

Notice of Annual General Meeting & Explanatory Statement

East 33 Limited ACN 636 173 281

To be held at: Virtually – online (including to listen, vote and ask questions online during the Meeting): <https://meetings.linkgroup.com/E3322>

In person – Thirty Three Degrees, 11 Palm St, Tuncurry NSW 2428

To be held on: Tuesday, 29 November 2022

Commencing: 11:00 am (Sydney time)

More information regarding online participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available in Part C of this Notice of Annual General Meeting.

Important Information

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the Annual General Meeting	11:00 a.m. AEDT (Sydney time) Sunday, 27 November 2022
Annual General Meeting	11:00 a.m. AEDT (Sydney time) Tuesday, 29 November 2022

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of East 33 Limited (**Company**).

We are holding the 2022 Annual General Meeting both in person at Thirty Three Degrees, 11 Palm St, Tuncurry NSW 2428 and via a virtual platform. In order to attend, ask questions and vote virtually via the online platform at <https://meetings.linkgroup.com/E3322>, you will need the following details:

- Securityholder Reference Number (SRN)/Holder Identification Number (HIN)
- Your registered postcode or country

Participating in the Annual General Meeting online enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting. We recommend you register 15 minutes prior to the Annual General Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the Annual General Meeting by submitting questions to the Company Secretary by email at gb@east33.sydney.

Background to the Resolutions

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the re-election of Non-executive Director, Mr Raymond Yu;
- the re-election of Executive Director Mr Guy Burnett;
- the re-election of Non-executive Director Mr Mark Nagy;
- the election of new Non-executive Director, Mr Gary Higgins;
- the election of new Non-executive Director, Mr Ben Cameron;
- the election of new Non-executive Director, Mr Michael Ryan; and
- the additional 10% placement facility under ASX Listing Rule 7.1A.

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the Annual General Meeting, this booklet contains the following:

- The Notice of Meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Part B);
- Information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Part D); and
- Information on how to vote, how to attend the Annual General Meeting electronically and appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Part C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on. Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Mr Guy Burnett on 0431747277 or by email at gb@east33.sydney.

By order of the Board

Dated 28 October 2022

James Garton – Executive Chair
East 33 Limited

Section A – Glossary

\$	Australian dollars.
AEDT	Australian Eastern Daylight Savings Time.
Annual General Meeting	The Annual General Meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Board	The board of directors of the Company.
Closely Related Party	<ul style="list-style-type: none"> • a spouse or child of the Shareholder; or • has the meaning given in section 9 of the Corporations Act.
Company	East 33 Limited ACN 636 173 281.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D.
Glossary	The glossary contained in Part A to this booklet.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part B.
Part	A part of this booklet.
Proxy Form	<p>The online proxy form.</p> <p>If you require a paper proxy form please contact the Share Registry, Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) or online at https://investorcentre.linkgroup.com</p> <p>Otherwise, please log your proxy vote online using the details outlined in the Notice & Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.</p>
Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Shareholders	The holders of all shares issued in the Company and Shareholder means any one of them.
Shares	All of the shares on issue in the share capital of the Company and Share means any one of them.
Subsidiaries	Has the meaning given in section 9 of the Corporations Act.
Trading Day	Has the meaning given in ASX Listing Rule 19.12.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

- **Held:** Virtually at <https://meetings.linkgroup.com/E3322>
In person – Thirty Three Degrees, 11 Palm St, Tuncurry NSW 2428
- **Commencing at:** 11:00 a.m. AEDT (Sydney time) on Tuesday, 29 November 2022.

The Directors have decided to convene the Annual General Meeting both in person and virtually.

Further details about the virtual meeting can be found in sections C and D of the Notice of Annual General Meeting.

Participate and vote online

In order to attend, ask questions and vote virtually in real time via the online platform, please use the details set out in Section C of this Notice of Annual General Meeting.

Participating in the Annual General Meeting online enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

Please refer to the virtual meeting online guide (included at the end of this document) for more information regarding virtual participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting).

