

14 July 2022

## **ASX RELEASE**

### **Straker Annual Meeting & Director Nominations**

Straker Translations (ASX:STG) announces that its 2022 Annual Meeting will be held on Wednesday 24 August 2022 at 4:00pm (NZST).

In accordance with the Company's constitution and ASX Listing Rule 3.13.1, notice is provided that the closing date for receipt of nominations of persons to be considered for election as a director at the Annual Meeting must be received at the Company's registered office no later than 5:00pm (NZST) on Thursday 21 July 2022.

#### **Authorisation**

This announcement has been authorised for release by the Board of Straker Translations Limited.

#### **Corporate:**

Grant Straker, CEO & Co-Founder  
E: [grant@strakertranslations.com](mailto:grant@strakertranslations.com)  
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#### **Investors:**

Ben Henri  
E: [ben.henri@mcpartners.com.au](mailto:ben.henri@mcpartners.com.au)  
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#### **About Straker Translations**

Based in New Zealand Straker provides next generation language services supported by a state-of-the-art technology stack and robust AI layer to clients around the world. By combining the latest available technologies with linguistic expertise, Straker's solutions are scalable, cost-effective, and accurate. Through technical innovation and data analytics, Straker is a proven partner in future-proofing global communications.

For more information visit: [www.strakertranslations.com](http://www.strakertranslations.com)



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## **STRAKER TRANSLATIONS LIMITED**

### **NOTICE OF ANNUAL MEETING**

### **EXPLANATORY STATEMENT**

### **AND PROXY FORM**

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#### **Date**

Wednesday, 24 August 2022

#### **Time**

4.00pm NZST

#### **Venue**

The Company's Offices, Level 2, 49 Parkway Drive, Rosedale, Auckland 0632, New Zealand. The Meeting will also be held virtually via Zoom.

#### **Your vote is important**

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

#### **Voting by proxy**

To vote by proxy, please complete and sign the accompanying Proxy Form and return by the time specified and in accordance with the instructions set out in the Proxy Form.

## NOTICE OF ANNUAL MEETING 2022

Notice is given that the Annual Meeting of Shareholders of Straker Translations Limited (**Company**) will be held at 4.00pm NZST on Wednesday, 24 August 2022 at the Company's Offices, Level 2, 49 Parkway Drive, Rosedale, Auckland 0632, New Zealand and virtually via Zoom.

Further details in respect of the Resolutions proposed in this Notice of Annual Meeting are set out in the Explanatory Statement accompanying this Notice. The Explanatory Statement and the Proxy Form should be read together with, and form part of, this Notice.

### ATTENDING THE ANNUAL MEETING

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The Annual Meeting will be held physically at the address notified in this Notice of Meeting. In addition, pursuant to section 11.1 of Straker Translation's Constitution the Company may also *"hold a meeting of members at one or more venues at which, by means of audio, or audio and visual, communication all participating shareholders can simultaneously hear each other throughout the meeting."* Accordingly, the Company also offers a virtual meeting option for this Meeting.

The Company has arranged for virtual attendance at the Meeting via a Zoom Webinar and you will need to register in advance for this Webinar at the link below. You will need your shareholder number during the registration process. [https://strakertranslations.zoom.us/webinar/register/WN\\_VSvi9XRfQoGAwxYetvmOgg](https://strakertranslations.zoom.us/webinar/register/WN_VSvi9XRfQoGAwxYetvmOgg)

After registering, you will receive a confirmation email containing information about joining the Webinar.

### Q&A

You will be able to view the Meeting presentations, listen to the Meeting live and submit questions to the Chairman in real time.

### Voting during the meeting

Online voting during the Meeting will be provided via the Link online voting portal available at the link below. You will need your shareholder details to login to the Link portal.

<https://meetings.linkgroup.com/STG22>

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast votes at the appropriate times whilst the Meeting is in progress.

Please refer to the Online Voting Guide for instructions on how to vote, which can be downloaded from the Link online platform.

