

26 October 2022

ALTIUM LIMITED  
ACN 009 568 772

This supplementary Notice of General Meeting and Explanatory Notes relates to Altium Limited's (**Altium** or **Company**) Annual General Meeting (**AGM** or **Meeting**) to be held on Thursday, 17 November 2022 commencing at 9.30am (AEDT) at the Sydney Masonic Centre, 66 Goulburn Street, Sydney NSW 2000.

You should read this document in conjunction with the Company's Notice of Annual General Meeting and Explanatory Notes dated 17 October 2022 (**Notice of Meeting**), which is available on the ASX and on the Company's website.

The Company confirms that in issuing this Supplementary Notice there is no change to the time and date of the Meeting being held at the Sydney Masonic Centre, 66 Goulburn Street, Sydney NSW 2000 commencing at 9.30am (AEDT).

*Defined terms used in this Supplementary Notice have the same meanings as in the Notice of Meeting unless otherwise specified in this Supplementary Notice.*

## Supplementary Notice of Annual General Meeting

This document is supplemental to, and should be read with, the Notice of Meeting dated 17 October 2022.

This document sets out an additional resolution 4, which will be proposed at the Meeting in addition to Resolutions 1 through 3 (inclusive). Resolutions 1 to 3 have not changed and will be considered at the AGM.

**Important: The resolution set out in this Notice should be read together with the accompanying Explanatory Notes.**

### Resolution 4. Ratification of Appointment of Auditor

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

*"That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG, having been nominated by a shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company.*

The attached Explanatory Notes are incorporated into and form part of this Supplementary Notice. Detailed explanations of the background and reasons for the proposed resolution are set out in the Explanatory Notes.

Accompanying this Supplementary Notice and Explanatory Notes is a Replacement Proxy Form. Using the accompanying Proxy Form will replace and supersede any earlier Proxy Form that may have been returned to the Company. Instructions on how to complete a Proxy Form are set out in the Explanatory Notes. If you have already delivered a valid Proxy Form to the Company, and do not complete and deliver the attached Proxy Form, your earlier Proxy Form will remain valid, however you will be taken to have not voted on Resolution 4.

**Dated 26 October 2022**

By Order of the Board



**Natasha Davidson**  
Company Secretary  
Altium Limited

## Notes

### Voting at the Meeting by poll

Voting on each of the proposed resolutions at the Meeting will be conducted by poll.

### Proxies

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

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

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

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

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

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

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

The Proxy Form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 850 505) no later than **9.30am (AEDT), Tuesday, 15 November 2022**. Please note that the Company's registered office and the Company's share registry office are closed outside of regular business hours.

## Supplementary Notice of 2022 Annual General Meeting

The completed Form of Proxy may be lodged:

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

### Custodian Voting

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

### Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the Meeting is **7pm (AEDT), Tuesday, 15 November 2022**.

### Shareholder Questions – Submitted Prior to the Meeting

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so at [www.investorvote.com.au](http://www.investorvote.com.au). This includes any questions for the Chairman or KPMG (our external auditor).

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (AEDT) on 10 November 2022**. (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all of the topics raised. Please note that individual responses will not be sent to shareholders.

### Conduct of Meeting

Altium is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Altium will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

Altium continues to monitor the ongoing risks relating to the COVID-19 pandemic. Please note that should Federal or State Government guidance or regulations change to restrict the ability of shareholders to attend in person, Altium will advise shareholders of alternative arrangements by making an announcement to the ASX and on its website.

## Explanatory Notes

### Item 4 : Ratification of Appointment of Auditor

On 10 December 2021, in accordance with section 327C of the Corporations Act 2001, the Company appointed KPMG as auditor of the Company following the Australian Securities and Investments Commission's consent to the resignation of the previous auditor of the Company, PricewaterhouseCoopers (**PwC**), in accordance with Section 329(5) of the Corporations Act 2001 (**Corporations Act**).

The Company announced the above appointment on ASX at that time. In accordance with section 327C(2) of the Corporations Act, KPMG holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks shareholder approval for the ongoing appointment of KPMG as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, valid notice in writing nominating KPMG as auditor has been given to the Company by a shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure A.

This Resolution (Item 4 of the AGM) seeks shareholder approval for the appointment of KPMG as auditor of the Company by an ordinary resolution. KPMG has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

### Directors' Recommendation:

The Board unanimously recommends that shareholders vote in favour of this Resolution (Item 4 of the AGM).

### ANNEXURE A

The Directors  
Altium Limited  
Level 6, Tower B, The Zenith  
821 Pacific Highway  
Chatswood NSW 2067  
Australia

26 October 2022

Dear Directors,

I, Samuel Weiss, the undersigned being a member of Altium Limited (**Company**) hereby and under section 328B of the Corporations Act 2001 (Cth) nominate KPMG, for appointment as auditor of the Company at the forthcoming Annual General Meeting (or any adjournment of that meeting).

Yours faithfully



Samuel Weiss



Altium Limited  
ABN 93 009 568 772

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

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective, it must be received by **9:30am (AEDT) on Tuesday, 15 November 2022.**

# Replacement Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of Altium Limited.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Replacement Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



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



I 9999999999

I ND

## Replacement Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

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



the Chairman  
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held at the Sydney Masonic Centre, 66 Goulburn Street, Sydney, NSW 2000 on Thursday, 17 November 2022 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

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

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

### Step 2

### Items of Business

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

		For	Against	Abstain
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director Mr Simon Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

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Computershare