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary by email at gb@east33.sydney.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2022 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ended 30 June 2022.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2022 as disclosed in the Directors' Report for the year ended 30 June 2022."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

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

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

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

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

SPECIAL BUSINESS

3. Resolution 2: Re-election of Mr Raymond Yu

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

"That Mr Raymond Yu, who retires in accordance with ASX Listing Rule 14.4 and rule 17.7 of the Constitution, and being eligible, be re-elected as a Director of the Company"

Short Explanation: This Resolution is required as rule 17.7 of the Company's Constitution provides that the Board has the power at any time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing Directors. That director will hold office under the end of the next annual general meeting of the Company when the director may be re-elected. ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office without re-election past the next annual general meeting.

4. Resolution 3: Re-election of Mr Guy Burnett

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

"That Mr Guy Burnett, who retires in accordance with rule 17.5 of the Constitution, and being eligible, be re-elected as a Director of the Company"

Short Explanation: This Resolution is required as rule 17.5 of the Company's Constitution provides that a director must not hold office without re-election past the third annual general meeting or three years following the director's appointment, whichever is longer.

5. Resolution 4: Re-election of Mr Mark Nagy

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

"That Mr Mark Nagy, who retires in accordance with rule 17.5 of the Constitution, and being eligible, be re-elected as a Director of the Company"

Short Explanation: This Resolution is required as rule 17.5 of the Company's Constitution provides that a director must not hold office without re-election past the third annual general meeting or three years following the director's appointment, whichever is longer.

6. Resolution 5: Election of Mr Gary Higgins

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

"That Mr Gary Higgins be appointed as a Director of the Company with effect from the close of the Meeting."

Short Explanation: This Resolution is required under ASX Listing Rule 14.3 and the Constitution following receipt of a nomination for the election of director received by the Company within the required time period.

7. Resolution 6: Election of Mr Ben Cameron

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

"That Mr Ben Cameron be appointed as a Director of the Company with effect from the close of the Meeting."

Short Explanation: This Resolution is required under ASX Listing Rule 14.3 and the Constitution following receipt of a nomination for the election of director received by the Company within the required time period.

8. Resolution 7: Election of Mr Michael Ryan

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

"That Mr Michael Ryan be appointed as a Director of the Company with effect from the close of the Meeting."

Short Explanation: This Resolution is required under ASX Listing Rule 14.3 and the Constitution following receipt of a nomination for the election of director received by the Company within the required time period.

9. Resolution 8: Approval of 10% Placement Facility

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 time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions referred to, in the Explanatory Memorandum accompanying this Notice.”

Short Explanation: Approval under ASX Listing Rule 7.1A will enable the Company to issue “equity securities” up to a further 10% of its issued Share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who is expected to participate, 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).

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

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company’s Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person, virtually or by attending the meeting by proxy by lodging your online Proxy Form at <https://investorcentre.linkgroup.com> outlined in the Notice & Access letter or use the personalised link which was sent to all Shareholders that have elected to receive online communications for Notices of Meeting.

Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your Shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting virtually

Participate and vote online

To vote at the Annual General Meeting virtually, login into <https://meetings.linkgroup.com/E3322> using your shareholder number (which can be found on the Proxy Form) on the date and at the time and place set out above. The details are as follows:

- Visit <https://meetings.linkgroup.com/E3322> on your smartphone, table or computer
- Your username is your SRN/HIN. Any Shareholders unable to locate their SRN/HIN should contact Link Market Services by phoning 1300 554 474
- Your password is your registered postcode or country

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide which can be found at the end of this document.

Please note, Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr Guy Burnett, by email at gb@east33.sydney.

5. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above in this Notice of Meeting.

6. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investorcentre.linkgroup.com
By post	East 33 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

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Annual General Meeting (i.e. by 11:00 a.m. (Sydney time) Sunday, 27 November 2022). Proxy Forms received later than this time will be invalid.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Annual General Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

7. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 11:00 a.m. AEDT (Sydney time) on Sunday, 27 November 2022. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

8. Voting procedure – on a poll

Every question arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present in person, at the virtual meeting or by proxy will have one vote for each voting share held by that person.

9. Enquiries

For all enquiries, please contact the Company Secretary, Mr Guy Burnett, on 0431 747 277 or by email at gb@east33.sydney.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 11:00 a.m. AEDT (Sydney time) on Tuesday, 29 November 2022 in person at Thirty Three Degrees, 11 Palm St, Tuncurry NSW 2428 and via a virtual meeting platform.

Refer to Section C for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting in which this Explanatory Statement is contained.

