions given by the beneficiary to the holder to vote in that way.

7. Adoption of New Constitution

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

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, the existing constitution of the Company be revoked, and the Proposed New Constitution be adopted as the Company's constitution."

ATTENDANCE AND VOTING AT THE MEETING

Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that Shareholders who are on the Company's share register at 5.00pm (AEDST) on Thursday 18 November, 2021 shall, for the purposes of the Meeting, be entitled to attend and vote at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. Resolutions 1 to 5 are Ordinary Resolutions and Resolutions 6 and 7 are Special Resolutions.

The passing of each Resolution arising at this meeting will be decided by a poll. Upon a poll, every person who attends online, in person or by proxy, corporate representative, or attorney, will have one vote for each Share held by that person.

Shareholders are strongly urged to vote by proxy prior to the meeting and to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how their vote is to be exercised on each Resolution. The Chair of the meeting MUST follow the Shareholder's instructions. Instructions for voting by proxy are set out below.

Shareholders participating virtually will be able to submit poll votes immediately after the Chair declares voting open and up to the close of the Meeting. This means that the outcome of each Resolution will not be able to be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to finalise the counting of poll votes submitted.

Voting by proxy

A Shareholder who is entitled to attend and vote at this Meeting may appoint a proxy to attend and vote on the Shareholder's behalf. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

A Proxy Form accompanies this Notice. To be valid, the Proxy Form must be received no later than 10.30am (AEDST) on Saturday, 20 November 2021, being no less than 48 hours prior to the commencement of the Meeting.

To record a valid proxy vote, a Shareholder will need to complete and lodge the Proxy Form at the share registry of the Company, Link Market Services Limited in accordance with the instructions set out in the proxy form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each of the Resolutions by marking either **For**, **Against** or **Abstain** on the voting form for each item of business. As explained further below, your vote on Resolutions 1, 3 and 4 may not be counted if you do not direct your proxy how to vote.

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Under section 250BC of the Corporations Act, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of a company's members;
- (b) the appointed proxy is not the Chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the Resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the meeting.

Undirected proxies

Please note that if the Chair of the Meeting is appointed as your proxy (or becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on the Resolutions even though they may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, which includes the Chair. If you appoint the Chair as your proxy you can direct the Chair to vote for or against or abstain from voting on any of Resolutions by marking the appropriate box on the Proxy Form.

The Chair intends to vote undirected proxies in favour of each item of business.

Please also note that if you appoint a Director or a member of the Key Management Personnel (or their Closely Related Parties) as your proxy, in accordance with section 250R (5) of the Corporations Act you must direct your proxy how to vote on Resolutions 1, 3 and 4 otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Voting by corporate representative

A Shareholder or proxy that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative.

Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.

Voting by attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney, or a certified copy of the authority must be produced to the Company at least 48 hours prior to the commencement of the Meeting.

DATED 19 October 2021

**BY ORDER OF THE BOARD
BOD AUSTRALIA LIMITED**

**STEPHEN KELLY
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Bod Australia Limited to be held on Monday, 22 November 2021 at 10.30am (AEDST). This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the Resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider the Resolutions.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Memorandum is dated 19 October 2021.

BACKGROUND TO THE RESOLUTIONS

ORDINARY BUSINESS

Receipt of financial statements and reports

This item does not require voting by Shareholders. It is intended to provide an opportunity for Shareholders to raise questions on the financial statements and reports. The Company's auditor will be present at the Meeting and available to answer any questions.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair of the Meeting about the management of the Company or to the Company's Auditor, Nexia Sydney Audit Pty Ltd, if the question is relevant to:

1. the content of the Auditor's report; or
2. the conduct of its audit of the financial statements to be considered at the Meeting.

Note: Under section 250PA(1) of the Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for Nexia Sydney Audit Pty Ltd must be delivered by 15 November 2021 to the Company Secretary at stephenk@kcgadvisors.com.au

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1. Resolution 1 – Adoption of Remuneration Report (non-binding resolution)

1.1 Background

The Annual Report for the year ended 30 June 2021 contains a Remuneration Report that sets out the remuneration policy of the Company and the remuneration details for each Director and for each member of the Company's senior executive management team.

An electronic copy of the 2021 Annual Report is available to download or view on the Company's website at www.bodaustralia.com.au. The 2021 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company's shareholders. Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

1.2 Two strikes

If 25% or more of votes that are cast on this non-binding Resolution are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all the Company's Directors (other than the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
- (b) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the Spill Resolution.

At the 2020 Annual General Meeting, over 75% of votes cast were in favour of the Remuneration Report.

