



ASX ANNOUNCEMENT

24 April 2024

2024 General Meeting Letter of Access, Notice of Meeting and Proxy

BRISBANE, Australia: XPON Technologies Group Limited (ASX: XPN) ("**XPON**" or the "**Company**") attaches the following documents in relation to its General Meeting:

- 2024 Notice of General Meeting;
- Letter of Access; and
- Proxy Form.

This announcement has been authorised for release by the Board of XPON Technologies Group Limited.
-ENDS-

For further information, please contact:

Investors

Lisa Young

1300 400 371

investors@xpon.ai

About XPON Technologies Group Limited (ASX: XPN)

XPON Technologies Group Limited is a leading AI marketing technology and cloud business. We simplify complex marketing challenges, helping businesses achieve superior engagement with their customers. At the heart of our approach is the integration of data and AI, which powers our tools to predict consumer behaviour, automate marketing processes, and drive effective, data-driven decisions.



Notice of Extraordinary General Meeting

XPON Technologies Group Limited ACN 635 810 258

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
PLEASE READ IT CAREFULLY**

Notice of Extraordinary General Meeting

XPON Technologies Group Limited ACN 635 810 258

Notice is given that the Extraordinary General Meeting (**EGM** or **Meeting**) of XPON Technologies Group Limited ACN 635 810 258 (**Company**) will be held:

Location	Virtually (online) by Zoom conference
Date	Friday, 24 May 2024
Time	10:00 am (AEST) Registration from 9:45 am (AEST)

Zoom meeting details

The EGM will be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the EGM, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

All Shareholders have the opportunity to attend and participate in the Meeting online via internet connection (using a computer, laptop, tablet or smartphone).

Shareholders attending the EGM

To participate in the virtual EGM, Shareholders should follow the instructions below:

1. Open your internet browser and go to <https://investor.automic.com.au/#/home> at least 15 minutes prior to the commencement of the meeting
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the hybrid meeting
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left hand menu bar to access registration.
4. Click on "Register" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the hybrid meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" in the Automic portal to be taken to the voting screen
7. Select your voting direction and click "confirm" to submit your vote. You cannot amend your vote after it has been submitted.

Visitors attending the EGM

Visitors may attend the virtual meeting via pre-registration at:

https://us02web.zoom.us/webinar/register/WN_1ehUqMScRt2Fqio_VSH_mw

After registering, you will receive a confirmation email containing information about joining the Meeting.

For further details and instructions, please see the online meeting guide at the rear of this document and located on the Company's website containing details on attending and voting at the EGM.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

Shareholder Questions

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or make comments on, the Meeting, the Company's management or the Company itself.

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary, XPON Technologies Group Ltd by Friday, 17 May 2024 via post at Office 02-115, 310 Edward Street, Brisbane, QLD 4000 or by email at investors@xpon.ai with subject 'XPON EGM 2024'.

Special Business

Resolution 1 – Ratification of prior issue of Convertible Notes

To consider and, if in favour, to pass the following as an ordinary resolution:

- 1 *'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 45,000,000 Convertible Notes to sophisticated and professional investors under the Convertible Note Deed, as detailed in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Warrants

To consider and, if in favour, to pass the following as an ordinary resolution:

- 2 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 22,500,000 Warrants to sophisticated and professional investors that subscribed for Convertible Notes under the Convertible Note Deed, on the terms set out in the Explanatory Memorandum.'*

Note: Voting exclusions apply.

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 24 April 2024

By order of the Board

Sally Greenwood

Joint Company Secretary

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions by or on behalf of:

Resolution 1 – Ratification of prior issue of Convertible Notes	a person who participated in the issue or is a counterparty to the Convertible Note Deed, or any associate of those persons.
Resolution 2 – Approval to issue Warrants	a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associate of that person.

However, the above voting exclusion statements will not apply to a vote cast in favour of the resolutions by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the chair to vote on the resolutions 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 resolutions; and
 - (ii) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Automic, GPO Box 5193, Sydney NSW 2001as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://investor.automic.com.au/#/loginsah> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10.00 am (AEST) on Wednesday, 22 May 2024 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the meeting are those who are registered Shareholders at 7.00 pm (AEST) on Wednesday, 22 May 2024.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) during business hours.

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of EGM of the Company to be held online by Zoom on Friday, 24 May 2024 at 10:00am (AEST).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Background