GENERAL INFORMATION

1. Agenda Item 1 – Financial statements and reports

1.1 Purpose of Resolution

The Corporations Act requires that the report of the directors (**Directors' Report**), the auditor's report (**Auditor's Report**) and the financial report (**Financial Report**) be laid before the annual general meeting.

The Annual Report for the year ended 30 June 2022 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the Annual General Meeting on the Annual Report.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the Annual Report.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, HLB Mann Judd, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

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

Written questions for the Company's auditor must be delivered by 5:00 p.m. on Tuesday 22 November 2022 to:

The Company Secretary
Guy Burnett

12 Point Road
Tuncurry
NSW 2428

Or via email to: gb@east33.sydney

2. Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ended 30 June 2022 is set out in the Directors' Report contained in the Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

This Resolution is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- (b) if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing Director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of Raymond Yu

3.1 Purpose of Resolution

Mr Raymond Yu was elected as a Director of the Company on 6 September 2022.

Mr Raymond Yu retires from office under Listing Rule 14.4 and 17.7 of the Constitution and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

3.2 The law

Rule 17.7 of the Constitution provides that the Directors may appoint any individual to be a Director, either as an addition to the existing Directors or to fill a casual vacancy, but so that the total number of Directors does not exceed the maximum fixed under the Constitution. A director appointed under rule 17.7 of the Constitution holds office until the conclusion of the next AGM following his or her appointment and is eligible to be re-elected.

ASX Listing Rule 14.4 provides that a director who was appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

3.3 Director resume

Mr Yu is a Chinese national who is the Australia-based head of Shanghai Changxing Island Fishing Port Co Ltd. Mr Yu has extensive experience importing seafood from Australia to China.

3.4 Voting exclusion and Directors' recommendations

The Board (with Raymond Yu abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4. Resolution 3: Re-election of Guy Burnett

4.1 Purpose of Resolution

Mr Guy Burnett was elected as a Director of the Company on 13 September 2019.

Mr Guy Burnett retires from office under rule 17.5 of the Constitution and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

4.2 The law

Rule 17.5 of the Constitution requires that a Director is not to hold office without re-election past the third annual general meeting or three years following the Director's appointment (whichever is the longer).

4.3 **Director resume**

Mr Burnett has over 25 years' experience in senior financial, chief financial officer and company secretary roles. Prior to co-founding East 33, Mr Burnett managed the finance and company secretarial functions (across Australia and various international jurisdictions) including ASX and NASDAQ listed Mission NewEnergy Ltd. He held roles in several large corporatised utilities and private companies, and was an audit manager at KPMG. Mr Burnett is also a co-founder and current Chief Financial Officer of private payments company Data Mesh Group Pty Ltd. Mr Burnett's experience covers a diverse range of sectors including professional audit and advisory, water, energy, renewable energy and technology. Mr Burnett is a Chartered Accountant with Chartered Accountants Australia and New Zealand having obtained a South African Chartered accountancy from the University of Natal and a conversion to the Australian Chartered accountancy via the University of Curtin.

4.4 **Voting exclusion and Directors' recommendations**

The Board (with Guy Burnett abstaining) recommends that Shareholders vote in favour of Resolution 3.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 3.

5. Resolution 4: Re-election of Mark Nagy

5.1 **Purpose of Resolution**

Mr Mark Nagy was elected as a Director of the Company on 18 October 2019.

Mr Mark Nagy retires from office under rule 17.5 of the Company's Constitution and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

5.2 **The law**

Rule 17.5 of the Constitution requires that a Director is not to hold office without re-election past the third annual general meeting or three years following the Director's appointment (whichever is the longer).

5.3 **Director resume**

Mr Nagy is an experienced company director, having held positions on ASX/NZX-listed company boards for more than 20 years, including of RIS Group Limited (NZXRIS) and Keycorp Ltd (ASX:KYC). Mr Nagy has been involved in the Wallis Lake region for over 50-years. He co-founded East 33 after working closely with some of the region's oyster farmers to develop growth opportunities for the industry. Mr Nagy previously founded and led several privately held and listed companies across a range of industries and sectors including payments, digital identity, security, transport and health. Mr Nagy is also a co-founder and current Chief Executive Officer of private payments company Data Mesh Group Pty Ltd.

5.4 **Voting exclusion and Directors' recommendations**

The Board (with Mark Nagy abstaining) recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4.