1.3 Board Recommendation

As the Remuneration Report sets out the remuneration details for each Director, the Board does not wish to make a recommendation as to how Shareholders ought to vote on Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Director, Mr Simon O’Loughlin

2.1 Background

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Simon O’Loughlin, who has served as a director since 27 October 2016, retires by rotation and seeks re-election.

2.2 Qualifications

Mr O’Loughlin is the founding member of O’Loughlin’s Lawyers, an Adelaide based medium sized specialist commercial law firm. For many years he has practiced both in Sydney and Adelaide, in the corporate and commercial fields with, in more recent times, a particular focus on the resources sector. He also holds accounting qualifications. Mr O’Loughlin is Non-Executive Chairman of Stellar Resources Limited and a Non-Executive Director of Bod Australia Limited and Petratherm Limited.

Mr O’Loughlin has extensive experience and involvement with companies in the small industrial and resources sectors. He has also been involved in the listing and back-door listing of numerous companies on the ASX and National Stock Exchanges. He is a former Chairman of the Taxation Institute of Australia (SA Division) and Save the Children Fund (SA Division).

2.3 Independence

If elected, the board considers Mr O’Loughlin will be an independent director.

2.4 Board Recommendation

The Board (with Mr O’Loughlin abstaining) recommends that Shareholders vote **FOR** Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

3. Resolution 3 – Re-election of Director, Mr Johannes Cappon

3.1 Background

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election by Shareholders but shall not be considered in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Johannes Cappon having been appointed a Director on 20 July 2021 pursuant to a resolution of Directors in accordance with Rule 9.1 the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and, being eligible, seeks re-election from Shareholders.

3.2 Qualifications

Mr Cappon is currently Chief Technology Officer at H&H, a position which he has held since January 2021. He has an extensive background in chemistry, life sciences, nutrition and health innovation and developing new consumer and healthcare solutions for commercialisation.

Mr Cappon's previous senior roles with large international companies include VP R&D Nutritionals & Digestive Health at Bayer Consumer Health, Switzerland, as well as VP R&D Nutricia Medical Nutrition at leading multinational food company Danone Nutricia, Netherlands, amongst others.

3.3 *Independence*

If elected, the board considers Mr Cappon will be an independent director.

3.4 *Board recommendation*

The Board (with Mr Cappon abstaining) recommends that Shareholders vote **FOR** Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

4. Resolution 4 – Re-approval of Long-term Incentive Plan

4.1 *Background*

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.2 (Exception 13(b)), issues of securities under an employee incentive scheme do not count towards an entities 15% capacity to issue new share capital in a 12-month period without Shareholder approval.

Shareholders' approval of an employee incentive scheme is required every three years or if there is a material change to the terms of an approved employee incentive scheme. The Company's Long Term Incentive Plan was last approved for the purpose of ASX Listing Rules on 19 November 2018

If Shareholders approve resolution 4 then, in accordance with Listing Rule 7.2, (Exception 13(b)) the grant of new securities under the Employee Incentive Plan will be exempt from the calculation of the 15% annual limit on the issue by the Company of new securities without prior Shareholder approval, for a period of 3 years from the date of the passing of resolution 4.

4.2 *Summary of the terms of the Employee Incentive Plan*

A summary of the key terms of Long-Term Incentive Plan is set out in Annexure 1. A full copy of the Long-Term Incentive Plan is available from the Company on request.

4.3 *Maximum number of securities that can be issued under the plan*

The maximum number of securities that can be issued under the Employee Incentive Plan within the 3-year period following approval of resolution 4 is 15,887,238 securities, representing 15% of the number of Shares in the Company issue as at 9 October 2021.

4.4 *Securities previously issued under the plan*

At the date of this notice the following securities have been issued under the Long-Term Incentive Plan since it was approved on 19 November 2018:

- (b) 3,250,000 unlisted options issued to Non-Executive Directors.
- (c) 1,094,168 Long Term Incentive Rights

A total of 547,0840 Long Term Incentive Rights and nil Options have expired or been cancelled.

4.5 *What will happen if the resolution is, or is not approved?*

If Shareholders approval is not granted under this resolution, the Long-Term Incentive Plan time will remain in full force and effect. However, any grant of the Company's securities under the Long-Term Incentive Plan after 19 November 2021 would need to be issued under BOD's placement capacity under ASX listing rule 7.1 and therefore would count towards the 15% placement limit. Furthermore, if Shareholder approval is not granted under this resolution, the Board may need to consider alternative remuneration arrangements for executives and other eligible employees, which are consistent with BOD's remuneration policy, including providing an equivalent cash payment, subject to the risk of forfeiture, performance conditions and performance period.

