



**LUMOS DIAGNOSTICS HOLDINGS LIMITED**  
**ACN 630 476 970**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Thursday, 2 November 2023**

Time of Meeting:  
**9:00am (AEDT)**

Location of Meeting: Zoom Webinar  
Registration Link: [https://vistra.zoom.us/webinar/register/WN\\_uohdLaeXS6e5MKCanAp8KQ](https://vistra.zoom.us/webinar/register/WN_uohdLaeXS6e5MKCanAp8KQ)

The Meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual Meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive it by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website [www.lumosdiagnostics.com](http://www.lumosdiagnostics.com).

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# LUMOS DIAGNOSTICS HOLDINGS LIMITED

ACN 630 476 970

Registered office: Level 4, 100 Albert Road, South Melbourne VIC 3205

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that the Annual General Meeting of Shareholders of Lumos Diagnostics Holdings Limited (the “Company” or “LDX”) will be held via Zoom Webinar at 9:00am (AEDT) on Thursday, 2 November 2023 (“Annual General Meeting”, “AGM” or “Meeting”).**

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual Meeting can be attended using the following details:

**When:** Thursday, 2 November 2023 at 9:00am (AEDT)  
**Topic:** LDX Annual General Meeting

**Register in advance for this webinar:**

[https://vistra.zoom.us/webinar/register/WN\\_uohdLaeXS6e5MKCanAp8KQ](https://vistra.zoom.us/webinar/register/WN_uohdLaeXS6e5MKCanAp8KQ)

After registering, you will receive a confirmation email containing information about joining the Meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online. The Company will conduct a poll on each resolution presented at the Meeting. The Company will accept questions during the Meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to [cosec@lumosdiagnostics.com](mailto:cosec@lumosdiagnostics.com). The Company will address relevant questions during the course of the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: LDX) and on its website at <https://lumosdiagnostics.com/asx-announcements/>

# AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, including defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

## ORDINARY BUSINESS

### Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the period ended 30 June 2023.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

### Receipt of Electronic notice under the Corporations Amendment (Meetings and Documents) Act 2022

To receive and consider the electronic communications notice in accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth) (Amendment Act)*.

*Note: No resolution will be put to shareholders on this item of business.*

### 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, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2023 be adopted as described in the Explanatory Statement.”*

*Note: In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remunerations policies.*

A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.

### Resolution 2: Re-election of Lawrence Mehren as a Director of the Company

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

*“That, for the purposes of Clause 47(a) of the Constitution, Listing Rule 14.4 and for all other purposes, Lawrence Mehren, having been appointed to the Board of Directors on 16 December 2020 and who vacates the office in accordance with the Constitution of the Company, and who being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

*There are no voting exclusions on this Resolution.*

### Resolution 3: Re-election of Catherine Robson as a Director of the Company

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

*“That, for the purposes of Clause 47(a) of the Constitution, Listing Rule 14.4 and for all other purposes, Catherine Robson, having been appointed to the Board of Directors on 26 December 2020 and who vacates the office in accordance with the Constitution of the Company, and who being eligible, offers herself for re-election, be re-elected as a Director of the Company.”*

*There are no voting exclusions on this Resolution.*

#### **Resolution 4: Ratification of Prior Issue of 891,822 Unquoted Options**

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

*"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 891,822 Unquoted Options exercisable at \$0.0243, expiring 8 May 2028 in the Company on 9 May 2023 to an employee of the Company on the terms and conditions set out in the Explanatory Statement."*

*A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.*

#### **Resolution 5: Ratification of Prior Issue of 67,857,143 Ordinary Fully Paid Shares**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 67,857,143 ordinary fully paid shares in the Company on 14 July 2023 at an issue price of \$0.07 per share as described in the Explanatory Statement."*

*A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.*

#### **Resolution 6: Ratification of Prior Issue of 4,050,000 Unquoted Options**

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

*"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 4,050,000 Unquoted Options in the Company exercisable at \$0.0138, expiring 10 August 2028 to employees of the Company on the terms and conditions set out in the Explanatory Statement."*

*A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.*

#### **Resolution 7: Adoption of the Company's Amended Long Term Incentive Plan**

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

*"That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), sections 259B(2) and 260C(4) of the Corporations Act and for all other purposes Shareholders approve the amended long term incentive plan of the Company (**Plan**) and the grant of up to a maximum of 22,172,145 securities under the Plan over a period of up to three years from the date of the Meeting, on the terms and conditions set out in the Explanatory Statement."*

*A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.*

#### **SPECIAL BUSINESS:**

#### **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 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 the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 at an issue price of not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date on which the issue is made and otherwise on the terms and conditions in the Explanatory Statement."*

*There are no voting exclusions on this Resolution.*

By the order of the Board



Tracy Weimar

**Company Secretary**

Dated: 26 September 2023

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 9:00am (AEDT) Melbourne time on Tuesday, 31 October 2023. Any proxy received after that time will not be valid for the scheduled Meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the Meeting will vote undirected proxies in favour of all proposed resolutions subject of this Meeting.