6. Resolution 5: Election of Gary Higgins

6.1 Purpose of Resolution

A nomination was received by Shareholder, Research Corporations Pty Ltd as trustee for the Anthony Hall Family Trust, nominating Mr Gary Higgins as a Director of the Company on 12 October 2022.

In accordance with the Constitution, the proposed election of Mr Gary Higgins as a Director of the Company is being put to Shareholders for approval.

Mr Gary Higgins will stand for election as a Director under rule 17.9 of the Constitution.

This Resolution is an ordinary resolution.

6.2 The law

Rule 17.5 of the Constitution allows the nomination of a director so long as the nomination is received in writing by the Company detailing the person to be nominated as a director and including a written consent of the person so nominated.

Rule 17.9 of the Constitution allows the Shareholders of the Company to appoint any person as a director so as to not exceed the maximum number of directors as stipulated by the Constitution.

ASX Listing Rule 14.3 requires the Company to accept nominations for the election of directors for up to 35 business days before the date of a general meeting of the Company, where directors may be elected.

6.3 Director resume

Mr Higgins is a senior finance professional with over 40 years' experience across a range of industries.

Gary runs his own advisory practice and is the non-executive chairman of Yumbah Aquaculture Limited (**Yumbah**). Gary became a director of Yumbah in 2008 and the chairman of Yumbah in 2016. He has assisted with the acquisition of multiple abalone farms and oyster operations in addition to a mussel farm. Gary has also reviewed many aquaculture operations which did not result in any transactions.

Gary also has experience in business valuations, mergers, acquisitions, divestments and financial analysis.

Gary was a partner at Ernst & Young for 18 years prior to starting his own practice. Gary is a Chartered Accountant, a Registered Tax Agent and the Responsible Officer for an Australian Financial Services Licensee.

6.4 Voting exclusion and Directors' recommendations

The Board supports the appointment of Mr Gary Higgins as a Director and recommends that Shareholders vote in favour of Resolution 5.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 5.

7. Resolution 6: Election of Ben Cameron

7.1 Purpose of Resolution

A nomination was received by Shareholder, Research Corporations Pty Ltd as trustee for the Anthony Hall Family Trust, nominating Mr Ben Cameron as a Director of East 33 on 12 October 2022.

In accordance with the Constitution, the proposed election of Mr Ben Cameron as a Director of the Company is being put to Shareholders for approval.

Mr Ben Cameron will stand for election as a Director under rule 17.9 of the Constitution.

This Resolution is an ordinary resolution.

7.2 The law

Rule 17.5 of the Company's Constitution allows the nomination of a Director so long as the nomination is received in writing by the Company detailing the person to be nominated as a Director and including a written consent of the person so nominated.

Rule 17.9 of the Constitution allows the Shareholders of the Company to appoint any person as a Director so as to not exceed the maximum number of Directors as stipulated by the Constitution.

ASX Listing Rule 14.3 requires the Company to accept nominations for the election of directors for up to 35 business days before the date of a general meeting of the Company, where directors may be elected.

7.3 Director resume

Mr Cameron is a well-known farming figure in the Australian oyster industry. He has 15 years' experience in hatcheries, nurseries and on farms.

The majority of Ben's experience has been as general manager and director of Cameron of Tasmania (**CoT**), Australia's first vertically integrated oyster business.

Ben guided the business through the Tasmanian POMS disease outbreak and through that process, he helped found Yumbah Hatchery Pty Ltd, a successful pacific oyster hatchery in Port Lincoln.

Ben became an executive director on the board of Yumbah Aquaculture Limited in 2021 after concluding an M&A process that saw CoT merge with Yumbah.

Ben has a degree in economics and arts and has input on multiple industry boards, including the Tasmanian oyster research council.

7.4 Voting exclusion and Directors' recommendations

The Board supports the appointment of Mr Ben Cameron as a Director and recommends that Shareholders vote in favour of Resolution 6.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 6.

8. Resolution 7: Election of Michael Ryan

8.1 Purpose of Resolution

A nomination was received by Shareholder, Regal Funds Management Pty Ltd, nominating Mr Michael (Mike) Ryan as a Director of East 33 on 12 October 2022.

In accordance with the Constitution, the proposed election of Mr Michael Ryan as a Director of the Company is being put to Shareholders for approval.