4.6 *Board Recommendation*

The Board recommends that Shareholders vote **FOR** Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

5. Resolutions 5 and 6 – Resolutions relating to share capital

Resolutions 5 and 6 are Resolutions relating to the Company's share capital as set out below:

- Resolution 5 – Approval to issue up to 195,090 Long Term Incentive Rights to Joanne Patterson
- Resolution 6 – Approval of additional 10 per cent placement capacity under ASX Listing Rule 7.1A

Table 1 below sets out the potential dilutionary impact of Resolutions 5 and 6 (inclusive) on the Share capital of the Company.

Table 1 – Potential Dilutionary Effect of Resolutions 4 and 5

Resolution Number	Description	Shares (number)	Shares (cumulative)	% (at issue)	% (after issue of all Shares per Resolution)	Options (number)	Options (cumulative)	% (at issue)	% (fully diluted)	Total equities (number)	Total equities (cumulative)
	Current issued capital	105,914,920	105,914,920	100%	91%	9,310,224	9,310,224	100%	8%	115,225,144	115,225,144
5	Approval to issue Long Term Incentive Rights to Joanne Patterson	-	105,914,920	0%	91%	195,090	9,505,314	2%	8%	195,090	115,420,234
6	Approval of additional 10% placement capacity under ASX Listing Rule 7.1A	10,591,492	116,506,412	10%	100%	-	9,505,314	0%	8%	10,591,492	126,011,726

The above tables reflect the maximum number of equity securities that may be issued by the Company if the relevant Resolution is approved and assuming that no other equity securities are issued by the Company.

Refer explanatory information for each of the Resolutions included in this Notice of Meeting for additional information.

6. Resolution 5 – Issue of Long-Term Incentive Rights to Joanne Patterson

6.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 195,090 Long Term Incentive Rights to the Company's Managing Director and Chief Executive Officer Ms Joanne Patterson (or her nominees) as a component of her remuneration (LTIs). Resolution 5 seeks shareholder approval for the issue of the LTI's.

The grant of the LTI's is subject to Shareholder approval.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the LTI's constitutes the giving of a financial benefit and Ms Patterson is a related party of the Company by virtue of being a director.

The Board (other than Ms Patterson), has considered the application of Chapter 2E of the Corporations Act to the proposed issue of LTIs and considers that the financial benefit given by the issue of the LTIs does not require Shareholder approval pursuant to section 208 of the Corporations Act for the following reasons:

- (a) the LTIs constitute part of Ms Patterson's remuneration as the Managing Director and Chief Executive Officer of the Company;
- (b) the LTI's are a reasonable form of equity-based remuneration to Ms Patterson given the circumstances of the Company and Ms Patterson's role within it;
- (c) the LTIs provide a performance linked incentive component in Ms Patterson's remuneration package and represent a cost effective form of remuneration, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Ms Patterson;
- (d) Ms Patterson's remuneration arrangements have been negotiated at arm's length, and are not more favourable to Ms Patterson than other commensurate agreements for persons in similar roles in entities similar to the Company; and
- (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in conducting the issue of the LTI's on the terms proposed.

The directors (with Ms Patterson abstaining) therefore consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the LTIs the subject of this Resolution 5, because the proposed issue of LTI's is reasonable remuneration in the circumstances and will align the interests of Ms Patterson with the interests of the Company's Shareholders.

6.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

6.4 Technical information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the LTI's pursuant to this Resolution 5:

- (a) The LTIs are to be issued to Ms Joanne Patterson who is a related party by virtue of being a director of the Company;
- (b) the maximum number of LTIs (being the nature of the financial benefit being provided) to be issued is 195,090;
- (c) the LTIs will be issued for nil cash consideration.
- (d) the terms and conditions of the LTIs are set out in Annexure 2;
- (e) the LTIs are being issued pursuant to the Long Term Incentive Plan (LTIP). A summary of the key terms of the EIP is set out in Annexure 1;
- (f) Ms Patterson's current total annual remuneration package is:

	\$
Base salary exclusive of superannuation	340,673
Superannuation	32,364
Base salary inclusive of superannuation	<u>373,036</u>

In addition, Ms Patterson may receive a cash bonus of up to 25% of her base salary on the achievement of agreed performance metrics in a financial year.

- (g) the Company values the LTI's as follows using a Black Scholes valuation methodology:

	Value per LTI	Total value
Tranche 1 – 65,030 LTI's expiring five years from the date of issue and which vest on a 10-day VWAP of \$0.59 for the Company's shares being achieved on or before 30 June 2022	\$0.10	\$6,503
Tranche 2 – 65,030 LTI's expiring five years from the date of issue and which vest on a 10-day VWAP of \$0.82 for the Company's shares being achieved on or before 30 June 2023	\$0.14	\$9,104
Tranche 3 – 65,030 LTI's expiring five years from the date of issue and which vest on a 10-day VWAP of \$1.14 for the Company's shares being achieved on or before 30 June 2024	\$0.16	<u>\$10,405</u> <u>\$26,012</u>

- (h) Ms Patterson has previously been issued 462,238 incentives under the LTIP of which 231,119 have expired without vesting.

