

10 October 2022

The Manager
Company Announcements Office
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

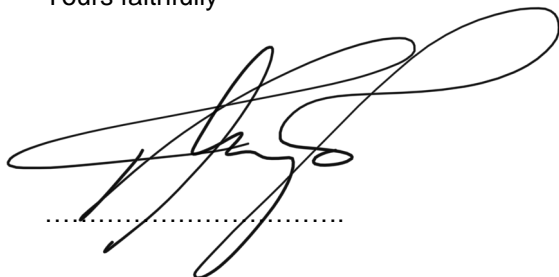
BIR Financial Limited (ASX:BIR): Notice of Annual General Meeting

BIR Financial Limited (**BIR** or the **Company**) advises that its Annual General Meeting will be held at 11:00am (Sydney time) on Friday 11 November 2022.

In accordance with ASX Listing Rule 3.17, BIR attaches copies of the Notice of Meeting and sample Proxy Form which are being sent to shareholders

This announcement has been authorised by the Board.

Yours faithfully


.....

Thomas Murmylo
Director
BIR Financial Limited

Notice of Annual General Meeting

11 November 2022

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of BIR Financial Limited (the “Company”) will be held on Friday 11 November 2022 at 11:00am (Sydney time) at 104/109 Oxford Street, Bondi Junction NSW 2020.

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a letter sent to them by mail. Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Reports of the Directors and the Auditors, and the Financial Statements for the period ended 30 June 2022.

A copy of the Company's 2022 Annual Report (including the Reports of the Directors and Auditors, and the Financial Statements for the period ended 30 June 2022) is available to download from Elec

Shareholders may also download these documents electronically at the following website:

<https://birfinancial.com.au/agm-2022/> or

<https://www.asx.com.au>.

2. Adoption of the Remuneration Report

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

“That the Remuneration Report for the financial period ended 30 June 2022 be adopted.”

3. Re-election of Mr Michael Stuke as a Director

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

“That Mr Michael Stuke who retires as a Director in accordance with the Company's Constitution and, being eligible and offering himself for re-election, be elected as a Director of the Company.”

The Directors (Mr Stuke excepted) recommend that shareholders vote in favour of this resolution.

4. Election of Mr Tomasz Murmylo as a Director

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

“That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Mr Tomasz Murmylo, who retires and being eligible, is elected as a Director.”

The Directors (Mr Murmylo excepted) recommend that shareholders vote in favour of this resolution.

5. Election of Mr Jody Elliss as a Director

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

“That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Mr Jody Elliss, who retires and being eligible, is elected as a Director.”

The Directors (Mr Elliss excepted) recommend that shareholders vote in favour of this resolution.

6. Issue of Shares to a Related Party (or his nominee) – Mr Gregory Starr

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Shares to Mr Gregory Starr (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

The Directors recommend that shareholders vote in favour of this resolution.

7. Ratification of Prior Issue of Shares – Listing Rule 7.1

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,000,000 fully paid ordinary Shares to Andrew Braund on the terms and conditions set out in the Explanatory Memorandum.

A voting exclusion statement applies to this Resolution. Please see below.

The Directors recommend that shareholders vote in favour of this resolution.

VOTING EXCLUSION STATEMENTS

Resolution 2

A vote on Item 2 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Item 2 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Item 2 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 2 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

Resolution 6

The Company will disregard any votes cast on Item 6 by or on behalf of Mr Gregory Starr (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely as a reason 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 Item 6 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 7

The Company will disregard any votes cast on Item 7 by or on behalf of Mr Andrew Braund and any associate of Mr Braund.

However, this does not apply to a vote cast in favour of Item 7 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.

DISPATCH OF NOTICE OF MEETING

This Notice of Meeting will be dispatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that, for the purposes of the 2022 Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 11.00 am (Sydney time) on the 9th of November 2022. Only those persons will be entitled to vote at the Annual General Meeting on 11 November 2022.

ADMISSION TO MEETING

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the represented company. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

PROXIES

- Votes at the Annual General Meeting may be given personally, by proxy, attorney or representative;
- Each Shareholder has a right to appoint one or two proxies;
- A proxy need not be a Shareholder of the Company;
- Documents executed by Shareholders that are companies must be done in accordance with the represented company's constitution and the Corporations Act.;
- Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes;
- If a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and

- A proxy must be signed by the Shareholder or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by companies must be signed in accordance with the represented company's constitution and the Corporations Act.

To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, that is no later than 11 am (Sydney time) on 9th November 2022. Any proxy form received after that time will not be valid for the scheduled meeting. The proxy form does not need to be returned to the share registry if the votes have been lodged online at <http://www.automic.com.au>

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

BY ORDER OF THE BOARD



Gregory Starr

Company Secretary

10 October 2022

Explanatory Memorandum

These Explanatory Notes set out information in connection with the business to be considered at the 2022 Annual General Meeting.