Mr Mike Ryan will stand for election as a director under rule 17.9 of the Constitution.

This Resolution is an ordinary resolution.

8.2 The law

Rule 17.5 of the Company's Constitution allows the nomination of a Director so long as the nomination is received in writing by the Company detailing the person to be nominated as a Director and including a written consent of the person so nominated.

Rule 17.9 of the Constitution allows the Shareholders of the Company to appoint any person as a Director so as to not exceed the maximum number of Directors as stipulated by the Constitution.

ASX Listing Rule 14.3 requires the Company to accept nominations for the election of directors for up to 35 business days before the date of a general meeting of the Company, where directors may be elected.

8.3 Director resume

Mr Ryan has an agricultural degree from Massey University, New Zealand and comes from an agricultural background. Mr Ryan is currently a director of St Augustine College.

Mike has high profile executive and board experience. He was previously a board member of Morgan Stanley Australia and CIMB Australia.

Mike also has previous executive experience at Goldman Sachs JBWere in Sydney and London where he was an executive director, Morgan Stanley where he was an executive director and Head of Distribution and was an executive director of Citi. He is also a former Managing Director and Head of Equities and Operations at CIMB and is the former Head of Equities at Shaw and Partners.

8.4 Voting exclusion and Directors' recommendations

The Board supports the appointment of Mr Mike Ryan as a Director and recommends that Shareholders vote in favour of Resolution 7.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 7.

9. Resolution 8: Approval of 10% Placement Facility

9.1 Purpose of Resolution

Broadly speaking, and subject to a number of exceptions, ASX 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 ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$18.12 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

If this 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 ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

9.2 The law — Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

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

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice of Annual General Meeting, has on issue Shares.

(c) Formula for Calculating the 10% Placement Facility

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

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

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

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

- (A) the agreement was entered into before the commencement of the relevant period; or
- (B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;
- (v) plus the number of any other fully paid ordinary securities that became fully paid in the relevant period;
- (vi) less the number of fully paid ordinary securities cancelled in the last 12 months.

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

D is 10%

E the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

In accordance with ASX Listing Rule 7.1, as at the date of this Notice of Annual General Meeting, the Company currently has on issue 519,088,699 Shares and the capacity to issue 77,863,303 Equity Securities.

Under ASX Listing Rule 7.1A the Company requests an additional 10% capacity which will increase the total number of Equity Securities that can be placed without Shareholder approval to a further 51,908,869 for the next 12 months.

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

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which approval is obtained;

- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX (**10% Placement Period**).

9.3 Effect of ASX Listing Rule 7.1A

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

9.4 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

- (a) **Minimum price** - The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) **Risk** - If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) **Dilution** - The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Annual General Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue	Dilution			
	No. of Shares	Issue price		
		\$0.0175	\$0.035	\$0.0525

(Variable "A" in Listing ASX Rule 7.1A.2)	issued under 10% placement capacity (10% voting dilution)	Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		
Current Shares 519,088,699	51,908,869	\$908,405	\$1,816,810	\$2,725,215
50% increase to the current Shares 778,633,048	77,863,304	\$1,362,607	\$2,725,215	\$4,087,823
100% increase to the current Shares 1,038,177,398	103,817,739	\$1,816,810	\$3,633,620	\$5,450,431

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

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (ii) no convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities;
 - (iii) 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%;
 - (iv) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
 - (v) the table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
 - (vii) The issue price is \$0.035 being the closing price of Shares on the ASX on 12 October 2022.
- (d) **Period of approval** - The Company will only issue the Equity Securities during the 10% Placement Period. The approval of Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (e) **Purpose of issue** - The Company may seek to issue the Equity Securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards funding working capital purposes and to capitalise on growth opportunities, as and when they may arise.
- (f) **Disclosure obligations** - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any Equity Securities:

- (i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
 - (ii) give to the ASX immediately after the issue a list of names of the persons to whom the entity issued the Equity Securities and the number of the Equity Securities issued to each.
- (g) **Allocation policy** - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (h) **Issues in prior 12 months** - The Company did obtain Shareholder approval under ASX Listing Rule 7.1A at the 2021 Annual General Meeting however no shares were issued.
- (i) **Voting Exclusion statement** - A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

9.5 **Voting exclusion and Directors' recommendations**

The Board recommends that Shareholders vote in favour of Resolution 8.