- (i) the LTIs will be issued no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). It is anticipated the Options will be issued on one date and shortly after the Meeting;
- (j) details of any Shares issued to Ms Patterson on exercise of the LTIs will be published in the annual report of the Company relating to the period in which the Shares have been issued and it will be disclosed that the approval for the issue of the Shares was obtained under ASX Listing Rule 10.14;
- (k) any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the EIP after the resolution is approved, and who was not named in the notice of meeting, will not participate until approval is obtained under Listing Rule 10.14;
- (l) no loans are being provided in connection with the issue of the LTIs

Pursuant to Listing Rule 7.2 Exception 14, approval pursuant to ASX Listing Rule 7.1 is not required to issue the LTIs as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of LTIs to the Ms Patterson will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to issue the LTIs to Ms Patterson a part of her remuneration package and may be required to consider other forms of remunerating Ms Patterson including the payment of cash incentives in lieu of the LTIs.

6.5 Directors Recommendation

The Board (with Ms Patterson abstaining) recommends that Shareholders vote **FOR** Resolution 5.

The Chair intends to vote undirected proxies in favour of Resolution 5.

7. Resolution 6 – Approval of additional 10% placement capacity

7.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

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 of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$30m as at 8 October 2021.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 14 for it to be passed. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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

7.2 ASX Listing Rule 7.1A

(a) Period

An approval under ASX Listing Rule 7.1A must be for a period commencing on the date of the Annual General Meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2.

(b) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(c) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue 2 classes of Equity Securities, being Shares and Options. Only the Company's Shares are quoted.

(d) **Formula for calculating 10% Placement Capacity**

Listing Rule 7.1A.2 provides that eligible entities that have obtained Shareholder approval at an AGM may issue or agree to issue, during the 12-month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

- plus, the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2 other than Exception 9, 16 or 17 ;
- plus, the number of Shares issued in the previous 12 months on the conversion of convertible securities within ASX Listing Rule exception 9 where:
 - there convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - the issue, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4,
- plus, the number of Shares issued in the previous 12 months under an agreement to issue Shares within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12 month period; or
 - the issue or agreement was approved, or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4,
- plus, the number of Shares issued in the previous 12 months with approval of Shareholders of Shares under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval;
- plus the number of partly paid equity securities that became Shares during the 12 month period,
- less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 month period where the issue or agreement has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

(e) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 105,914,920 Shares. The Company therefore has a capacity to issue:

- (a) 15,887,238 Equity Securities under Listing Rule 7.1; and
- (b) 10,591,492 Equity Securities under Listing Rule 7.1A (subject to the passing of Resolution 6).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(d) above).

7.3 *Technical information required by ASX Listing Rule 7.1A*

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) *Minimum Price*

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph 12.3(a)(i) the date on which the Equity Securities are issued.

(b) *Date of Issue*

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid), **(10% Placement Capacity Period)**.

(c) *Risk of voting dilution*

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in Table 2 below.

Table 2 shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, based on the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Table 2 – Potential dilutionary impact of Resolution 6

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.14 (50% decrease in issue price)	\$0.28 (issue price)	\$0.35 (25% increase in issue price)
105,914,920 (Current Variable 'A')	Shares issued - 10% voting dilution	10,591,492 Shares	10,591,492 Shares	10,591,492 Shares
	Funds Raised	\$1,482,809	\$2,965,618	\$3,707,022
158,872,380 (50% increase in Variable 'A')*	Shares issued - 10% voting dilution	15,887,238 Shares	15,887,238 Shares	15,887,238 Shares
	Funds Raised	\$2,224,213	\$4,448,427	\$5,560,533
211,829,840 (100% increase in Variable 'A')*	Shares issued - 10% voting dilution	21,182,984 Shares	21,182,984 Shares	21,182,984 Shares
	Funds Raised	\$2,965,618	\$5,931,236	\$7,414,044

**The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.*

Table 2 uses the following assumptions:

1. There are currently 105,914,920 Shares on issue as at the date of this Notice of Meeting.
2. The current issue price set out above is the closing price of the Shares on the ASX on 8 October 2021, being \$0.28.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. Therefore, the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised to drive global expansion, broaden existing channels to market domestically and internationally.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial, and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets, or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets, or investments.

(f) ***Previous Approval under ASX Listing Rule 7.1A and disclosure required by ASX Listing Rule 7.3A.6***

The Company has previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 25 November 2020.

In accordance with ASX Listing Rule 7.3A.6, the Company makes the following disclosure:

- (i) During the 12-month period preceding the date of the Meeting, the Company issued 840,036 Equity Securities pursuant to ASX Listing Rule 7.1A.
- (ii) The Company issued a further 15,208,587 equity securities as set out in Table 4 during the 12-month period preceding the date of the Meeting.
- (iii) The total Equity Securities issued by the Company during the 12-month period preceding the date of the Meeting as a percentage of the total diluted number of Equity Securities on issue in the Company at 25 November 2020 as summarised in Table 3:

Table 3 – Issues of Equity Securities since 25 November 2020 as a % of fully diluted equity securities on issue as at 25 November 2020

Item	Quantity
Equity securities issued pursuant to Listing Rule 7.1A	840,036
Equity securities issued pursuant to Listing Rule 7.1	13,705,419
Unlisted options issued pursuant to Listing Rule 7.2	1,594,168
Total Equity Securities issued in 12 months prior to the date of the Meeting	16,139,623
Total diluted equity securities on issue at 25 November 2020	100,364,585
Total Equity Securities issued in 12 months prior to the date of the Meeting as a percentage of total diluted equity securities on issue at 25 November 2020	16.08%

- (iv) During the 12 month period preceding the date of the Meeting the Company has not agreed to issue any Equity Securities pursuant to Listing Rule 7.1A that have not

Table 4 provides further details of the issues of Equity Securities by the Company in the 12-month period preceding the date of the Meeting:

Table 4 – Issues of Equity Securities since 16 November 2019

Date	Quantity	Class	Recipients	Issue price and discount to Market Price	Form of consideration	Use of funds or intended use of funds for remaining consideration
11 December 2020	14,545,455	Fully paid ordinary shares	Non-related sophisticated investors participating in a private placement	Issue price \$0.55 which represented a discount of 10.5% to the closing price of \$0.615 on 9 December 2021. The total funds raised was \$8 million before transaction costs.	Cash	New product launches, pursue revenue growth opportunities in the United Kingdom, the European Union, and North America, promote prescription growth in Australia, and to pursue growth opportunities.
18 December 2020	1,094,168	Long Term Incentive Rights	Managing Director and other key management personnel.	Nil	Nil	Long term incentive rights issued as key management personnel remuneration.
18 December 2020	500,000	Unlisted options issued with shareholder approval pursuant to Listing Rule 7.2	The following who was Directors of the Company at time of issue: <ul style="list-style-type: none"> A Bedi 	Nil	Nil	Options issued as Non-Executive Director remuneration.

(g) ***Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A***

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the securities under rule 2.7 that the securities are being issued under rule 7.1A.

7.4 *Voting Exclusion*

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

7.5 *Directors Recommendation*

The Board recommends that Shareholders vote **FOR** Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolution 6.

8. Resolution 7 – Adoption of new Constitution

8.1 *General*

A company may modify or repeal its constitution or a provision of its constitution by Special Resolution.

Resolution 7 seeks Shareholder approval for the revocation of the Company's existing constitution and the adoption of a new constitution in the form available at the following link on the Company's website <https://www.bodaaustralia.com/> (**Proposed New Constitution**).

The existing constitution was adopted in 2016. Since that time, there have been several amendments to the Corporations Act and the ASX Listing Rules. For example, there have been recent changes to online meetings and Direct Voting, which are both now a common occurrence. Similarly, changes to the ASX Listing Rules now provide greater flexibility for the administration of restricted securities, which have also necessitated changes to the existing constitution.

While the Proposed New Constitution is broadly consistent with the provisions of the existing constitution, and many of the proposed changes are administrative or otherwise minor in nature, the Directors consider it preferable to replace the existing constitution with the Proposed New Constitution in its entirety, rather than to amend a multitude of specific provisions which is often confusing and can give rise to unintended inconsistency or errors.

A summary of the material differences between the existing constitution and the Proposed New Constitution is included in Annexure 3 to this Notice of Meeting.

A copy of the Proposed New Constitution is also available for review by Shareholders at the Company's website <https://www.bodaaustralia.com/> and at the office of the Company. A copy of the Proposed New Constitution will also be sent to Shareholders, upon a request being made to the Company's Company Secretary (+61 7 3854 2387).

8.2 *Directors Recommendation*

The Board recommends that Shareholders vote **FOR** Resolution 7.

The Chair intends to vote undirected proxies in favour of Resolution 7.