ORDINARY BUSINESS

Resolution 1 – Financial Statements and Reports

The Corporations Act requires that the reports of the Directors, Auditor and the financial statements of the Company (collectively the “Annual Report”) be laid before shareholders at the Annual General Meeting. The Corporations Act does not require a vote of shareholders on these reports or statements.

The 2022 Annual Report was released to the ASX on 31 August 2022. As a result of the legislative changes, the 2022 Annual Report has not been automatically mailed to all Shareholders. The 2022 Annual Report can be accessed on the ASX website at <https://birfinancial.com.au/agm-2022/> or <http://www.asx.com.au>. Alternatively, printed copies can be supplied to shareholders on request.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board in relation to the 2022 Annual Report and the management of the Company. Shareholders will also be given reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

Resolution 2 – Adoption of the Remuneration Report

The Remuneration Report for the year ended 30 June 2022 is set out in the Directors’ Report on pages 7-10 of the Annual Report. The Remuneration Report:

- Explains the Board’s policies relating to remuneration of directors, secretaries and executives of the Company;
- Discusses the relationship between such policies and the Company’s performance;
- Provides details of any performance conditions attached to such remuneration; and
- Sets out remuneration details for each director and certain named executives.

The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

In addition, shareholders will be asked to vote on the Remuneration Report. The vote on this Item is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company’s next Remuneration Report must explain the Board’s proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding any Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

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

- A member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- A closely related party of such a member.

However, such a person may cast a vote on the resolution if:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of such a person.

Votes will not be disregarded if they are cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

The Chair will vote undirected proxies in favour of Item 2.

Resolution 3 – Re-election of Mr Michael Stuke as a Director

Mr Stuke was re-elected to the Board on 3 November 2021. Due to the Board restructure and in accordance with Clause 11.2 of the Company's Constitution, Mr Stuke retires by rotation at this Annual General Meeting and, being eligible, seeks re-election to the Board.

Mr Stuke has over 30 years of experience in banking, insurance and funds management. Having started his career at AMP Mr Stuke has held senior roles at Westpac and later on CBA where he was a general manager in group risk management. Since graduating in 1987 from the University of NSW in Computing and Mathematics, Mr Stuke has completed a number of postgraduate qualifications: CPA, F FIN and ANZIF.

In the 3 years immediately before the end of the financial year Mr Stuke held no other listed company directorships.

The Directors (other than Mr Stuke, who declines to make a recommendation due to his material personal interest in the outcome of Resolution 3) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Election of Mr Tomasz Murmylo as a Director

Mr Murmylo was appointed to the Board on 10 November 2021. Clause 11.4 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Mr Murmylo seeks election to the Board in accordance with that clause.

Mr Murmylo is the founder and Principal of Business Tax & Money House, a successful boutique accounting and taxation practice located in Bondi Junction. Mr Murmylo has a Master of International Taxation (University of Sydney). Mr Murmylo specialises in taxation planning, business structuring, strategic financial decisions, management, and a variety of compliance challenges that businesses face.

The Directors (other than Mr Murmylo, who declines to make a recommendation due to his material personal interest in the outcome of Resolution 4) recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Election of Mr Jody Elliss as a Director

Mr Elliss was appointed to the Board on 30 August 2022. Clause 11.4 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Mr Elliss seeks election to the Board in accordance with that clause.

Mr Elliss has had extensive board experience with numerous public companies. Mr Elliss is director of Amran Corp Pty Ltd which is a significant shareholder of BIR.

The Directors (other than Mr Elliss, who declines to make a recommendation due to his material personal interest in the outcome of Resolution 5) recommend that Shareholders vote in favour of Resolution 5

Resolution 6 - Issue of Shares to a Related Party (or his nominee) – Mr Gregory Starr

As announced to the market on 30 May 2022, subject to shareholder approval, Tearum Advisers Pty Ltd, a company associated with Mr Gregory Starr, has agreed to accept 10,000,000 shares (**Shares**) in lieu of amounts owed to it for providing the services of Mr Starr as:

- (a) Acting Chief Executive Officer of Pulse Markets Pty Ltd, and Director, Company Secretary and Chief Financial Officer of the Company between March 2021 and January 2022; and
- (b) Company Secretary and Director of the Company between February and April 2022.

As Mr Starr was in the last 6 months a director of the Company, Tearum Advisers Pty Ltd is a related party of the Company (**Related Party**).

The Company is seeking Shareholder approval for the issue of the Shares at a deemed issue price of \$0.02 per Share being the share price as at 30 May 2022, the price at the time the terms were negotiated as settlement of \$233,000 of fees owed at that time..

