



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM or meeting) of Reckon Limited ACN 003 348 730 (Reckon or the Company) will be held at the registered office of the Company at **Level 2, 100 Pacific Highway, North Sydney, NSW, 2060** on **Friday 24 May 2024** at **10:00am (AEST)**.

This Notice of Meeting should be read in its entirety.

If it becomes necessary or appropriate to make alternative or supplementary arrangements for holding or conducting the meeting, shareholders will be given as much notice as possible. Information relating to alternate arrangements will be communicated to shareholders by way of an announcement on the ASX announcement platform and the Reckon Limited website.

General Business

Item 1 - Consideration of Reports and Statements

To receive and consider the Annual Financial Report for the financial year ended 31 December 2023, the Directors' Report for that year and the Independent Audit Report.

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

Pursuant to the Corporations Act, Shareholders as a whole 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 this item.

Item 2 — Resolution for the re-election of Philip Hayman as a director

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

"That Philip Hayman be re-elected as a Director and hold office in accordance with the Company's Constitution and ASX Listing Rule 14.4."

Item 3 — Non-binding vote to adopt Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) 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 31 December 2023."

This resolution is advisory only and does not bind the Company or the directors.

Note: Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act 2001 (Cth). Restrictions apply to votes unless exceptions apply, which are detailed on page 5 of this Notice of Meeting.

By Order of the Board.



Tom Rowe
Company Secretary
22 April 2024

HOW TO VOTE

Eligibility to attend & vote

In accordance with the *Corporations Act 2001* (Cth) (“Corporations Act”) and Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **19.00 (AEST) on Wednesday, 22 May 2024.**

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

Proxies

A member entitled to vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. A proxy need not be a member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and does not specify the proportion or number which each proxy is to exercise, then each proxy may exercise half of the votes for which the proxies are appointed.

Appointment of Proxy & Lodgment

If you receive this Notice of Meeting by mail, a Proxy Form is enclosed.

To be effective the Proxy Form (and the original, or a certified copy, of the power of attorney or other instrument under which the document appointing the proxy is signed or executed) must be received by the Company at least 48 hours before the meeting, i.e. by 10.00 (AEST) on Wednesday, 22 May 2024.

The documents should be delivered to the Company at:

Computershare
GPO Box 242

If you appoint a proxy, you may still attend the meeting. However, your proxy’s right to speak and to vote are suspended while you are present.

Proxy voting by Key Management Personnel (KMP)

If you appoint a member of the Company’s KMP or one of their closely related parties as your proxy, they will not be able to cast your votes on Item 3, unless you direct them how to vote, or the Chairman of the Meeting is your proxy.

If you wish to appoint the Chairman of the Meeting as your nominated proxy, please place a mark in the relevant box on the proxy form.

If the Chairman of the Meeting is appointed as your proxy or becomes your proxy by default, by completing and submitting the proxy form you acknowledge and give express instructions that the Chairman of the Meeting may exercise your proxy as the Chairman of the Meeting decides, even though Item 3 (Remuneration Report) is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Melbourne VIC 3001
Fax: 61 3 9473 2555.

Or

If you receive this Notice of Meeting electronically, you can complete your form of appointment of proxy online at www.investorvote.com.au by following the instructions.

If you receive this Notice of Meeting by mail, you may also complete your form of appointment of proxy online at www.investorvote.com.au by following the instructions.

Voting Exclusions

<p>Item 3 – Non-binding vote to adopt Remuneration Report</p>	<p>In accordance with the Corporations Act, the Company will disregard any votes cast on Item 3:</p> <ul style="list-style-type: none">• by or on behalf of a member of the Company's Key Management Personnel (including the Directors), named in the Remuneration Report, or any of their Closely Related Parties regardless of the capacity in which the vote is cast; or• as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties. <p>However, the Company need not disregard a vote on Item 3 if it is cast as proxy for a person entitled to vote on Item 3:</p> <ul style="list-style-type: none">(a) in accordance with a direction in the Proxy Form; or(b) by the Chairman of the Meeting pursuant to an express authorisation in the Proxy Form to vote as the proxy decides, even though Item 3 is connected with the remuneration of the Company's Key Management Personnel.
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Corporate Representative

A representative of a company attending the meeting must present at the meeting satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company.

EXPLANATORY NOTES

These Explanatory Notes provide additional information on matters to be considered at the AGM. The Explanatory Notes and How to Vote section above form part of this Notice of Meeting.

General Business

Item 1 Annual Financial Report

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the Annual Financial Report and the Reports of the Directors and of the Auditors to be laid before the Annual General Meeting.

Shareholders may view the Company Annual Financial Report on the Company’s website at <https://www.reckon.com/au/investors>.

Neither the Corporations Act nor the Company’s Constitution requires a vote of shareholders at the Annual General Meeting on such Reports or Statements. However, shareholders as a whole will be given a reasonable opportunity at the meeting to raise questions on the reports and statements, and also, to make comments on the management and performance of the Company.

The Company’s auditors will also be present to answer any questions. 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.

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 at cosec@reckon.com.

Please note that all written questions to the Auditor must be received at least five business days before the Meeting, which is Wednesday, 1 May 2023.

Please note that individual responses will not be sent to shareholders.

Item 2: Resolution for the re-election of Philip Hayman as a director

Pursuant to Clause 13.2 of the Company’s Constitution, Philip Hayman retires by rotation as Director of the Company. Being eligible, he offers himself for re-election.

Phil was one of the co-founders of Reckon in 1987 alongside Greg Wilkinson. In the early days of Reckon he served as the company CFO and Head of Logistics. He resigned from Reckon in 2004 but retained his interest in the Company through his shareholding. Phil rejoined the Board on 1 July 2018.

Phil has had varied general entrepreneurial and commercial experience through his investments in companies in start-up and first round capital raising phases. He is presently a director of an unlisted public company with manufacturing interests in China and sales in Australia and New Zealand.

Phil is an independent Director and Chair of the Audit & Risk Management Committee. He is also a member of the Remuneration & Nomination Committee.

Phil was last re-elected to the Board at the AGM on 26 May 2021.

The Directors (excluding Mr Hayman) unanimously recommend that shareholders vote in favour of Item 2.

Item 3: Non-binding vote to adopt 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. However, the board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

The Remuneration Report is set out on pages 14 to 36 of the Annual Financial Report which is also available on Reckon's website.

The Remuneration Report sets out the policies for the remuneration of directors and Key Management

Personnel. It also sets out required disclosures relating to the types and amounts of remuneration paid to directors and senior executives. An opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

As Item 3 relates to matters including the remuneration of the directors, the board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding this resolution.

GLOSSARY

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 31 December 2022 as lodged by the Company with ASX on 28 March 2024.

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.

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 BDO Audit Pty Ltd dated 28 March 2024 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 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 Reckon Limited ACN 003 348 730.

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 Notes means the explanatory notes accompanying and forming part of this Notice of Meeting.

Key Management Personnel or **KMP** means the 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 8 April 2024 including the Explanatory Notes.

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.

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.

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.



Reckon[®]

ABN 14 003 348 730

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Wednesday, 22 May 2024.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 183646

SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Reckon 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 Reckon Limited to be held at Level 2, 100 Pacific Highway, North Sydney, NSW, 2060 on Friday, 24 May 2024 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 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
Item 2	Resolution for the re-election of Philip Hayman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Non-binding vote to adopt Remuneration Report	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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