## AGENDA

### Financial Statements and Audit Report

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To receive and consider the Company's annual Financial Statements and Audit Report for the year ended 31 March 2022.

Note: The Financial Statements and Audit Report for the financial year ended 31 March 2022 will be provided before the Meeting. However, there is no requirement for the Shareholders to approve those Reports. Shareholders will be given an opportunity to ask the Directors and the Company's Auditor questions on those Reports at the Meeting.

### **Resolution 1: Auditor's Remuneration**

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

*"To record that BDO Auckland continue in office as the Company's Auditors and to authorise the Directors to fix the remuneration of BDO Auckland for the ensuing year."*

### **Resolution 2: Election of Director – Mr Heith Mackay-Cruise**

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

*"That, Mr Heith Mackay-Cruise be elected as a Director of the Company."*

### **Resolution 3: Election of Director – Mr Steve Bayliss**

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

*"That, Mr Steve Bayliss, be elected as a Director of the Company."*

### **Resolution 4: Approval of additional 10% Placement Capacity**

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

*"That, pursuant to and in accordance with 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 (at the issue date or the date of agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

### **Resolution 5: Issue of Options to Director – Grant Straker**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 121,700 Options and the issue of underlying Shares in respect of the Options, to Grant Straker, the CEO of the Company, or his nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Grant Straker or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

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

- 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6: Issue of Options to related party of a Director – Merryn Straker**

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 43,500 Options, and the issue of underlying Shares in respect of the Options, to Merryn Straker, a related party of the Company, or her nominee(s), pursuant to the Company’s 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Merryn Straker or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

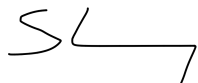
However, this does not apply to a vote cast in favour of the Resolution by:

- 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Explanatory Statement**

The accompanying Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement, the Proxy Form, and Important Information form part of this Notice.

#### **By order of the Board**



Sally McDow  
Company Secretary  
14 July 2022

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Company's Notice of Annual Meeting. The Meeting is to be held at the Company's Offices, Level 2, 49 Parkway Drive, Rosedale, Auckland 0632, New Zealand on Wednesday, 24 August 2022.

This Explanatory Statement is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

### **Resolution 1: Auditor's Remuneration**

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BDO Auckland is the existing Auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act, BDO Auckland is automatically re-appointed at the Annual Meeting as Auditor of the Company. The proposed Resolution is to authorise the Directors to fix the Auditors' remuneration for the ensuing year for the purposes of section 207S of the Companies Act.

### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

### **Resolution 2: Election of Director – Mr Heith Mackay-Cruise**

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Mr Philip Norman has tendered his resignation effective 24 August 2022 from his position as Chairman of the Board. Mr Norman has served as Chair and Non-Executive Director of the Company since 13 January 2014 and has contributed significantly to the success of the Company. As the Company enters its next phase of growth Mr Norman believes it is the right time to step down to make room for new voices and perspectives. The Board sincerely thanks Mr Norman for his outstanding dedication and contributions to the Company over the past years.

In order to fill the outgoing Director role, and in accordance with Clause 20.8 of the Company's Constitution, Mr Heith Mackay-Cruise is submitting himself for Election as a Director.

Heith has been involved in the media, education and technology sectors over the past 25 years. Heith is currently the non-executive Chair of UP Education Limited in New Zealand, a Non-Executive Director of Southern Cross Media Group Limited (ASX:SXL), a Non-Executive Director of Orro Group Limited and a Non-Executive National Director of Australian Institute of Company Directors. Heith serves on a number of Audit & Risk, People & Culture and Technology & Digital Transformation Committees for these organisations.

Heith is a previous Non-Executive Chair of LiteracyPlanet, hipages Group (ASX:HPG) and the Vision Australia Foundation as well as a previous non-executive Director of LifeHealthcare and Bailador Technology Investments (ASX:BTI). In Heith's prior executive career, he was the founding CEO of Sterling Early Education, the Global CEO and Managing Director of Study Group and CEO for ACP Media New Zealand. Heith also held senior executive positions with Australian Consolidated Press and worked in sales and marketing roles for PepsiCo around Australia.