Glossary

In this Explanatory Memorandum and the Notice of Meeting:

10% Placement Capacity has the meaning given in Section 6.1;

AUD, \$, AU\$ are references to the Australian Dollar;

Annual General Meeting or **Meeting** means the annual general meeting of the Company to be convened by this Notice of Meeting (unless the context otherwise requires);

Associate(s) has the meaning given in the Corporations Act;

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691;

ASX Listing Rules means the official Listing Rules of ASX;

Board means the board of Directors of the Company at the date of this Notice;

Chair means the chair of the Meeting;

Closely Related Party of a member of the Key Management Personnel for an entity, includes:

1. a spouse or child of the member;
2. a child of the member's spouse;
3. a dependent of the member or of the member's spouse;
4. 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 entity;
5. a company the member controls; or
6. a person prescribed as such by the *Corporations Regulations 2001* (Cth);

Company means BOD Australia Limited ACN 601 225 441;

Constitution means the constitution of the Company in effect at the time of the Meeting;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the directors of the Company as at the date of this Notice of Meeting, being Mark Masterson, George Livery, Joanne Patterson, Simon O'Loughlin, Akash Bedi and Johannes Cappon;

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000;

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security, and any security that ASX decides to classify as an Equity Security;

Explanatory Memorandum means this explanatory memorandum that accompanies and forms part of the Notice of Meeting;

Financial Report means the 30 June 2021 financial report of the Company, a copy of which was lodged with ASX on 23 August 2021 under the announcement "Appendix 4E and Full Year Statutory Accounts";

Key Management Personnel means those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

Long Term Incentive Plan means the plan approved by Shareholders on 19 November 2018 and for which Shareholders reapproval is being sought pursuant to Resolution 4

Long Term Incentive Rights or LTIs means the Long Term Incentive Rights proposed to be issued to Joanne Patterson pursuant to Resolution 5;

Notice of Meeting means the notice of annual general meeting dated 19 October 2021 which this Explanatory Memorandum accompanies and in which the Resolutions are set out;

Ordinary Securities has the meaning set out in the ASX Listing Rules;

Proposed New Constitution means the constitution proposed to be adopted as the Company's constitution as referred to and described in this Notice of Meeting;

Proxy Form means a valid proxy form for this Annual General Meeting (unless the context otherwise requires);

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2021 contained in the Financial Report;

Resolution or Resolutions means the resolutions referred to in the Notice of Meeting;

Share means a fully paid ordinary share in the Company;

Shareholder means a holder of Shares;

Special Resolution means a resolution requiring that at least 75% of the votes cast on the resolution are cast in favour of the resolution for it to be passed;

Spill Meeting has the meaning given in Resolution 1;

Spill Resolution has the meaning given in Resolution 1; and

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

ANNEXURE 1

SUMMARY OF THE RULES OF THE LONG-TERM INCENTIVE PLAN

1.1.1. Eligibility

The Board has the discretion to determine which Directors, key management personnel, employees, contractors, and consultants are eligible to participate in the LTIP.

1.1.2. Vesting conditions

The vesting of any securities issued under the LTIP, if any, may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to Participants in their individual personalised offer documents.

1.1.3. Exercise of securities

Vested securities issued under the LTIP will not automatically trigger the exercise of the securities, but a participant will be entitled to exercise in accordance with the terms contained in their individual personalised offer documents.

1.1.4. Price

Securities issued under the LTIP may be issued at no cost to the participants. Options, if offered, may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in their individual personalised offer documents.

1.1.5. Lapse/forfeiture

Securities issued under the LTIP will lapse or be forfeited on the earliest of:

- (a) the date that the Board determines in its absolute discretion that the vesting conditions for Securities which have not yet vested have not or cannot be met by the relevant date;
- (b) the date that the Board determines in its absolute discretion that the exercise conditions for Securities which have vested have not or cannot be met by the relevant date;
- (c) the Board determining that the Participant materially breached the rules of the LTIP;
- (d) the insolvency of a participant;
- (e) the Board determining that the participant has acted fraudulently or dishonestly or has wilfully breached their obligations to any group company;
- (f) the Board determining that a participant is ineligible to hold the office for the purposes of Part 2D.6 of the Corporations Act, or is found to have acted in a manner that the Board considers to constitute gross misconduct; and
- (g) the date that is 15 years from the date the Securities are awarded under the LTIP.

as set out in the individual personalised offer documents.

1.1.6. Board may elect to settle in cash

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Shares upon satisfaction of its obligations under the plan, the Company may make a cash payment to the participant in accordance with the terms of the plan for equivalent value.

1.1.7. Waiving the restricted period

The Board may waive or shorten the restriction period applicable to securities issued under the LTIP to the participant in accordance with the terms of the LTIP.

1.1.8. Change of Control

On the occurrence of a Change of Control of the Company (as defined in the terms of the LTIP), or if in the Board's opinion a Change of Control will occur, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the LTIP shall be dealt with.