## 6. Voting Exclusion Statements:

### Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the KMP voter is by the Chair of the Meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the Resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### Resolutions 2 and 3

There are no voting exclusions on these resolutions.

### Resolutions 4, 5 and 6

The Company will disregard any votes cast in favour of Resolutions 4, 5 and 6 by or on behalf of any person or any of their associates who participated in the issue or who is a counterparty to the agreement under which the Placement Shares or Unlisted Options are being ratified.

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

- (a) a person as a 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
- (b) 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

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- i) 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
  - ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 7**

The Company will disregard any votes cast in favour of any of these Resolutions by any person eligible to participate in the Company's Long Term Incentive Plan and any of their Associates:

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a) a person as a proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A further restriction also applies to Key Management Personnel and their Closely Related Parties voting undirected proxies on these Resolutions – see **Restriction on KMPs voting undirected proxies below**.

#### **Resolution 8**

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7.

### **7. Restrictions on KMPs voting undirected proxies:**

A vote must not be cast as proxy on any of Resolutions 1, 4, 5, 6 or 7 by a member of the Key Management Personnel or a Closely Related Party.

However, a person described above (a **"Restricted Voter"**) may cast a vote on behalf of a person who is not a Restricted Voter on any of Resolutions 1, 4, 5, 6 or 7 as a proxy if:

- a) The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b) The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolutions 1, 4, 5, 6 or 7, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, which is in favour of Resolutions 1, 4, 5, 6 and 7. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### **8. Special Resolutions**

Resolution 8 is a proposed special resolution. For a special resolution to be passed, at least 75% of votes validly cast on the resolution by Shareholders (by number of Shares) must be in favour of the resolution.

### **9. Enquiries**

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of Annual General Meeting of Shareholders of Lumos Diagnostics Holdings Limited ("**Notice**") for the 2023 Annual General Meeting ("**Meeting**") which will be held virtually via a webinar conferencing facility at 9:00am (AEDT) on Thursday, 2 November 2023.

The Notice incorporates, and should be read together, with this Statement.

### Receipt and consideration of Accounts & Reports

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Lumos Diagnostics Holdings Limited for the year ended 30 June 2023 at the Meeting.

A copy of the Annual Report for the financial year ended 30 June 2023 (which incorporates the Company's Financial Report, reports of the Directors (including the Remuneration Report and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website [www.lumosdiagnostics.com](http://www.lumosdiagnostics.com) or via the Company's announcement platform on ASX under the ASX code "LDX".

Except as set out in Resolution 1 (adoption of the Remuneration Report), no resolution is required on these reports.

Shareholders will be given reasonable opportunity at the Meeting to ask questions in both written and oral form and to make comments on the Financial Report, the Directors' Report, and the Auditor's Report.

### Receipt of Electronic notice under the Corporations Amendment (Meetings and Documents) Act 2022

Following changes to the Corporations Act 2001 (Cth) and *Corporations Amendment (Meetings and Documents) Act 2022 (Cth) (Amendment Act)* to facilitate electronic communications with shareholders there are new options available to Lumos shareholders as to how you receive communications from Lumos.

Lumos will no longer be sending physical Meeting documents unless you request a copy to be posted.

Lumos encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as Meeting documents and annual reports.

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 details at <http://www.computershare.com.au/easyupdate/ldx>

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

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067

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

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

## **Resolution 1: Adoption of Remuneration Report**

### ***Background***

The Directors Report for the year ended 30 June 2023 contains a Remuneration Report which sets out in detail the Company's policy for determining remuneration for Directors and other members of the Company's Key Management Personnel. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The Company's remuneration strategy is designed to provide a link between the achievement of the Company's strategic objectives and executive awards. It is designed to reward, motivate and retain the Company's executive team through market competitive remuneration and benefits, to support the continued success of the Company's businesses and ultimately to create shareholder value.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another Meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Shareholders are asked to consider and adopt the Remuneration Report for the year ended 30 June 2023.

### ***Voting Exclusion***

Refer to Note 6 for voting exclusions.