Heith is a mentor with Kilfinan Australia, a member of the Young Presidents Organisation (YPO) and a Fellow of the Australian Institute of Company Directors. Heith has a Bachelor of Economics degree from the University of New England.

Having regard to the ASX Corporate Governance Principles, the Board considers Heith to be an independent Non-Executive Director

### **Directors' Recommendation**

The Board unanimously supports Mr Heith Mackay-Cruises' election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 3: Election of Director – Mr Steve Bayliss**

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Mr Timothy Williams has tendered his resignation effective 24 August 2022 from his position as a Director. Mr Williams has served as Chair of the Remuneration Committee and Non-Executive Director of the Company since 24 June 2015. As the Company enters its next phase of growth Mr Williams believes it is the right time to step aside to make more time for his other business commitments. The Board sincerely thanks Mr Williams for his contributions to the Company over the past years.

In order to fill the outgoing Director role, and in accordance with Clause 20.8 of the Company's Constitution, Mr Steve Bayliss is submitting himself for Election as a Director.

Steve is one of New Zealand's most experienced and awarded marketing professionals.

Steve's career started with international brewer Lion Nathan where it culminated in an Australian based role developing and teaching marketing best practice across Australia, New Zealand and China. Steve then moved to the United States where he spent a few years in the FMCG sector before moving back to Australia. Steve returned to New Zealand to lead marketing and innovation at Air New Zealand in 2004. By the time Steve left the business seven years later, Air New Zealand had been awarded world airline of the year.

Steve then moved to Foodstuffs New Zealand, setting up a central function serving the two cooperatives across marketing, public relations, customer experience, CRM, advanced data and analytics, and acquiring functions. Steve also served as Chief Creative Officer at Sky Television, helping the business move from a linear broadcaster to a data-rich, modern digital business. Steve has been a director on a variety of Boards throughout his career and is currently a director of craft brewery, Garage Project.

Having regard to the ASX Corporate Governance Principles, the Board considers Steve to be an independent Non-Executive Director

### **Directors' Recommendation**

The Board unanimously supports Mr Steve Bayliss' election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 4: Approval of additional 10% Placement Capacity**

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#### **General**

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a Special Resolution passed at its Annual Meeting, to increase this 15% limit by an extra 10% to 25%.

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

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

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

The Resolution is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### Eligibility

An eligible entity under ASX Listing Rule 7.1A is one which, at the date of the Resolution, has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company anticipates it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities that have obtained Shareholder approval at an Annual Meeting may issue or agree to issue, during the 12-month period after the date of the Annual Meeting, a number of equity securities calculated as follows:

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

Where

**A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue (the **relevant period**):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period;

Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**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 relevant period before the date of issue or agreement to issue that has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: STG).



## **Required information**

The following information is provided to Shareholders to allow them to assess the Resolution, including for the purposes of ASX Listing Rule 7.3A.

### **Minimum price**

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

### **Risk of economic and voting dilution to existing Shareholders**

If the Resolution is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.4 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 28 June 2022.

Shares	<b>67,797,015</b>	50% decrease in Issue Price	Issue Price @ 28 June 2022	100% increase in Issue Price
Closing Price	<b>1.05</b>	0.525	1.05	2.10
<b>Variable “A” in ASX Listing Rule 7.1.A.2</b>		<b>Dilution</b>		
		<b>50% decrease in Issue Price</b>	<b>Issue Price @ 28 June 2022</b>	<b>100% increase in Issue Price</b>
<b>Current Variable A</b>	<b>10% Voting Dilution</b>	6,779,702	6,779,702	6,779,702
67,797,015 Shares	<b>Funds Raised</b>	\$3,559,343	\$7,118,687	\$14,237,373
<b>50% increase in current Variable A</b>	<b>10% Voting Dilution</b>	10,169,552	10,169,552	10,169,552
101,695,523 Shares	<b>Funds Raised</b>	\$5,339,015	\$10,678,030	\$21,356,060
<b>100% increase in current Variable A</b>	<b>10% Voting Dilution</b>	13,559,403	13,559,403	13,559,403
135,594,030 Shares	<b>Funds Raised</b>	\$7,118,687	\$14,237,373	\$28,474,746

