

ASX Announcement

15 September 2023

NOTICE OF 2023 ANNUAL GENERAL MEETING ("NOTICE") AND RELATED DOCUMENTS

Janison Education Group Limited (ASX:JAN) (**Janison**, or the **Company**) attaches the following documents in relation to its 2023 Annual General Meeting:

1. Letter to Shareholders in relation to the Notice;
2. Notice; and
3. Proxy Form.

The Company advises that the Letter to Shareholders, Notice and Proxy Form is being dispatched to Shareholders today.

-ENDS-

This announcement has been authorised for release by the Board.

For further information, please contact:

Stuart Halls

Chief Financial Officer
IR@janison.com

Belinda Cleminson

Company Secretary
Ph: +61 2 8072 1400

Automic Registry Services

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au>

15 September 2023

Dear Shareholder,

Janison Education Group Limited 2023 Annual General Meeting (AGM)

Janison Education Group Limited (ASX:JAN) (**Janison**, or the **Company**) advises that its 2023 Annual General Meeting will be held at 2.00pm (Sydney time) on Tuesday, 17 October 2023 (**Meeting**) at the offices of Automic, Level 5, 126 Phillip Street Sydney NSW 2000 and online https://us02web.zoom.us/webinar/register/WN_MzfhCfAoT-Cynh51TWGenQ

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Shareholder Communications section in this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.janison.com/about/investor-relations/. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: JAN).

Hybrid Meeting

The Company will hold this year's meeting as a hybrid meeting which means shareholders will be able to participate in person at the abovementioned location or via an online meeting platform powered by Automic.

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

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.

Shareholders attending the Meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

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

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the hybrid meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Stuart Halls at IR@janison.com at least 48 hours before the Meeting.

Shareholder Communications

Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the *Corporations Act 2001* (Cth).

The recent legislative changes mean there are new options for how Janison shareholders receive communications. Janison will no longer send physical meeting documents unless a shareholder has elected for a copy to be mailed.

Providing your email address to receive shareholder communications electronically

Janison encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

<https://investor.automic.com.au>



[DOWNLOAD THE QR READER APP ON YOUR
SMARTPHONE OR TABLET, TO SIMPLY SCAN
THE BARCODE ABOVE]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Tuesday, 17 October 2023.

Yours sincerely,

Belinda Cleminson

Company Secretary

Janison Education Group Limited

For further information, please contact:

Stuart Halls

Chief Financial Officer

IR@janison.com

Belinda Cleminson

Company Secretary

Ph: +61 2 8072 1400

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Janison Education Group Limited www.janison.com
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 091 302 975

Janison Education Group Limited

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

17 October 2023

2:00PM AEDT

Address

Automic Group, Level 5, 126 Phillip Street, Sydney
NSW 2000 and as a virtual meeting

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 advisers prior to voting.

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Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 15 September 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.janison.com. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm AEDT on 17 October 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_MzfhCfAoT-Cynh51TWGenQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

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

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

Questions must be submitted in writing to IR@janison.com at least 48 hours before the AGM.

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

Your vote is important

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

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

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

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

To access the virtual meeting on the day:

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

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

Voting by proxy

To vote by proxy, please use one of the following methods:

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

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

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Janison Education Group Limited ACN 091 302 975 will be held at 2:00pm AEDT on 17 October 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00pm AEDT on 15 October 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of Allison Doorbar as Director

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

“That Allison Doorbar, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

3. Resolution 3 – Re-election of Wayne Houlden as Director

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

“That Wayne Houlden, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

Issue of Securities of to a Related Party

4. Resolution 4 – Approval of Issue of Performance Rights to David Caspari, Managing Director of the Company

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 989,060 Performance Rights under the Company’s Rights Plan to David Caspari, Managing Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Rights Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

Adoption of Janison Education Group Limited Rights Plan

5. Resolution 5 – Adoption of Janison Education Group Limited Rights Plan

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

“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, the Shareholders of the Company approve the adoption of the Janison Education Group Limited Rights Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Janison Education Group Limited Rights Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) 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
- (iii) 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Maximum Aggregate Amount of Non-Executive Directors' Fees

6. Resolution 6 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

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

"That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by \$100,000, from \$500,000 to \$600,000, effective immediately."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) any Director of the Company; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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
- (ii) 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
- (iii) 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

Belinda Cleminson
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm AEDT on 17 October 2023 at Level 5, 126 Phillip St, Sydney and as a **virtual meeting**.

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

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.janison.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 9 October 2023.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.janison.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Directors

Resolution 2 – Re-election of Allison Doorbar as Director

The Company's Constitution requires that one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Allison Doorbar was appointed a Director of the Company on 20 June 2018.

Under this Resolution, Allison Doorbar has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Allison has nearly 30 years' experience in the education sector. Having performed similar senior executive roles in the education services sector, she is currently Managing Partner at EduWorld, a

boutique consulting firm providing market intelligence and strategic consulting services to the sector globally. Allison has spent most of her career working with education providers across the spectrum from K-12 through to higher education as well as investors and governments helping to develop and implement their marketing strategies. This includes working with many of the world's leading universities, major multinational corporations as well as numerous government departments and agencies. Her expertise really lies in helping organisations operating in the sector with the development and implementation of their growth strategies particularly around global expansion. Allison has spent most of her career working with educators and is passionate about how providing equitable education opportunities can help to deliver long lasting and inclusive growth, as well as contribute to social cohesion, for countries and their populations.

Directors' recommendation

The Directors (excluding Allison Doorbar) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Wayne Houlden as Director

The Company's Constitution requires that one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election

Wayne Houlden was appointed a Director of the Company on 15 December 2017.

Under this Resolution, Wayne has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Wayne founded Janison in 1998. Wayne is a leading thinker in the global world of education technology and has been involved in the development of a number of award winning and innovative online learning applications including national education portals, online learning management systems, professional development learning portals and award winning assessment systems. Wayne's focus is now on mentoring and supporting the Janison executive team and building and fostering both the global Janison brand and its strategic partnerships. Wayne has a truly global vision for how Janison will play as a provider of digital assessment products and services. He has strong relationships in the education technology industry and Edtech investment community around the world. Wayne is also a fund advisor for Europe's leading Edtech investment group, Emerge Education. Previous to Janison, Wayne worked as an IT leader in Citibank and also has a teaching background in information technology. Wayne has a Bachelor of Science Degree from University of New South Wales and a Diploma of Teaching from Sydney University of Technology.

Directors' recommendation

The Directors (excluding Wayne Houlden) recommend that Shareholders vote for this Resolution.

Issue of Securities to a Related Party

Resolution 4 – Approval of Issue of Performance Rights to David Caspari, Managing Director of the Company

Background

The Company's Rights Plan (**Rights Plan**) was approved by Shareholders of the Company on 1 October 2020.

The Company seeks to issue David Caspari, subject to Shareholder approval that is sought under this Resolution, the following securities under the Rights Plan (**Performance Rights**).

A summary of the material terms of the Performance Rights are as follows:

Type of Incentive Security	Material terms																					
Performance Right	1. The Performance Rights vest on continued service with the Company up to the vesting date.																					
	<table><tr><th>Tranche</th><th>Target</th><th>Stretch</th></tr><tr><td>Tranche 1 Performance Rights with an Indexed Total Shareholder Return (iTSR) vesting condition – 50% weighting at Target and Stretch:</td><td>247,265</td><td>494,530</td></tr><tr><td>Tranche 2 Performance Rights with a Return on Equity vesting condition – 50% weighting at Target and Stretch:</td><td>247,265</td><td>494,530</td></tr><tr><td>Total Performance Rights at Target and Stretch:</td><td>494,530</td><td>989,060</td></tr></table>	Tranche	Target	Stretch	Tranche 1 Performance Rights with an Indexed Total Shareholder Return (iTSR) vesting condition – 50% weighting at Target and Stretch:	247,265	494,530	Tranche 2 Performance Rights with a Return on Equity vesting condition – 50% weighting at Target and Stretch:	247,265	494,530	Total Performance Rights at Target and Stretch:	494,530	989,060									
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	Total Performance Rights at Target and Stretch:	494,530	989,060																			
	The vesting of the Tranche 1 iTSR Performance Rights will be determined by reference to the following scale, in relation to the Measurement Period:																					
	<table><tr><th>Performance Level</th><th>Company's Annulised TSR Compared to the Annualised TSR of the ASX All Ordinaries Total Return Index</th><th>% of Tranche Vesting</th></tr><tr><td>Stretch & Above</td><td>Index TSR + 20% TSR CAGR</td><td>100%</td></tr><tr><td>Between Target and Stretch</td><td>> Index TSR + 10% TSR CAGR, <Index + 20% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Target</td><td>Index TSR + 10% TSR CAGR</td><td>50%</td></tr><tr><td>Between Threshold and Target</td><td>> Index TSR, < Index TSR + 10% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Threshold</td><td>Index TSR</td><td>0%</td></tr><tr><td>Below Threshold</td><td><Index TSR</td><td>0%</td></tr></table>	Performance Level	Company's Annulised TSR Compared to the Annualised TSR of the ASX All Ordinaries Total Return Index	% of Tranche Vesting	Stretch & Above	Index TSR + 20% TSR CAGR	100%	Between Target and Stretch	> Index TSR + 10% TSR CAGR, <Index + 20% TSR CAGR	Pro-rata	Target	Index TSR + 10% TSR CAGR	50%	Between Threshold and Target	> Index TSR, < Index TSR + 10% TSR CAGR	Pro-rata	Threshold	Index TSR	0%	Below Threshold	<Index TSR	0%
	Performance Level	Company's Annulised TSR Compared to the Annualised TSR of the ASX All Ordinaries Total Return Index	% of Tranche Vesting																			
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Between Threshold and Target	> Index TSR, < Index TSR + 10% TSR CAGR	Pro-rata																				
Threshold	Index TSR	0%																				
Below Threshold	<Index TSR	0%																				
TSR is the sum of Share price appreciation and dividends (assumed to be reinvested in Shares) during the Measurement Period. It is annualised for the purposes of the above vesting scale. CAGR is Compound Annual Growth Rate. The Company's annualised TSR will be compared with the annualised TSR of the All Ordinaries Total Return Index.																						
The vesting of the Tranche 2 ROE Performance Rights will be determined by reference to the following scale, in relation to the Measurement Period:																						
<table><tr><th>Performance Level</th><th>Return on Equity (Averaged over Measurement Period)</th><th>% of Tranche Vesting</th></tr><tr><td>Stretch & Above</td><td>15%</td><td>100%</td></tr><tr><td>Between Target and Stretch</td><td>>12.5%, < 15%</td><td>Pro-rata</td></tr><tr><td>Target</td><td>12.5%</td><td>50%</td></tr><tr><td>Between Threshold and Target</td><td>>10%, < 12.5%</td><td>Pro-rata</td></tr><tr><td>Threshold</td><td>10%</td><td>25%</td></tr><tr><td>Below Threshold</td><td><10%</td><td>0%</td></tr></table>	Performance Level	Return on Equity (Averaged over Measurement Period)	% of Tranche Vesting	Stretch & Above	15%	100%	Between Target and Stretch	>12.5%, < 15%	Pro-rata	Target	12.5%	50%	Between Threshold and Target	>10%, < 12.5%	Pro-rata	Threshold	10%	25%	Below Threshold	<10%	0%	
Performance Level	Return on Equity (Averaged over Measurement Period)	% of Tranche Vesting																				
Stretch & Above	15%	100%																				
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Between Threshold and Target	>10%, < 12.5%	Pro-rata																				
Threshold	10%	25%																				
Below Threshold	<10%	0%																				
Note: For the purposes of ROE calculation, NPAT-A (Adjusted NPAT) will be used, which adds back Acquired Amortisation and Share Based Compensation.																						
Return on Equity (ROE) will be calculated based on the average NPAT-A divided by the average Equity (time weighted for each year) over the Measurement Period.																						
It should be noted that vesting above the Target outcome is not likely, nor should it be expected. The Board retains discretion to modify vesting outcomes, if it deems it appropriate to do so - refer to Plan Rules.																						

	<p>Tranche 1 iTSR Performance Rights are subject to a gate of the Company's TSR being positive over the Measurement Period. If this gate is not met, the Rights in the Tranche will be forfeited.</p> <p>Tranche 2 ROE Performance Rights are subject to a gate of Earnings Per Share being at least 0.5c per share in the final year of the Measurement Period. If this gate is not met, the Rights in the Tranche will be forfeited.</p> <ol style="list-style-type: none"> 2. Each Performance Right has a term of 15 years and if not exercised within that term the Performance Rights will lapse. 3. A Performance Right may only convert after vesting, and on or prior to the Expiry Date. 4. Each vested Performance Right entitles the Participant upon conversion to receive (either issued or transferred) one Share or a cash payment to the value of the shares, or a combination of both at the Board's absolute discretion. 5. Performance Rights will not be quoted on ASX. 6. Shares issued on conversion of Performance Rights rank equally in all respects with existing Shares of the Company. 7. The Company will seek quotation on ASX of any Shares acquired upon conversion of the Performance Rights. 8. The Performance Rights may not be transferred, assigned, encumbered, or otherwise disposed of without prior consent of the Board. 9. The Performance Rights do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues. 10. The Performance Rights do not confer any right to vote, except as otherwise required by law. 11. The Performance Rights do not carry rights to dividends. 12. Subject to the Listing Rules, in cases of bonus share issues by the Company the number of Performance Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participant had the Performance Rights been fully paid ordinary shares in the Company, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply. 13. Subject to the Listing Rules, in the case of general rights issues to Shareholders there will be no adjustment to the Performance Rights. However, the Board may consider issuing options to Participants: <ol style="list-style-type: none"> i. of a number up to the number of Shares to which the Participant would have been entitled had the Performance Rights been Shares, and ii. the Exercise Price of such options will be equal to the amount payable by Shareholders to exercise a right to acquire a Share. 14. Subject to the Listing Rules, in the case of other capital reconstructions the Board may make such adjustments to the Performance Rights as it considers appropriate with a view to ensuring that holder of the Performance Rights are neither advantaged nor disadvantaged.
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Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or

- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As David Caspari is the Managing Director, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Performance Rights to David Caspari under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and instead the Company may make a cash payment to David Caspari to the value of the Incentive Rights if the vesting conditions are met.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (d) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (e) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Mike Hill, Allison Doorbar, Wayne Houlden, Vicki Aristidopoulos and Kathleen Bailey-Lord) carefully considered the issue of these Performance Rights to David Caspari, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights, and the responsibilities held by David Caspari in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Performance Rights to David Caspari fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Incentive Rights to David Caspari requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Performance Rights to David Caspari is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is David Caspari
- (b) David Caspari is a director of the Company.
- (c) The maximum number of Performance Rights that may be acquired by David Caspari is 989,060.

- (d) The current total remuneration package received by the relevant Director is \$391,400 per annum plus superannuation and he is also entitled to a cash bonus of up to 40% of his base salary subject to meeting performance hurdles set by the Board each financial year.
- (e) Since the Rights Plan was last approved by Shareholders on 1 October 2020, the Company has issued the following Incentive Securities to David Caspari:

Name	Number of securities received	Acquisition price for each security
David Caspari	7,045,748	Nil

- (f) The material terms of the Performance Rights are set out above
- (g) The Company has chosen this type of security as Performance Rights are not exercised automatically increasing the likelihood that desirable taxing points can be achieved for Participants which assists in the reward, retention and motivation of the Participants. The Performance Rights are valued at \$1,203,249 based on the share price at the time of each grant made to the Participant.
- (h) The Performance Rights will be issued within one month and in any event no later than three years from the date of this Meeting, if approved by Shareholders of the Company.
- (i) The Performance Rights are being issued for nil consideration pursuant to the terms of the Rights Plan.
- (j) No loans will be made to David Caspari in relation to the acquisition of the Performance Rights.
- (k) The material terms of the Rights Plan are set out in Annexure A of this Notice of Meeting.
- (l) Details of any securities issued under the Rights Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Rights Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors Recommendation

The Board of Directors (excluding David Caspari) recommend that Shareholders vote for this Resolution.

Adoption of Janison Education Group Limited Rights Plan

Resolution 5 – Adoption of Janison Education Group Limited Rights Plan

Background

The Company's Rights Plan (**Plan**) was last approved by Shareholders of the Company on 1 October 2020. The shareholder approval for the Plan, approved on 1 October 2020, has lapsed, and as such the company is seeking further shareholder approval for the Plan under ASX Listing Rule 7.2 Exception 13(b).

The Plan will enable the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to employees whose behaviour and performance have a direct impact on the Group's long-term performance. The issue of securities under the Rights Plan to eligible employees will create alignment between the interests of

employees and Shareholders.

A summary of the key terms of the Plan is set out in Annexure A, and a copy of the rules of the Plan is available upon request from the Company.

Since the Plan was last approved by Shareholders on 1 October 2020, the Company advises that it has issued 15,716,916 (including rights that were subsequently lapsed) Performance Rights. If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 23,884,883 Performance Rights under the Plan during the three year period following approval (for the purposes of exception 13), which represents 10% (10 percent) of the total number of issued capital of the Company as at the date of this Notice of Meeting in reliance on ASX Listing Rule 7.2 Exception 13(b). Once the maximum number is reached, any additional issues of securities under the Plan would not have the benefit of ASX Listing Rule 7.2 Exception 13(b) without a fresh shareholder approval. If this Resolution is not passed, the Company will not be able to rely on ASX Listing Rule 7.2 Exception 13(b) and any issues made under the Plan would count towards the 15% capacity limited imposed by ASX Listing Rule 7.1.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Maximum Aggregate Amount of Non-Executive Directors' Fees

Resolution 6 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

In accordance with ASX Listing Rule 10.17 and clause 13.8 of the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by \$100,000, from \$500,000 to \$600,000. The current aggregate remuneration amount was fixed on 21 November 2019, as set out in the Company's Constitution.