### ***Board Recommendation***

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Directors unanimously recommend that shareholders vote in favour of this Resolution to adopt the Remuneration Report.

### ***Voting Intention***

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## **Resolution 2: Re-election of Lawrence Mehren as a Director of the Company**

### ***Background***

The Constitution of the Company, Clause 47 and Listing Rule 14.5 require that at least one Director (excluding the Managing Director) must stand for election / re-election at each Annual General Meeting. A Director (excluding the Managing Director) 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 (Constitution Clause 47(b); Listing Rule 14.4).

Lawrence Mehren is retiring in accordance with these requirements and, being eligible, offers himself for re-election.



Lawrence Mehren served as President and Chief Executive Officer as well as a Director of Accelerate Diagnostics from 2012 to 2020. During his tenure, the company developed and launched its groundbreaking Accelerate Pheno™ instrument. Prior to this, Mr. Mehren was the Head of Global Business for Ventana Medical Systems and Roche Tissue Diagnostics managing its four business units. He also held various global leadership positions with Ventana including Senior Vice President of Emerging Businesses and Chief Financial Officer. Mr. Mehren was also Managing Director, Partner and Head of P&M Corporate Finance's life sciences practice.

### ***Voting Exclusions***

There are no voting exclusions on this Resolution.

### ***Board Recommendation***

The Board (with Lawrence Mehren abstaining) recommends that Shareholders vote in favour of the re-election of Lawrence Mehren. The Chair of the Meeting intends to vote undirected proxies in favour of the Resolution.

## **Resolution 3: Re-election of Catherine Robson as a Director of the Company**

### **Background**

The Constitution of the Company, Clause 47 and Listing Rule 14.5 require that at least one Director (excluding the Managing Director) must stand for election / re-election at each Annual General Meeting. A Director (excluding the Managing Director) 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 (Constitution Clause 47(b); Listing Rule 14.4).

Catherine Robson is retiring in accordance with these requirements and, being eligible, offers herself for re-election.

Catherine Robson has more than 20 years of experience in management, finance and investment. Ms Robson currently serves as a Non-Executive Director for ASX listed Equity Trustees (EQT Holdings Limited and currently Chairs the Board of its fully owned subsidiary Equity Trustees Superannuation Limited.

Ms Robson's other Board appointments include serving as a Non-Executive Director for Australia's largest customer owned bank, Newcastle Greater Mutual Group, where she Chairs the Audit Committee.

Ms. Robson holds a Master of Laws, majoring in Tax, from Melbourne University as well as a Bachelor of Laws and BA in Asian Studies from The Australian National University. She has a Graduate Diploma in Applied Finance and is a graduate of the Australian Institute of Company Directors Course.

### ***Voting Exclusions***

There are no voting exclusions on this Resolution.

### ***Board Recommendation***

The Board (with Catherine Robson abstaining) recommends that Shareholders vote in favour of the re-election of Catherine Robson. The Chair of the Meeting intends to vote undirected proxies in favour of the Resolution.

## **Resolution 4: Ratification of Prior Issue of 891,822 Unquoted Options**

The Company is seeking shareholder approval to ratify the issue of 891,822 Unquoted Options exercisable at \$0.0243, expiring 8 May 2028 in the Company on 9 May 2023 to an employee of the Company.

The 891,822 Unquoted Options form part of a total of 10,100,000 Unquoted Options that were issued to Doug Ward in accordance with his Employment Agreement and were issued without Shareholder approval from the Company's existing Placement Capacity under ASX Listing Rule 7.1. Together with the issue of other options to other employees under the Company's Long Term Incentive Plan since the last Annual General Meeting held on 30 November 2023, the options issued to Mr Ward exceeded the Company's maximum number of securities approved by shareholders at the Annual General Meeting held on 30 November 2023 by 891,822 options.

## **ASX Listing Rules**

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 if the issue did not breach ASX Listing Rules 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain flexibility to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If this Resolution is approved, the prior issue of 891,822 Unquoted Options will be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 891,822 Unquoted Options counting towards the 15% threshold for purposes of ASX Listing Rule 7.1.