The above dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- the “issue price at current market price” is the closing price of the Shares on ASX on 28 June 2022.
- Variable “A” is 67,797,015 which equates to the number of current Shares on issue at 28 June 2022. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholder meeting;
- the Company issues the maximum number of securities available under the additional 10% ASX Listing Rule 7.1A approval;
- the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- no options (including any options issued under the 10% Placement Capacity) are exercised into Shares before the date of issue of equity securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual Meeting;
- the issue of Shares under ASX Listing Rule 7.1A consists only of fully-paid ordinary shares in the Company; and
- “Funds Raised” are before any capital raising costs which may be incurred.

#### **10% Placement Period**

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting at which approval is obtained until the earlier of:

- the date which is 12 months after the date of the Annual Meeting at which the approval was obtained;
- the time and date of the Company's next Annual Meeting; or
- the time and date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

#### **Purpose of additional 10% Placement Capacity**

While the Company has no immediate plans to issue Shares under the 10% Placement Capacity, when it does it will only do so for cash consideration. The Company intends to use the funds raised towards working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company

#### **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

#### **Previous Issue of Securities under ASX Listing Rule 7.1A**

The Company has issued zero securities under ASX Listing Rule 7.1A in the preceding 12 months.

#### **Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

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

- a) a list of the names of the persons to whom the Company issues 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
- b) the information required by ASX Listing Rule 3.10.3 for release to the market.

At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

#### **Resolution 5-6: Issue of Options to Directors and Related Party**

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The Company is proposing to issue 121,700 Options to Grant Straker and 43,500 Options to Merryn Straker under the Straker Translations Limited 2020 Employee Share Option Scheme (2020 LTI ESOP) (the Options Issues).

The proposed allocation of Options to Grant and Merryn Straker forms part of their performance-based remuneration for the financial year ended 31 March 2022 and has been calculated in a manner that is consistent with the formula used to calculate option allocations for other members of the Company's senior leadership team.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company;
- An associate of a director of the company; or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Options Issue to Grant Straker falls within Listing Rule 10.14.1 and the Options Issue to Merryn Straker falls within Listing Rule 10.14.2 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolutions 5 and 6 seeks the required Shareholder approval to the Options Issues under and for the purposes of Listing Rule 10.14.

If the Resolutions are passed, the Company will be able to proceed with the Options Issues and the Options (and Shares issued upon vesting of the Options) will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.

If the Resolutions are not passed, the Company will not be able to proceed with the Options Issues. In that circumstance, issues may arise with the competitiveness of Mr Straker's or Ms Straker's (as relevant) total remuneration package and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.

Details of any securities issued under the ESOP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the ESOP after the Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under that rule.

In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders in respect of the Resolutions.

#### General Terms

Issue Price:	The Options will be issued for nil cash consideration.
Issue Date:	The Options will be granted on the day of the Annual Meeting if Shareholder approval is granted
Exercise Price:	\$1.15, being the 20-day VWAP immediately prior to the date of the previously held Remuneration Committee meeting
Expiry Date:	As per the standard 2020 LTI plan, i.e. 6 years from date of vesting. The options vest over 3 years in equal tranches.
Terms of any loans to acquire the securities:	No loans are proposed to be advanced in relation to the proposed issue of the Options.

#### *Resolution 5 – Issue of Options to Director – Grant Straker Specific Terms*

Recipient: Mr Grant Straker or his nominee(s).

Maximum number of securities to be issued:	Total Remuneration Package:	Employee benefits – defined contribution plan:	Total Options under LTI ESOP plan:
121,700 Options	NZ \$436,000	NZ\$ 13,000	604,300

*Resolution 6 – Issue of Options to an Associate of a Director – Merryn Straker Specific Terms*

Recipient: Ms Merryn Straker or her nominee(s).