1.1.9. Cessation of employment

Under the individual personalised offer documents, if a Participant ceases to provide services to the Company (or a related body corporate of the Company) prior to the vesting of any securities issued under the LTIP:

- (a) they will retain all their vested Awards; and
- (b) all their unvested Awards will be forfeited on a date determined by the Board, unless the Board provides express written consent that the Participant may retain any or all their unvested Awards. If the Board determines that the Participant may retain any or all their unvested Awards, those Awards will be subject to the terms and conditions that the Participant held those Awards prior to becoming a Leaver, or such other terms and conditions as the Board sees fit.

1.1.10. No dealing or hedging

Dealing restrictions apply to securities issued under the LTIP in accordance with the terms of the LTIP, the individual personalised offer documents and the Company's share trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the LTIP.

1.1.11. Rights attaching to Shares

Shares issued under the LTIP (upon exercise of vested securities issued under the LTIP) will be subject to any restrictions imposed under the terms of the LTIP and otherwise rank equally with the existing Shares on issue at the time of allotment or transfer.

1.1.12. Company may issue or acquire shares

The Company may, in its discretion, either issue new Shares or acquire Shares already on issue, or a combination of both, to satisfy the Company's obligations under the LTIP.

1.1.13. Adjustments

Prior to the allocation of Shares to an LTIP participant upon exercise of vested securities issued under the LTIP if the Company undergoes a reorganisation of capital, the terms of unvested securities will be changed to comply with the ASX Listing Rules. If the Company makes a pro rata bonus issue to Shareholders, the terms of any unexercised securities will change to entitle the participant to one Share plus the number of bonus Shares which would have been issued to the participant if the unexercised securities had been exercised prior to the bonus issue.

1.1.14. Limits on securities issued

The number of Shares that may be issued under the LTIP is set regarding the limits prescribed under ASIC Class Order 14/1000 with respect to employee share scheme offers made without a prospectus. Currently these limits provide that the number of Shares that may be issued, when aggregated with the number of Shares issued during the previous 3 years from Share issues under all employee share schemes established by the Company (including as a result of exercise of options to acquire Shares granted to the previous five years under any such executive share scheme), must not exceed 5% of the total number of Shares on issue, disregarding certain unregulated offers.

1.1.15. Loan funding

Pursuant to the terms of the LTIP, the Board will offer where the loan funded shares are instituted, employees an interest free limited recourse loan to assist in the purchase of Shares, with the Shares acquired at their market value. The loan will be limited recourse so that at any time (subject to any restrictions) the employee may divest their Shares in full satisfaction of the loan balance.

1.1.16. Continued operation of the plan

The LTIP may be suspended, terminated, or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.

ANNEXURE 2

**TERMS AND CONDITIONS OF LONG-TERM INCENTIVE RIGHTS TO BE ISSUED TO JOANNE
PATTERSON PURSUANT TO RESOLUTION 5**

1. The Long Term Incentive Rights (LTI) may only be issued to a person (or their nominee) who is an Eligible Participant under the terms of the Long Term Incentive Plan.
2. Each LTI entitles the holder to one ordinary share in the Company subject to the satisfaction of any applicable vesting conditions.
3. The LTIs will have an exercise price of \$NIL;
4. The LTIs will have an expiry date of five years from the date on which they are issued.
5. LTIs are exercisable by notice in writing to the Board delivered to the registered office of the Company.
6. The Company will not apply to ASX for official quotation of the LTIs.
7. The Company will make application for official quotation on ASX of new shares allotted on exercise of the LTIs. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular, new shares allotted on exercise of the LTIs will qualify for dividends declared after the date of their allotment.
8. LTIs can only be transferred with Board approval, except that if at any time during the currency of the LTI the LTI holder dies, the legal personal representative of the deceased LTI holder may:
 - (a) elect to be registered as the new holder of the LTIs; and
 - (b) whether or not he or she becomes so registered, exercise those LTIs in accordance with the terms and conditions on which they were granted.
9. An LTI holder may only participate in new issues of securities to holders of ordinary shares in the Company if the LTI has been exercised and shares allotted in respect of the LTI before the record date for determining entitlements to the issue. The Company must give prior notice to the LTI holder of any new pro-rata or bonus issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
10. Subject to paragraph 12, an LTI does not confer the right to a change in exercise price or a change in the number of underlying securities over which the LTI can be exercised.
11. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the LTI is exercisable will be increased by the number of ordinary shares which the holder of the LTI would have received if the LTI had been exercised before the record date for the bonus issue.
12. If, during the currency of the LTI the issued capital of the Company is reorganised, the rights of an LTI holder will be amended to the extent necessary to comply with ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