If this Resolution is not approved, the prior issue of 891,822 Unquoted Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 891,822 Unquoted Options as counting towards the 15% threshold for purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Unquoted Options were issued to Doug Ward, Chief Executive Officer.
- b) the total number of Unquoted Options in the Company that were issued is 10,100,000, of which 891,822 Unquoted Options were issued without Shareholder approval from the Company's existing Placement Capacity under ASX Listing Rule 7.1.
- c) a summary of the terms of the Unquoted Options are as follows:
  - exercisable at \$0.0243 (24.3 cents) expiring on 8 May 2028;
  - each Unquoted Option is exercisable into one (1) fully paid ordinary share in the Company.
  - The Options are to vest over two years from grant date, 50% of the Options will vest 12 months from the grant date with the remaining vesting pro-rata calculated daily thereafter (100% vested within 24 months).
- d) the Unquoted Options were issued on 9 May 2023, and
- e) the Unquoted Options were issued for Nil consideration.
- f) the Unquoted Options were issued in accordance with Doug Ward's employment agreement.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### **Resolution 5: Ratification of prior issue of Shares**

The Company is seeking shareholder approval to ratify the prior issue of 67,857,143 Shares on 14 July 2023 at an issue price of \$0.07 per Share in accordance with the Company's Placement as announced on 10 July 2023.

The Shares were issued without shareholder approval from the Company's existing Placement Capacity under ASX Listing Rule 7.1.

### **ASX Listing Rules**

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 if the issue did not breach ASX Listing Rules 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain flexibility 22,176,145 to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 5 is passed, the issue of the 67,857,143 Shares will be **excluded** in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months period following the Issue Date.

If Resolution 5 is not passed, the issue of 67,857,143 Shares will be **included** in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months period following the Issue Date.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Shares were issued to institutional investors, who are clients of the Company's professional advisors.
- b) the number and class of securities issues was 67,857,143 ordinary fully paid shares.
- c) the Shares were issued on 14 July 2023.
- d) the Shares were issued at an issue price of \$0.07 per share;
- e) the purpose of the issue is used the capital raised to buyback outstanding convertible notes and provide general working capital.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### **Resolution 6: Ratification of Prior Issue of 4,050,000 Unquoted Options**

The Company is seeking shareholder approval to ratify the issue of 4,050,000 Unquoted Options exercisable at \$0.0138, expiring 10 August 2028 in the Company on 11 August 2023 and 7 September 2023 to employees of the Company on the terms and conditions set out in the Company's Long Term Incentive Plan.

The 4,050,000 Unquoted Options were issued without Shareholder approval from the Company's existing Placement Capacity under ASX Listing Rule 7.1.

### **ASX Listing Rules**

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 if the issue did not breach ASX Listing Rules 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain flexibility to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If this Resolution is approved, the prior issue of 4,050,000 Unquoted Options will be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 4,050,000 Unquoted Options counting towards the 15% threshold for purposes of ASX Listing Rule 7.1.

If this Resolution is not approved, the prior issue of 4,050,000 Unquoted Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 4,050,000 Unquoted Options as counting towards the 15% threshold for purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Unquoted Options were issued to employees of the Company under the company's Long Term Incentive Plan.
- b) the total number of Unquoted Options in the Company that were issued was 4,050,000.
- c) a summary of the terms of the Unquoted Options are as follows:
  - exercisable at \$0.0138 (1.38 cents) expiring on 10 August 2028;
  - each Unquoted Option is exercisable into one (1) Share in the Company;
  - the options will vest over two years from grant date, 50% of the Options will vest 12 months from the grant date with the remaining vesting pro-rata calculated daily thereafter (100% vested within 24 months)
- d) the Unquoted Options were issued on 11 August 2023 and 7 September 2023, and
- e) the Unquoted Options were issued for Nil consideration.
- f) the purpose of the issue is to incentivise and retain employees to promote their long term success and to align the interests of employees with the interests of Shareholders.

## Voting Exclusions

Refer to Note 6 for voting exclusions.

## Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## Resolution 7: Adoption of the Company's Amended Long Term Incentive Plan

In October 2022 the Company refreshed its Long Term Incentive Plan ("LTIP"). The Board is committed to incentivising and retaining the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

On 1 October 2022, amendments to the Corporations Act commenced, simplifying the process for incentivising participants under employee share schemes (**ESS**). Division 1A was introduced into Part 7.12 of the Corporations Act, providing a new regime for the making of offers in connection with an ESS (**New Regime**). This regime replaces the relief previously afforded by ASIC Class Order 14/1000 (**Class Order**).

To ensure that the Company's LTIP complies with the New Regime, the Company will adopt, subject to Shareholder approval, the amended LTIP (**Plan**) which reflects the changes implemented by the New Regime and provides participants with the election to utilise a 'cashless exercise' mechanism upon the exercise of Options.

Resolution 7 seeks Shareholder approval for the adoption of the Plan in accordance with Listing Rule 7.2 exception 13(b).

The Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2. A copy of the Plan will be provided without charge to shareholders on request.