The Executive Director seeks Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors as:

- (a) it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and
- (b) the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

It is proposed that the increase in the aggregate amount of fees available for non-executive directors, if approved, will take effect immediately after this Meeting.

It is not intended that should this Resolution be passed, the maximum aggregate of the fees of non-executive directors would be utilised immediately.

The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

If this Resolution is not passed, the maximum aggregate non-executive director fees will remain capped at \$500,000 per annum, the amount set four years ago.

As required by ASX Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under ASX Listing Rules 10.11 or 10.14:

Date of issue	Non-executive director	Terms and number of securities issued
11 August 2023	Vicki Aristidopoulos	ASX Listing Rule 10.14: Issued 300,000 Director Options under the Company's Long Term Incentive Plan (as approved by Shareholders on 3 November 2022).
11 August 2023	Kathleen Bailey-Lord	ASX Listing Rule 10.14: Issued 299,145 Director Options under the Company's Long Term Incentive Plan (as approved by Shareholders on 3 November 2022).
27 October 2020	Mike Hill	ASX Listing Rule 10.11: Acquired 36,375 at an issue price of \$0.31 per fully paid ordinary share.
27 October 2020	Allison Doorbar	ASX Listing Rule 10.11: Acquired 22,462 at an issue price of \$0.31 per fully paid ordinary share.
27 October 2020	Wayne Houlden	ASX Listing Rule 10.11: Acquired 43,960 at an issue price of \$0.31 per fully paid ordinary share.

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with the ASX on 21 August 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 21 August 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of the ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means Janison Education Group Limited ACN 091 302 975.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

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

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 15 September 2023 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Rights Plan means the employee incentive scheme entitled "Janison Education Group Limited Rights Plan" for which Shareholder approval is being sought for the adoption of under Resolution 5 of this Notice of Meeting.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A –Terms of the Rights Plan

Under the rules of the Rights Plan, the Board has a discretion to offer performance rights to acquire Shares to Eligible Persons. In each case, the performance rights will be subject to service-based conditions and/or performance hurdles (**Rights**).

The terms and conditions of the Rights Plan are set out in comprehensive rules. A summary of the rules of the Rights Plan is set out below:

- The Rights Plan is open to Executive Directors, senior management, and any other employees of the Company, as determined by the Board.
- Participation in the Rights Plan is voluntary.
- The Board may determine the number of Rights to be issued under the Rights Plan to each Participant and other terms of issue of the Rights, including:
 - what service-based conditions and/or performance hurdles must be met by a Participant in order for the Rights to vest;
 - the measurement period applicable to each tranche, of Rights;
 - the fee payable (if any) to be paid by a Participant on the grant of Rights;
 - the fee payable (if any) to be paid by a Participant on the conversion of Rights;
 - the period during which a vested Rights can be converted; and
 - any forfeiture conditions or disposal restrictions applying to the Rights and any Shares that a Participant receives upon conversion of their performance rights.
- When any service-based conditions and/or performance hurdles have been satisfied, the performance rights will become vested and will be convertible to Shares.
- Each vested performance right enables the Participant to be issued or to be transferred one Share upon conversion or a cash payment to the value of the shares, or a combination of both at the Board's absolute discretion, subject to the rules governing the Rights Plan and the terms of any particular offer.
- On exercise of Rights the Board will determine in its absolute discretion whether to settle the exercised rights value in whole shares with any residual amount being forfeited, a cash payment to the Participant or a combination of shares and a cash payment to the Participant.
- The Rights Plan limits the number of Rights that the Company may grant without Shareholder approval.
- The Company may issue up to a maximum of 23,884,883 Performance Rights under the Rights Plan during the three year period following shareholder approval which represents 10% (10 percent) of the total number of issued capital of the Company as at the date of the 2023 Notice of Annual Meeting in reliance on ASX Listing Rule 7.2 (exception 13(b)). The Board may in its absolute discretion utilise the Company's capacity under ASX Listing Rule 7.1 to make an offer under the Plan if required.
- The Rights Plan will be administered by the Board but the Board may delegate administration of the Rights Plan to a committee of the Board in relation to all Participants or to the Managing Director in relation to other Participants.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Sunday, 15 October 2023**, 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:

WEBSITE: <https://automicgroup.com.au/>

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