Maximum number of securities to be issued:	Total Remuneration Package of Associated Director Grant Straker:	Total Options under LTI ESOP plan:
43,500 Options	As above	276,600

**Directors' Recommendation**

As all of the Directors are entitled to participate in the 2020 LTI ESOP, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation Resolutions 5 and 6.

## GLOSSARY

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**\$ or A\$** means Australian dollars.

**ASX** means the Australian Securities Exchange, or ASX Limited (ACN 008 624 691).

**ASX Corporate Governance Principles** means the ASX Corporate Governance Principles and Recommendations (4th edition).

**ASX Listing Rules** means the Official Listing Rules of ASX.

**Board** means the current Board of Directors of the Company.

**Company** means Straker Translations Limited (NZ1008867).

**Companies Act** means the *Companies Act 1993* (NZ).

**Constitution** means the Company's Constitution.

**Directors** means the directors of the Company, or any one of them as the context requires.

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

**Meeting or Annual Meeting** means the Annual Meeting convened by this Notice to be held at the Company's Offices, Level 2, 49 Parkway Drive, Rosedale, Auckland 0632, New Zealand at 4.00pm NZST on 24 August 2022.

**Notice or Notice of Meeting** means this Notice of Annual Meeting including the Explanatory Statement, Important Information, and the Proxy Form.

**Proxy Form** means the Proxy Form accompanying the Notice.

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

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

**Shareholder** means a holder of Shares in the Company.

## IMPORTANT INFORMATION

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### Resolutions

Resolutions 1, 2, 3, 5 and 6 are Ordinary Resolutions. Ordinary Resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the question.

Resolution 4 is a Special Resolution. Special Resolutions are required to be approved by not less than 75% of the votes of those Shareholders entitled to vote and voting on the question.

### Voting entitlements

Any person who is registered as a Shareholder of the Company at 4.00pm New Zealand time on Monday, 22 August 2022 is entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

### Proxies

All Shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice is a Proxy Form. For the appointment of a proxy to be valid, the Proxy Form must be received by the Company either by post to Straker Translations Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the start of the Meeting that is by 4.00pm New Zealand time on Monday, 22 August 2022. All joint holders of a Share must sign the proxy form.

A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, then the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the Shareholder does not specify such proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. A single proxy exercises all votes of the Shareholder.

If the Proxy Form is returned without direction as to how the proxy should vote on the resolutions, then the proxy may vote as he or she thinks fit on that resolution. The Chair of the Meeting and any Director appointed as proxy intend, to the extent possible, to vote all discretionary proxies in favour of the relevant resolution. If a proxy is excluded from voting on a particular resolution, then the proxy will only be able to vote in accordance with the Shareholder's express instructions (and so not under any discretion).

A Shareholder that is a corporation may sign under the hand of a duly authorised officer or by power of attorney. If the Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the Proxy Form.

### Corporate Representatives

A Shareholder that is a corporation may appoint a representative to attend the Meeting on its behalf. The representative must bring a properly executed letter or other document confirming that they are authorised to act as the Shareholder's representative at the Meeting. A *'Certificate of Appointment of Corporate Representative'* may be obtained from Link.

### Powers of attorney

Any person representing a Shareholder(s) by virtue of a power of attorney must bring to the Meeting a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

### Postal voting

Pursuant to the Constitution, a Shareholder may not exercise his or her right to vote at the Meeting by casting a postal vote.