## Key changes between the Class Order and New Regime

The following table summarises the key changes implemented by the New Regime. These changes are reflected in the Plan.

	Position under the Class Order	Position under the New Regime
<b>Disclosure obligations</b>	<p>The Class Order mandates certain information that must be provided to ESS participants.</p> <p>There is no difference between the disclosure requirements where ESS interests are offered for monetary consideration or for no monetary consideration.</p>	<p><b>If the offer of ESS interests is for no monetary consideration:</b> There are no prescribed disclosure obligations, other than a statement that the offer is made under Division 1A.</p> <p><b>If the offer of ESS interests is for monetary consideration:</b></p> <ul style="list-style-type: none"><li>• Certain prescribed disclosure requirements apply. These disclosure requirements are similar (although different) to the current disclosure requirements under the Class Order.</li><li>• The participant cannot acquire the ESS interests until 14 days after receiving the above disclosure. This mandates a waiting period ensuring a participant has time to consider their decision and seek legal financial advice.</li><li>• Any associated trust, contribution plan and loan arrangement will need to comply with specified requirements.</li></ul>

Cont..	Position under the Class Order	Position under the New Regime
<b>Eligible participants</b>	<ul style="list-style-type: none"> <li>• Directors;</li> <li>• Full-time and part-time employees;</li> <li>• Casual employees and contractors, provided they work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the entity.</li> </ul>	<ul style="list-style-type: none"> <li>• Directors;</li> <li>• Full-time and part-time employees;</li> <li>• Any service providers to the entity (with no minimum requirement of hours of service provided);</li> <li>• Certain 'related persons' to the above.</li> </ul>
<b>5% limit</b>	The maximum number of ESS interests that can be issued under the Class Order relief over a three-year period is 5% of the issued share capital.	<p><b>If the offer of ESS interests is for no monetary consideration:</b> There is no limit on the number of such ESS interests that may be issued.</p> <p><b>If the offer of ESS interests is for monetary consideration:</b> The number of ESS interests issued over a three-year period (as a result of offers both received in this jurisdiction and made in connection with an ESS) must not exceed 5% of the issued share capital. Entities may specify a different issue cap in their constitution.</p>
<b>Suspension</b>	For the Class Order relief to be available, the entity's shares must not have been suspended for more than 5 days over the previous 12 months.	The new regime permits an entity to offer ESS interests regardless of any suspension to the trading of its shares.
<b>ASIC involvement</b>	A 'Notice of Reliance' must be submitted to ASIC to rely on the Class Order relief.	<p>There are no ASIC lodgement requirements.</p> <p>ASIC has the power to require the provision of documents necessary in order to form an opinion about whether the regime has been complied with.</p> <p>ASIC has also been given express enforcement powers including the ability to issue 'stop orders'.</p>
<b>Criminal offences</b>	N/A	New ESS related criminal offences have been introduced regarding certain misleading or deceptive statements or omissions.

## ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 exception 13(b) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years after shareholder approval of the scheme. The Company therefore seeks approval of the Plan under ASX Listing Rule 7.2 Exception 13(b) so that issues of securities under the Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

If shareholder approval is not obtained for Resolution 7, the Company will continue to operate the Plan but the Board will not have access to the flexibility afforded by ASX Listing Rule 7.2 Exception 13(b) as outlined above. Instead, the Board will have to utilize the Company's 15% placement capacity in any twelve (12) month period to issue securities under the Plan. This will impair the Company's flexibility to use that 15% placement capacity for other purposes (e.g. for future capital raisings or to fund acquisitions).

## **Corporations Act**

Approval is also sought for the purposes of sections 259B and 260C of the Corporations Act 2001 (Cth).

The Plan provides for the Company to take security over shares issued under the Plan, and to place restrictions on transfer and voting which may also constitute taking security over its own shares. Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself except as permitted by the Corporations Act. Section 259B(2) provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general Meeting.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general Meeting. The Plan provides that the Company may make loans in respect of shares or other securities issued or to be acquired under the Plan and/or acquire shares or other securities to be held on trust for eligible participants. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities.

### **Information required for Listing Rule 7.2, exception 13(b)**

Listing Rule 7.2, exception 13(b) requires the following information to be provided to shareholders:

#### Unquoted Options already issued

Since the Company's refresh of its LTIP in October 2022 the Company has issued 15,286,822 Unquoted Options under the LTIP. Since the Company's listing in July 2021, a total of 5,823,060 Unquoted Options issued under the LTIP have been cancelled, lapsed or expired since being issued and no Unquoted Options issued under the LTIP have to date been exercised. Currently there are 35,870,224 Unquoted Options on issue pursuant to the LTIP.