Chapter 2E of the Corporations Act

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

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

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

The issue of the Shares to the Related Party constitutes giving a financial benefit and the Related Party is a related party of the Company by virtue of Mr Starr being a former Director of the Company.

The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the agreement to issue the Shares in lieu of the payment of fees in relation to the provision of services by Mr Starr, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them the right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue of shares or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 6 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Shares to the Related Party within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Shares and the Company will have to consider other mechanisms to remunerate the Related Party, including the payment of the fees owing in cash, which may not be cost effective for the Company.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) The Shares will be issued to Mr Gregory Starr (or his nominee);
- (b) Mr Starr is a related party under Listing Rule 10.11.1 as he was a director of the Company until 30 August 2022;
- (c) The maximum number of Shares to be issued is 10,000,000;
- (d) The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (e) The Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Shares will occur on the same date as the Meeting;
- (f) The issue price of the Shares will be nil as the Shares are being issued at a deemed issue price of \$0.02 per Share in lieu of:
 - i. Fees of \$233,000 owing to Mr Starr for acting as
 - ii. Acting Chief Executive Officer of Pulse Markets Pty Ltd,
 - iii. Director, Company Secretary and Chief Financial Officer of the Company between March 2021 and January 2022; and
 - iv. Company Secretary and Director of the Company between February and April 2022.

The Company will not receive any other consideration in respect of the issue of the Shares. However, the issue of the Shares will result in the Company converting debt owing to the Related Party into equity;

- (g) The purpose of the issue of the Shares is to preserve the cash reserves of the Company and convert debt owing to the Related Party (being the director's fees and the company secretarial fees) to equity;
- (h) The total remuneration package for the Related Party for the two previous financial years is set out below:

Related Party	Financial Year ended 30 June 2021	Financial Year ended 30 June 2020
Mr Gregory Starr (through his related entity Tearum Advisers Pty Ltd ⁽¹⁾)	150,400	248,160

(1) Per Annual Report Directors' Report other transactions with Key Management Personnel

- (i) The Shares are not being issued under an agreement.

The Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Ratification of Prior Issue of Shares – Listing Rule 7.1

Background

On 23 May 2022, the Company announced that it had finalised the dispute with the former CEO of Pulse Markets Pty Ltd (**Pulse**), a wholly owned subsidiary of the Company, and had entered into a binding Deed of Release whereby all Mr Braund's claims arising from his termination as CEO of Pulse and all claims arising from the Share Sale Agreement between Mr Braund, Pulse and the Company have been resolved (**Deed of Release**).

In accordance with the Deed of Release, the Company issued 15,000,000 fully paid ordinary shares to Mr Braund on 23 May 2022. The deemed value of the Shares was \$300,000. In issuing the Shares, the Company relied on its capacity under Listing Rule 7.1. By issuing these Shares utilising Listing Rule 7.1, the Company's capacity to issue further equity securities without Shareholder approval within that limit was accordingly reduced.

Listing Rule 7.1

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

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities in the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without further shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the shares to Mr Braund (**Braund Shares**).

By ratifying the issue of the Braund Shares, this Resolution seeks Shareholder approval to allow the Company to refresh its 15% share issue capacity.

Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Braund Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue of the Braund Shares.

If Resolution 7 is not passed, the Braund Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Braund Shares.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) The Braund Shares were issued to Mr Andrew Braund in accordance with the Deed of Release entered into between the Company and Mr Braund as announced to the market on 23 May 2022.
- (b) 15,000,000 fully paid ordinary shares were issued pursuant to Listing Rule 7.1 on the same terms and conditions as the Company's existing shares.
- (c) The shares were issued on 23 May 2022 at a deemed issue price of \$0.02 per share;
- (d) the purpose of the issue was to satisfy the Company's obligations under the Deed of Release and the Company did not receive any other consideration for the issue of the Shares.
- (e) The Shares were issued in accordance with the Deed of Release, the material terms of which have been described above.
- (f) A voting exclusion statement is included in the Notice.

GLOSSARY

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by the ASX Limited (as the context requires).
Board	means the current board of BIR Financial Limited.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Company	means BIR Financial Limited ACN (074 009 091).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of BIR Financial Limited.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Listing Rules	means the Listing Rules of the ASX.
Meeting	means the meeting convened by the Notice of Meeting.
Notice	means this notice of general meeting including the Explanatory Statement and the Proxy Form.
Proxy Form	means the proxy form accompanying the Notice.
Related Party	has the meaning given in the Listing Rules.
Resolution	means the resolutions sought to be passed at the Meeting.
Share	means a fully paid share in the capital of the Company.
Shareholder	means a person who is registered as holding Shares.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (Sydney Time) on Wednesday, 9 November 2022**, 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:

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