**ANNEXURE 3 – SUMMARY OF MATERIAL DIFFERENCES BETWEEN EXISTING AND PROPOSED
CONSTITUTION**

1. **Reduction of capital and buy-backs (Clause 8)**

Clause 8 of the Proposed New Constitution includes additional provisions providing clarity and flexibility for distributing securities of another body corporate to Shareholders when implementing a return of capital. This includes providing discretionary powers to the Company to deal with fractions (due to proportionate interests and members technically having less than a whole share), disposing of those securities attributable to certain foreign shareholders where it would be impractical to transfer securities to those shareholders due to local securities laws and accounting to those shareholders for the net proceeds, and deeming Shareholders to have agreed to be bound by the constitution of the body corporate.

2. **Restricted Securities (Clause 13)**

In December 2019, the ASX amended the Listing Rules dealing with Restricted Securities. Clause 13.1 of the Proposed New Constitution seeks to align with the requirements of these amended Listing Rules, including by providing additional flexibility in dealing with smaller parcels of Restricted Securities in certain circumstances rather than entry into signed restriction deeds and that those holders of Restricted Securities will not be entitled to participate in capital returns from those securities during the applicable restriction period.

3. **Shareholdings of less than a Marketable Parcel (Clause 14)**

Clause 14 of the Proposed New Constitution makes changes to the 'Marketable Parcel' sale facility, whereby the Company is authorised to sell shares of less than a 'Marketable Parcel' in certain circumstances. Under the new clause 14.3, Shareholders are now given the option to:

- 3.1 increase their shareholding to the size of a Marketable Parcel.
- 3.2 sell the shares; or
- 3.3 give the company notice that they wish to retain such shares,

before the Company is afforded the right to sell such shares.

A Marketable Parcel is a parcel of securities that is worth not less than \$500 based on the closing market price on the ASX.

In contrast, clause 148.2 of the existing constitution allows Shareholders of unmarketable parcels to retain their small holdings only by notifying the Company of their intention to retain the shares.

4. **Fee (Clause 24)**

Clause 24 of the Proposed New Constitution is a new provision which permits the Company to charge a reasonable fee to register a transfer or issue a new certificate for off-market share transfers. This provision seeks to offset the cost that the Company otherwise incurs to its Share registry for such paper-based transfers.

5. **Meeting Procedures (Clause 33)**

Clause 33 of the Proposed New Constitution outlines the provisions for convening meetings of Shareholders and the cancellation of such meetings.

Specifically, clause 77.2 of the existing constitution provides that the Company may not cancel a meeting of Shareholders where it has been requisitioned by Shareholders.

However, as the Corporations Act entitles such meetings to be cancelled where the relevant requisitioning Shareholder(s) has consented, the Company considers it preferable that these provisions be removed to align with the requirements of the Corporations Act and to avoid the Company incurring the cost of holding a meeting of Shareholders where the purpose for such requisitioned meeting no longer exists.

6. **Direct Voting (Clause 45)**

Clause 45 of the Proposed New Constitution is a new provision that provides that the Directors may determine that Shareholders may vote by way of 'Direct Vote'.

The purpose of this new clause is to enable the Company to use appropriate technology to facilitate the engagement of those Shareholders who wish to be involved in a meeting of Shareholders but cannot be seated in a single place at any one time. This is consistent with technological developments enabling such direct voting.

7. **Virtual Meetings (Clause 48)**

Clause 48 of the Proposed New Constitution is a new provision which provides clarity to ensure that, with respect to Shareholder meetings, any references to 'present' or 'present in person' shall be taken to include being physically present at a physical location or present by electronic means using the designated technology, to facilitate electronic meetings and avoid the opportunity for dispute

8. **Rotation of Directors (Clause 51)**

Clause 51.1(c) of the Proposed New Constitution provides additional clarity on the operation of the compulsory retirement process for Directors.

Specifically, new clause 51.1(c) makes it clear that, in calculating the 1/3 of Directors who are to retire at an annual general meeting, the Company's managing director and those who are required to be re-elected due to having been appointed by the other Directors to fill a casual vacancy shall not be counted.

This ensures that Directors are not continually standing for re-election every year.

9. **Procedures for Notices (Clause 102)**

Clause 102 of the Proposed New Constitution provides for amended timing provisions for the deeming of when 'notice' is taken to be provided to Shareholders, reducing the notice period for postage within Australia from 3 days after postal service (clause 73.1 of the existing constitution) to one Business Day after postal service (clause 102.1 of the Proposed New Constitution) (reflecting that mail is not delivered on the weekend) and extending the timeframe for notices being posted outside of Australia to three (3) business days after posting (reflecting the increasing prevalence of foreign persons holding shares in ASX Listed Entities).