#### Performance Rights already issued

Since the Company's refresh of its LTIP in October 2022 the Company has not issued any Performance Rights under the LTIP.

#### Maximum number of Equity Securities to be issued under the Plan

Approval is sought to issue up to 22,172,145 Equity Securities as an exception to Listing Rule 7.2. Any additional issues under the Plan above that number would require further shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities under the plan to eligible participants over a period of 3 years. The issue of any Equity Securities to eligible participants under the Plan (up to the maximum number of 22,172,145 Equity Securities) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Equity Securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the twelve (12) month period following the issue of the Equity Securities.

A summary of the terms of the Plan are set out in Annexure A.

### **Board Recommendation**

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the shareholders in respect of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### **Voting Exclusions**

Refer to Note 6 for voting exclusions.

## Resolution 8: Approval of 10% Placement Facility

### Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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, at the date of this Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of the Resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below) and the Company will be able to issue Equity Securities from the 10% Placement Facility, as noted below, without any further shareholder approval.

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

If Shareholders do not approve this Resolution, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

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

### Description of 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. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### (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 and must be issued for cash consideration.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities; Fully Paid Ordinary Shares and Unquoted Options.

#### (c) Formula for calculating 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 at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

(A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;

- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - (i) the agreement was entered into before the commencement of the relevant period; or
  - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

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

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

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

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

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

### **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 2 November 2023 and expires on the first to occur of the following:
  - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 2 November 2024;
  - (ii) the time and date of the Company's next Annual General Meeting;
  - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Being the 10% Placement Period.

- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's 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 by the Company and the recipient of the securities; 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.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:



- (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
  - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this Resolution 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. Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (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 Annual General 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.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 22 September 2023 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- 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 Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.05 50% decrease in Issue Price	\$0.10 Issue Price	\$0.20 100% increase in Issue Price
<b>Current Variable A</b> 443,442,901 Shares	<b>10% Voting Dilution</b>	44,344,290 Shares		
	<b>Funds raised</b>	\$2,217,215	\$4,434,429	\$8,868,858
<b>50% increase in current Variable A</b> 665,164,352 Shares	<b>10% Voting Dilution</b>	66,516,435 Shares		
	<b>Funds raised</b>	\$3,325,822	\$6,651,644	\$13,303,287
<b>100% increase in current Variable A</b> 886,885,802 Shares	<b>10% Voting Dilution</b>	88,688,580 Shares		
	<b>Funds raised</b>	\$4,434,429	\$8,868,858	\$17,737,716

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - The Current Share Price is \$0.10 (1 cents), being the closing price of the Shares on ASX on 22 September 2023.
- (e) 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 relevant 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 issues or other issues 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).
- Any allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (f) Information about equity securities issued under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting:
- (i) the Company has not issued, or agreed to issue, any Equity Securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting;
  - (ii) the Company has not agreed, before the 12-month period preceding the date of the Meeting, to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

### ***Board Recommendation***

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### ***Voting Exclusions***

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

**Annual Report** means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the period ended 30 June 2023;

“**Associate**” has the meaning given to that term in the Listing Rules;

“**ASX**” means ASX Limited ABN 66 630 476 970 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Standard Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company, or LDX**” means Lumos Diagnostics Holdings Limited ACN 630 476 970;

“**Company Secretary**” means an officer of the Company;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means 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;

“**KMP Voter**” means Key Management Personnel or a Closely Related Party of such a member;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting, or AGM**” has the meaning given in the introductory paragraph of the Notice;

“**Long Term Incentive Plan**” or “the **Plan**” or “**LTIP**” means the Company’s Incentive Plan as announced on to the ASX on 1 July 2021;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Participant**” means any of the Full-time and part-time employees and Non-executive Directors of Lumos and any other person that the Directors determine is eligible to receive awards under the Long Term Incentive Plan;

“**Plan**” means the amended Long Term Incentive Plan of the Company;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Placement Capacity**” means 15% capacity under Listing Rule 7.1;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Lumos Diagnostics Holdings Limited for the financial period ended 30 June 2023 and which is set out in the June 2023 Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**Unquoted Options**” means options that are not listed on the ASX; and

“**VWAP**” means volume weighted average price.

**ANNEXURE A –Terms of the Amended Long Term Incentive Plan (Lumos LTIP)**

Term	Description
<b>Administration</b>	The Lumos LTIP will be administered by the Board.
<b>Eligibility</b>	Full-time and part-time employees and Non-executive Directors of Lumos and any other person that the Directors determine is eligible to receive awards under the Lumos LTIP.
<b>Awards</b>	<p>The Lumos LTIP provides Lumos with flexibility to grant the following types of awards:</p> <ul style="list-style-type: none"> <li>options to subscribe for Shares, including, for participants who are subject to the U.S. Internal Revenue Code (<b>Code</b>), options that qualify as incentive stock options (within the meaning of Section 422 of the Code) or options that do not so qualify (each an <b>Option</b>);</li> <li>rights to be paid a cash amount determined by the price of Shares at a specified time or the movement in price over a period of time (<b>Incentive Rights</b>);</li> <li>ability to subscribe for Shares that are subject to restrictions, including on transfer, until specified conditions are satisfied (<b>Restricted Shares</b>); or</li> <li>rights to receive Shares or cash, based on specified performance factors (<b>Performance Rights</b>), (together <b>Awards</b>).</li> </ul>
<b>Shares</b>	Shares issuable under the Lumos LTIP may be newly issued Shares or already issued Shares acquired and held (except in the case of participants who are citizens or residents of the United States of America or otherwise subject to the Code (U.S. Participants)) by an employee benefit trust established by Lumos. Up to 15% of the Shares on issue at the date of adoption of the Lumos LTIP may be issued pursuant to awards granted to U.S. Participants under the Lumos LTIP, all of which may be issued pursuant to incentive stock options (within the meaning of Section 422 of the Code).
<b>Conditions</b>	<p>The Board will determine the terms and conditions of each award, including:</p> <ul style="list-style-type: none"> <li>the type of Award;</li> <li>the number or value of Shares or other consideration subject to the Award;</li> <li>if the Award is an Option, the exercise price of the Option, or if it is any other type of Award, the purchase price (if any) payable for the Shares under the Award (except that, in the case of an Option granted to a U.S. Participant, the exercise price may never be lower than the fair market value on the date of grant); and</li> <li>any vesting conditions, including service and/or performance conditions. The terms and conditions of each award will be set out in an award agreement.</li> </ul> <p>Options that are intended to qualify as incentive stock options (within the meaning of Section 422 of the Code) will have terms and conditions that satisfy the requirements of Section 422 of the Code.</p>
<b>Exercise price or Purchase price</b>	<p>The exercise price or purchase price will be determined by the Board (except that, in the case of an Option granted to a U.S. Participant, the exercise price may never be lower than the fair market value of a Share on the date of grant).</p> <p>In the case of an Option intended to qualify as an incentive stock option (within the meaning of Section 422 of the Code) granted to a U.S. Participant who owns Shares representing more than 10% of the total combined voting power of all classes of shares of Lumos or any parent or subsidiary (<b>Ten Percent Shareholder</b>), the exercise price must be at least 110% of the fair market value of a Share on the date of grant.</p>

**Vesting and exercise**

Options will become exercisable when the applicable vesting conditions have been satisfied. The exercise of an Option may only be effected in a form and manner specified in the invitation or as otherwise determined by the Board. On exercise of an Option, and subject to a cashless exercise of Options or cash equivalent payments (see below), the participant must pay the exercise price for that Option.

Incentive Rights and Performance Rights will vest and be settled by the delivery of Shares (or, where applicable, cash) when the applicable vesting or performance conditions have been satisfied.

Restricted Shares will cease to be restricted when the applicable vesting conditions have been satisfied in accordance with the award agreement.

At the time of exercise of the Options, and subject to Board approval, the participant may elect not to be required to provide payment of the exercise price for the specified number of Options, but that on exercise of those Options the Company will transfer or issue to the participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 10 trading days immediately preceding that given date, or any other calculation as determined by the Board.

Unless the terms of an invitation provide otherwise, the Board may determine that the exercise of an Option or the vesting of a Performance Right will be satisfied by the Company making a cash payment to the participant in lieu of an allocation of Shares. The Board may determine that some or all of a participant's Options or Performance Rights will be settled in this manner

**Maximum Number**

The Company must not make an offer of Securities under the Lumos LTIP in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- the total number of Shares that may be issued or acquired upon exercise of the convertible securities offered; plus
- the total number of Shares issued or that may be issued as a result of offers that were both received in this jurisdiction (as defined in section 9 of the Corporations Act) and made in connection with an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

The maximum number of Equity Securities proposed to be issued under the Lumos LTIP for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Lumos LTIP without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of Equity Securities under the Lumos LTIP to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