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](https://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

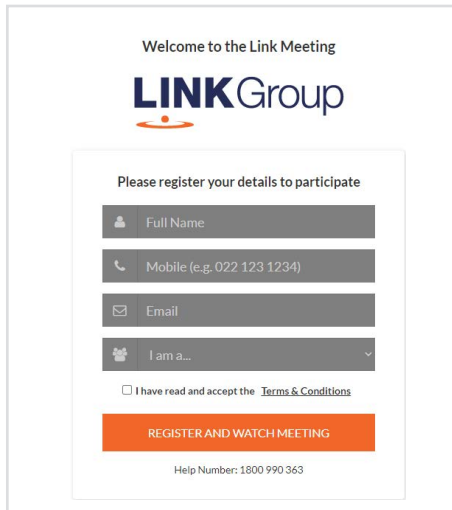
**To attend and vote you must have your shareholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**



# Virtual Meeting Online Guide



## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/STG22>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

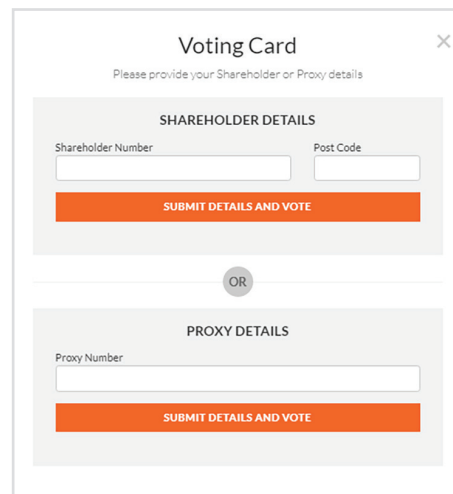
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

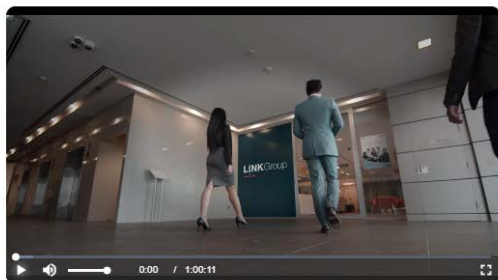


If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can either submit a Full Vote or Partial Vote.



**+**  
Get a Voting Card

**?**  
Ask a Question

#### Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

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### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

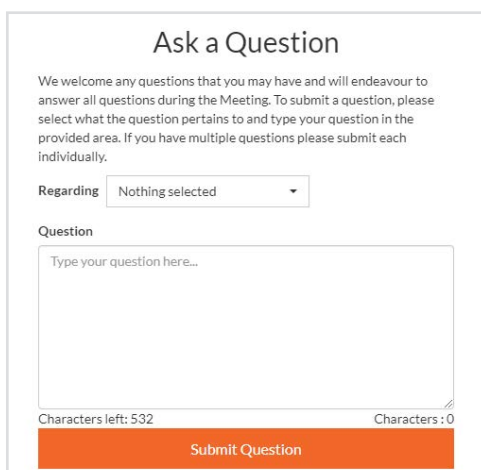
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

**Note:** Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your share holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



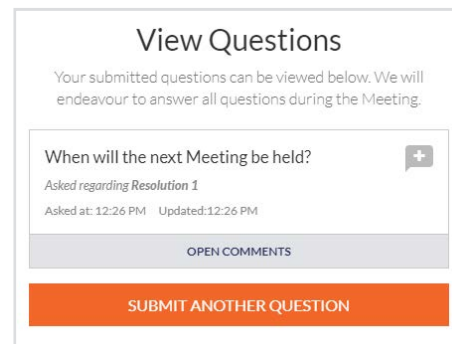
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Straker Translations 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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 553 550 Overseas: +61 1300 553 550



**X99999999999**

## PROXY FORM

I/We being a member(s) of Straker Translations 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 **4:00pm (NZST) on Wednesday, 24 August 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/STG22> (refer to details in the Virtual Meeting Online Guide).

**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

**For Against Abstain\***

**For Against Abstain\***

**1** Auditor's Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

**5** Issue of Options to Director – Grant Straker

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

**2** Election of Director – Mr Heith Mackay-Cruise

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

**6** Issue of Options to closely related party to a Director – Merryn Straker

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

**3** Election of Director – Mr Steve Bayliss

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

**4** Approval of additional 10% Placement Capacity (Special Resolution)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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).

**STG PRX2201N**

## 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.

### 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:

- 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
- 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](mailto: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](http://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 **4:00pm (NZST) on Monday, 22 August 2022**, 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](http://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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm)