



FSA GROUP LIMITED

ABN 98 093 855 791

NOTICE OF 2021 ANNUAL GENERAL MEETING

Explanatory Statement | Proxy form

Thursday, 25 November 2021

2.00 pm AEDT

Conducted as a virtual Meeting

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IMPORTANT INFORMATION

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 18 October 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcement platform and on the Company's website at <http://www.fsagroup.com.au/welcome/asx-announcements/>. Shareholders are urged to monitor the ASX announcement platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual Meeting, in a manner that is consistent with *ASIC Corporations (Extension of Time and Hold AGM) Instrument 2021/770* (dated 7 September 2021) and temporary relief measures approved by the Federal Government in *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth).

VENUE AND VOTING INFORMATION

Notice is given that the Annual General Meeting of Shareholders of FSA Group Limited ABN 98 093 855 791 (**Company**) will be held at 2:00pm AEDT on Thursday 25 November 2021 as a **virtual Meeting**.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

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

To access the virtual Meeting on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.

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

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

Questions must be submitted in writing to the Company Secretary at companysecretary@fsagroup.com.au at least 48 hours before the Meeting.

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

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice provides additional information on matters to be considered at the Meeting.

ELIGIBILITY TO ATTEND AND VOTE

The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations the persons eligible to attend and vote at the Meeting as a Shareholder are those who are registered Shareholders at 7.00pm (Sydney time) on Tuesday, 23 November 2021.

YOUR VOTE IS IMPORTANT

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

VOTING VIRTUALLY AT THE MEETING

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

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

To access the virtual Meeting on the day:

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

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

VOTING BY PROXY

Shareholders who wish to participate in the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in this Notice. Alternatively, Shareholders are strongly encouraged to

complete and submit their vote by proxy by using one of the following methods:

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

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

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2:00pm (Sydney time) on Tuesday, 23 November 2021, being 48 hours before the Meeting.

Corporate Representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as an advisory 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 as contained in the Directors' Report for the year ended 30 June 2021.”

Voting Exclusion Statement:

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a Key Management Personnel (including close family members and companies the Key Management Personnel controls).

However, a person described above may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either the:

- (a) proxy appointment is in writing that specifies the way the proxy is to vote (for example, for, against, abstain) on the Resolution; or
- (b) vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy;
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DEBORAH SOUTHON

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

“That, for the purposes of Article 38.1 of the Constitution and for all other purposes, Deborah Southon, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ADOPTION OF LONG TERM INCENTIVE PLAN

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

“That for the purposes of Part 2J.1 of the Corporations Act and Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the establishment and operation of the Incentive Plan and that the issue of Incentive Securities under the Long Term Incentive Plan on the terms and conditions as set out in the Explanatory Memorandum within three (3) years from the date of this resolution be an exception to Listing Rules 7.1 and

7.1A.”

Voting Exclusion Statement

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

- (a) an Eligible Participant;
- (b) an associate of an Eligible Participant; and
- (c) a person who is eligible to participate in the Incentive Plan.

However, this does not apply to a vote cast in favour of Resolution 3 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) holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 1) 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
 - 2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement – Resolution 3, section 250BD of the Corporations Act:

As Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on Resolution 3 by:

- (a) any member of the Key Management Personnel of the Company (or, if the Company is a consolidated entity, for the entity); or
- (b) a Closely Related Party of such Key Management Personnel (or, if the Company is a consolidated entity, for the entity),

who is appointed as a Shareholder’s proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on Resolution 3.

However, the Company need not disregard a vote on Resolution 3 if it is cast by the person Chairing the meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person Chairing the meeting to exercise the proxy even if Resolution 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

5. GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Specific comments relating to the Resolutions are set out in the Explanatory Statement.

By order of the Board

Cellina Chen

Company Secretary

25 October 2021

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with the information that is reasonably required by Shareholders to decide how to vote on the Resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all of the Resolutions. The Chair intends to vote all available undirected proxies in favour of each Resolution.

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolutions 2 and 3 are Ordinary Resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Annual Financial Report to Shareholders unless specifically requested to do so. The Annual Financial Report is available on its website at www.fsagroup.com.au.

No voting is required for this item.

Questions and comments

Following consideration of the Annual Financial Report, the Chair will give Shareholders a reasonable opportunity to ask questions.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent Auditor's Report;
- (c) the accounting policies adopted in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by Shareholders will be made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, the section of the directors' report dealing with the remuneration of key management personnel be put to the vote of Shareholders for adoption by way of a non-binding vote.

The Remuneration Report is part of the Directors' Report contained from page 14 of the 2021 Annual Report and is available on the Company's website at www.fsagroup.com.au.

The Remuneration Report, among other things:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and options granted as part of remuneration;

and

- details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

Following consideration of the Remuneration Report, the Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this Resolution is advisory only and does not bind the Directors. However, the Board will take the outcome into account in setting remuneration policy for future years.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

2.2 Voting Exclusion Statement

Please refer to the Voting Exclusion Statement for Resolution 1 in the Notice for the voting exclusions that apply to this Resolution. Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DEBORAH SOUTHON

The Company's Constitution requires that at the Annual General Meeting in every year, one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one third (rounded upwards in the case of doubt) shall retire from office, provided always that no Director (except a Managing Director/Executive Director) shall hold office for a period in excess of three years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under the Constitution is eligible for re-election.

Accordingly, Deborah Southon retires in accordance with the Constitution and, being eligible, offers herself for re-election as an Executive Director.

Experience and Expertise

Ms Southon was appointed on 30 July 2002.

Ms Southon has attained a wealth of experience in the government and community services sectors having worked for the Commonwealth Department of Health and Family Services, the former Department of Community Services, and the Smith Family.

Ms Southon has an Executive Certificate in Leadership & Management (University of Technology, Sydney) and a Bachelor of Arts Degree (Sydney University).

The Directors (with Deborah Southon being excluded) recommend that you vote in favour of this Ordinary Resolution.

4. RESOLUTION 3 – ADOPTION OF LONG TERM INCENTIVE PLAN

Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled "FSA Group Limited Long Term Incentive Plan" (**Incentive Plan**) as set out in Annexure A. The Incentive Plan allows for the issue of performance rights, options or shares in the Company (each a type of **Incentive Security**), or potentially a combination of each of them.

The Board proposes to issue Incentive Securities as determined by the Board from time to time under the Incentive Plan.

The Incentive Securities issued under the Incentive Plan will be used to attract, motivate and retain eligible participants and to provide them with an incentive to deliver growth and value to all Shareholders. The Incentive Securities will also be used to attract and retain non-executive directors in a market place that is experiencing

increased competition for talented directors who bring value to the Board and the Company.

Under the Incentive Plan, the Board may offer eligible participants the opportunity to subscribe for such number of Incentive Securities in the Company as the Board may decide, on the terms and conditions set out in the rules of the Incentive Plan and the invitation letter given to the proposed participant.

ASX Listing Rules

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

Listing Rule 7.2 (exception 13(b)) provides an exception to Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company therefore seeks approval of the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)) so that issues of securities under the Incentive Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

If this Resolution is approved by Shareholders, for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the equity securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 5% of the current Shares on issue (up to a maximum of 6,238,084 Shares), of Incentive Securities under the Incentive Plan during the three year period following approval (for the purposes of exception 13) subject to any lesser limitation that may need to be applied to comply with law.

If Resolution 3 is not passed by Shareholders, then the Board will still adopt the Incentive Plan as an incentive scheme of the Company, however any securities issued under the Incentive Plan in this circumstance will use the placement capacity available to the Company under the ASX Listing Rules.

Notwithstanding if Shareholders pass, or do not pass, Resolution 3, any issues of securities to Directors and other related parties would continue to require shareholder approval under Chapter 10 of the ASX Listing Rules.

Incentive Securities may also be granted under the Incentive Plan to non-related parties such as the Chief Executive Officer, Chief Financial Officer and other senior managers and employees under the Incentive Plan, as determined by the Board from time to time.

Shareholder loans

The Board may, in its discretion, also determine that the Company may provide limited recourse loans to participants to use to pay the subscription price for the purchase of Shares under the Incentive Plan (**Loan**).

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259B(2) of the Corporations Act permits the taking of security by a company over its own shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order

for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure A, the terms of the Incentive Plan allows the Board in its discretion to approve the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Shares in the Company. A copy of the Incentive Plan is available at <http://www.fsagroup.com.au/welcome/corporate-governance/>.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

If Shareholders approve Resolution 3, that approval is only available to the extent that:

- (a) any issue of Incentive Securities under the Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice; and
- (b) there is no material change to the terms of the Incentive Plan.

Directors Recommendation

The Board of Directors have not made a recommendation in relation to this Resolution, as non-executive directors are able to participate in the Incentive Plan, noting that any participation would be subject to separate approval by Shareholders.

GLOSSARY

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company.

Chair means the Chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel has the meaning given in the Corporations Act from time to time and as at the date of this Notice means:

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

Company means FSA Group Ltd ABN 98 093 855 791.

Constitution means the current constitution of the Company.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Eligible Participant means a person who is a full-time, part-time or casual employee or contractor of any Group Company (excluding an executive director of the Company) who has been determined or selected by the Board from time to time to participate in the Long Term Incentive Plan.

Explanatory Statement means the Explanatory Statement contained in this Notice.

Incentive Securities means a security in the Company and includes Shares, options, performance rights and other securities capable of conversion into Shares.

Key Management Personnel has the definition given in the Accounting Standard AASB 124 Related Party Disclosure from time to time and as at the date of this Notice means 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity'.

Listing Rules means the listing rules of the ASX.

Meeting means the Annual General Meeting of the Company to be held on 25 November 2021.

Notice means this notice of meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of Shareholders.

Remuneration Report means the Remuneration Report set out in the Directors' Report for the year ended 30 June 2021.

Resolution means a resolution to be proposed at the Meeting.

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

Shareholder means a shareholder of the Company.

Any inquiries in relation to the Resolutions or the Explanatory Statement should be directed to Cellina Chen (Company Secretary):

FSA Group Limited

Postal address: Locked Bag 29, Australia Square NSW 1215

Ph: (02) 8985 5102 Fax: (02) 8985 5356

Email: companysecretary@fsagroup.com.au

Annexure A – Summary of Incentive Plan

Approval	The Incentive Plan was approved by the Board on 18 October 2021.
Securities	The Incentive Plan provides the Company with the ability to grant Incentive Securities (each an Award). An Award is an entitlement to receive a Share upon satisfaction of the applicable vesting or exercise conditions, the exercise (or deemed exercise) of the Award and the payment of an exercise price (if applicable).
Grants and eligibility	Awards may be granted under the Incentive Plan to Eligible Participants from time to time in the discretion of the Board. The Company expects, but is not obliged, to make offers in accordance with <i>ASIC Class Order 14/1000: Employee Incentive Schemes: Listed Bodies</i> If the Board permits, Eligible Participants will be able to nominate another party (Nominated Affiliate) to receive their grant of Awards under the Incentive Plan.
Issue Price	No payment is required for a grant of an Award unless the Board determines otherwise.
Vesting & Exercise of Awards	Awards will vest if, and to the extent that, any applicable performance, service or other vesting conditions specified at the time of the grant (Vesting Conditions) are satisfied or waived and the Company has given the Eligible Participant a vesting notice. Awards will be exercised if, and to the extent that, any applicable exercise conditions are satisfied at the time of the grant (Exercise Conditions) are satisfied or waived and the Company has given the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Exercise Price	As a condition of the grant of Awards, the Board may require an Eligible Participant to pay an exercise price to exercise those Awards.
Issue, allocation or acquisition of Shares	Shares to be delivered to Eligible Participants upon the exercise of vested Awards may be issued by the Company, acquired on or off market and transferred and/or allocated within an employee share trust. The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award. For example, to obtain the benefit of Listing Rule 10.16, the Company may limit itself to only sourcing Shares on-market to fulfil particular vested Awards.
Equity or cash settlement	The Incentive Plan has the flexibility for vested Awards to be either equity or cash settled. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Incentive Plan that cash settlement is available.
Expiry Date	Awards will be issued with an expiry date. Awards cannot have an expiry date longer than 5 years from their date of issue. If no date is specified, the expiry date will be the business day prior to the five year anniversary of the date of the grant.
Restriction on the size of the Incentive Plan	The Incentive Plan restricts the grant of Awards by the Company being if: <ul style="list-style-type: none"> - the number of Shares that had been previously been issued, allocated or transferred under the Incentive Plan; - the number of Shares that would be issued, allocated or transferred where all outstanding Awards granted under the Incentive Plan at the relevant time to result in the issue, allocation or transfer of Shares, would exceed 5% of the entire issued share capital of the Company at the relevant time.
Terms and conditions	The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it

	will make offers under the Incentive Plan and it may set different terms and conditions for different participants in the Incentive Plan.
Voting and dividend rights	Unless the invitation provides otherwise, Awards will not carry any voting or dividend rights and Eligible Participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company.
Quotation	Awards will not be quoted on the ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to an Eligible Participant under the Incentive Plan.
Change of Control Event	If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board): <ul style="list-style-type: none"> - all of an Eligible Participant's unvested Awards will automatically vest; and - the Board may in its absolute discretion determine the manner in which any or all of an Eligible Participant's Awards (including Awards which vest as a result of the occurrence or likely occurrence of the relevant Change of Control Event) will be dealt with.
Employee Share Trust	The Company may operate an employee share trust in conjunction with the Incentive Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No transfer and no hedging	Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> - Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant invitation; and - Participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards granted to them under the Incentive Plan.
Loan	The Company may make an advance to an Eligible Participant to assist the Eligible Participant in the acquisition of Awards. Any invitation will including the term of the advance, the interest rate charged (if any) and whether a Security Interest will be provided.
Cessation of Employment	Unless the invitation provides otherwise, if a Participant becomes a Good Leaver they will retain all of their vested Awards and all of their unvested Awards will automatically vest and the Participant may retain those Awards. If a Participant becomes a Leaver and is not also a Good Leaver they will retain all of their vested Awards and all of their unvested Awards will be forfeited on a date determined by the Board unless the Board determines otherwise.
Other terms	The Incentive Plan contains customary and usual terms having regard to Australian law and the ASX Listing Rules for dealing with the administration, variation and termination of the Incentive Plan (including in relation to the treatment of Awards in the event of a reorganisation of the Company's share capital structure or a bonus Share issue).



FSA Gorup Limited | ABN 98 093 855 791

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Tuesday, 23 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414
(Overseas)