<b>Lapsing and forfeiture</b>	<p>An Option will lapse on the date specified in the grant (or three years after vesting if not specified), or any earlier date specified in the award agreement (for example, upon failure to satisfy a vesting condition). However, an Option granted to a U.S. Participant who is also a California resident may not have an expiration date earlier than the 10th anniversary of the date of grant. An Option intended to qualify as an incentive stock option (within the meaning of Section 422 of the Code) may not have an expiration date later than the 10th anniversary of the date of grant, and such an Option granted to a Ten Percent Shareholder may not have an expiration date later than the 5th anniversary of the date of grant.</p> <p>Restricted Shares will become subject to forfeiture or compulsory transfer, and Incentive Rights and Performance Rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).</p>
<b>Dealing Restrictions</b>	A participant may not dispose of an award in any manner, other than on his or her death or if permitted by Lumos or under an award transfer program approved by Lumos that permits transfers in specified circumstances.
<b>Leaver</b>	<p>The Board may specify in the terms of an invitation or make a determination as to how an participant's Awards will be treated on the occurrence of the participant ceasing to be an eligible participant for the purposes of the Lumos LTIP. Applicable treatment may include:</p> <ul style="list-style-type: none"> <li>• vesting on the cessation date;</li> <li>• options only be exercisable within a specified period; or</li> <li>• lapse or forfeit of the Awards.</li> </ul>
<b>Change of control</b>	<p>Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event), the Board may determine, subject to the ASX Listing Rules, with respect to each award, that:</p> <ul style="list-style-type: none"> <li>• Awards, to the extent not fully vested, will become vested and exercisable in full or in part;</li> <li>• Options may be exercised within a specific period only, otherwise they will lapse;</li> <li>• disposal restrictions or any other terms which apply to the Awards cease to apply; or</li> <li>• Lumos, on behalf of the employee, will direct the trustee to transfer trust shares into the employee's name.</li> </ul>
<b>Award adjustments</b>	<p>In order to minimise material advantage or disadvantage to a participant resulting from a variation in Lumos' issued share capital, before the delivery of Shares or payment to a participant, Lumos may, subject to the ASX Listing Rules, appropriately and proportionately adjust the exercise price and/or number and/or class of Shares subject to each outstanding Option or Award, provided that the exercise price or purchase price of any Share may not be less than the nominal value of a Share, and a fraction of a Share will not be issued.</p> <p>For Options granted to U.S. Participants who are residents of the State of California, a proportionate adjustment shall be made to the number of shares purchasable and the Exercise Price thereof under any Option granted pursuant to the Plan in the event of a stock split, reverse stock split, stock dividend, recapitalisation, combination, reclassification or other distribution of or on the Shares without the receipt of consideration by Lumos.</p>
<b>Amendments</b>	<p>Subject to the following paragraph, the Board may at any time by resolution amend all or any of the provisions of the Lumos LTIP, including (without limitation) the terms or conditions of any Awards granted under the Lumos LTIP and determine that any amendments to the Lumos LTIP be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to the provisions of the Lumos LTIP may be made without consent or approval of more than 50% of the participants holding Awards where the amendment adversely affects the existing rights of the participants in respect of any granted Awards (excluding permitted amendments).</p>
<b>ASX Listing Rule</b>	The Lumos LTIP and awards made under it are always subject to the ASX Listing Rules and applicable law.



**Lumos Diagnostics Holdings Limited**  
ABN 66 630 476 970

## Need assistance?



**Phone:**

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

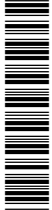


**Online:**

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

LDX

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



## Lumos Diagnostics Holdings Limited Annual General Meeting

The Lumos Diagnostics Holdings Limited Annual General Meeting will be held on Thursday, 2 November 2023 at 9:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Tuesday, 31 October 2023.



### ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit [https://vistra.zoom.us/webinar/register/WN\\_uohdLaeXS6e5MKCanAp8KQ](https://vistra.zoom.us/webinar/register/WN_uohdLaeXS6e5MKCanAp8KQ)

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





**Lumos Diagnostics Holdings Limited**  
ABN 66 630 476 970

LDX

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+61 3 9415 4000 (outside Australia)



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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Tuesday, 31 October 2023.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



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

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

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



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



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lumos Diagnostics Holdings Limited hereby appoint

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lumos Diagnostics Holdings Limited to be held as a virtual meeting on Thursday, 2 November 2023 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2

Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Lawrence Mehren as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Catherine Robson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of 891,822 Unquoted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue of 67,857,143 Ordinary Fully Paid Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Prior Issue of 4,050,000 Unquoted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Adoption of the Company's Amended Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

Mobile Number

Email Address

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