Resolution 8 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 8.



ACN 636 173 281

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

East 33 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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of East 33 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

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 **11:00am (Sydney time) on Tuesday, 29 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Thirty Three Degrees, 11 Palm St, Tuncurry NSW 2428** or logging in online at <https://meetings.linkgroup.com/E3322> (refer to details in the Virtual Annual General Meeting Online Guide).

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

The Chairman of the Meeting intends to vote all available proxies in favour of all items 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Mr Gary Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Raymond Yu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Election of Mr Ben Cameron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Guy Burnett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Election of Mr Michael Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Mark Nagy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of 10% Placement Facility	<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 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).

E33 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 and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Sunday, 27 November 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

<https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> 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

East 33 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

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

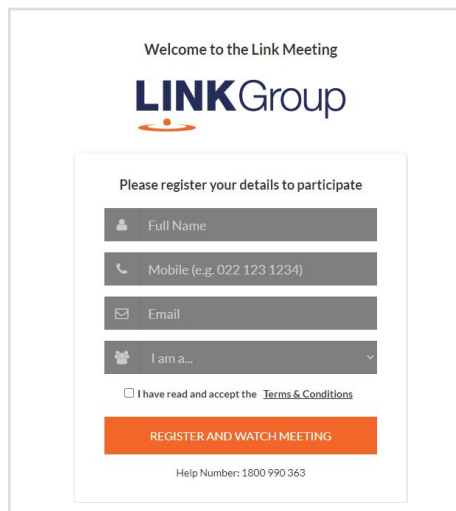
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder 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/E3322>

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.

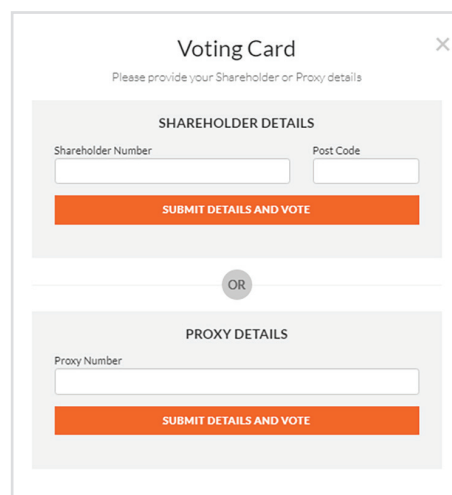
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

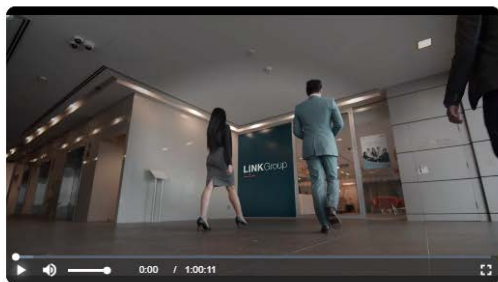


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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 securityholders 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.

Securityholders 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

*****0014

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.

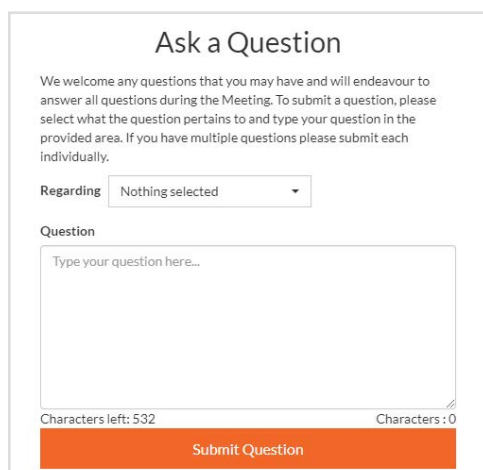
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, 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 security 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.



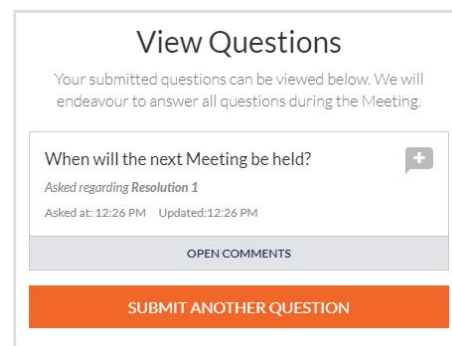
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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

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