- 1 As announced to the ASX on 26 February 2024, the Company secured commitments from sophisticated and professional investors (**Noteholders**) to raise \$1.125 million via the issue of 45,000,000 secured convertible notes (**Convertible Notes**). The Company also agreed to grant one free warrant for every two Convertible Notes for an aggregate of 22,500,000 warrants, subject to shareholder approval (**Warrants**).
- 2 The terms of the Convertible Notes and Warrants are documented in the redeemable convertible note deed poll entered into by the Company on or about 20 February 2024 (**Convertible Note Deed**). The issue of the Convertible Notes fell within the Company's existing placement capacity under Listing Rule 7.1.
- 3 In accordance with the Convertible Note Deed:
 - (a) The Convertible Notes have a 12month maturity date with the ability to extend by a further six months at the Noteholders' discretion (**Maturity Date**).
 - (b) The key terms of conversion are as follows:
 - (i) one Convertible Note will convert into one fully paid ordinary Share (subject to usual adjustments in accordance with the Listing Rules);
 - (ii) the face value is \$0.025 per Convertible Note (**Face Value**); and
 - (iii) on the Maturity Date, unless previously converted, the Convertible Notes will become repayable at:
 - (A) 140%, if Shareholder approval is obtained for the Warrants; or
 - (B) 150%, if Shareholder approval is not obtained for the Warrants,plus any accrued but unpaid interest.
 - (c) Simple interest is payable on the Face Value of the Notes quarterly in arrears until conversion or repayment of the Convertible Notes.
 - (d) The Convertible Notes are secured.
 - (e) The Company must issue the Warrants within 90 days of the Convertible Note Deed execution date, subject to Shareholder approval. The Warrants will be issued for nil consideration exercisable immediately from the issue date at a 15% discount to the 15-day VWAP immediately prior to the exercise of the Warrant(s) and expiring 31 January 2026. The Warrant terms are set out in Schedule 1.

- 4 Funds raised from the issue of the Convertible Notes will strengthen the Company's balance sheet and support general working capital. Further details of the key terms of the Convertible Note Deed are set out in Schedule 2.

Resolution 1 – Ratification of prior issue of Convertible Notes

- 5 The purpose of Resolution 1 is for Shareholders to approve, under Listing Rule 7.4 and for all other purposes, the previous issue of Convertible Notes to the Noteholders.

Listing Rule 7.1

- 6 Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 7 The issue of the 45,000,000 Convertible Notes does not fall within any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval for the 12-month period following the issue date.
- 8 Listing Rule 7.4 provides that where Shareholders subsequently approve an issue of securities, the issue will be treated as having been approved under Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 9 The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issuances under Listing Rule 7.1. Resolution 1 therefore proposes the ratification of the issuance of Convertible Notes for the purpose of satisfying the requirements of Listing Rule 7.4.

Technical information required by Listing Rule 14.1A

- 10 If Resolution 1 is passed, the issue of the Convertible Notes will no longer utilise a portion of the Company's 15% capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.
- 11 If Resolution 1 is not passed, the Company's ability to raise additional equity funds over the next 12-months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 12 In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the Convertible Notes, being 45,000,000 convertible notes, have been issued to the Noteholders in accordance with the terms of the Convertible Note Deed;
 - (b) the Convertible Notes were issued at a price of \$0.025 per Convertible Note;
 - (c) the Convertible Notes were issued on 26 February 2024;
 - (d) the material terms of the Convertible Notes have been summarised in paragraphs 1 to 4 above and further in Schedule 1; and

- (e) the Convertible Notes were issued in consideration for the Company raising \$1.125 million.

Directors' recommendation

- 13 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Warrants

- 14 The purpose of Resolution 2 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of Warrants to the Noteholders on the basis of one free-attaching Warrant for every two Convertible Notes subscribed for, and that one Warrant is exercisable into one fully paid ordinary Share.
- 15 As described above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 16 The issue of the Warrants does not fall within any of the relevant exemptions. Resolution 2 therefore proposes the approval of the issue of Warrants for the purpose of satisfying the requirements of Listing Rule 7.1.
- 17 If Resolution 2 is approved and the Warrants are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on exercise of the Warrants and such issuance will be excluded from the calculation of the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 18 If Resolution 2 is passed, the issue of Warrants will not utilise the Company's 15% placement capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.
- 19 If Resolution 2 is not passed, the Company will not be able to issue the Warrants and will be required to repay the Convertible Notes at a rate of 150% of the outstanding face value of the Convertible Notes (as opposed to 140% if Shareholders approve the issue of Warrants).

Technical information required by Listing Rule 7.3

- 20 In accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:
 - (a) the securities, being 22,500,000 Warrants, are to be allotted to the Noteholders in accordance with the terms of the Convertible Note Deed;
 - (b) a Warrant holder may only exercise a minimum number of Warrants with a total exercise price of no less than \$5,000 on any particular occasion unless the holder has, in total, less than \$5,000 of Warrants, in which case they must exercise all their Warrants at the same time;
 - (c) the maximum number of securities to be issued is 22,500,000 Warrants;
 - (d) the Warrants are expected to be issued within five business days of the Meeting but in any event, no later than three months after Shareholder approval;

- (e) each Warrant is exercisable at a 15% discount to the 15-day VWAP (as defined in the Listing Rules) immediately prior to exercise of the Warrant;
- (f) the Warrant terms are further set out in Schedule 1; and
- (g) the Warrants are being issued for nil upfront consideration and, therefore, will not raise funds for the Company. Any funds raised from the exercise of the Warrants will be used to support the general working capital of the Company.

Directors' recommendation

- 21 The Directors unanimously recommend that you vote in favour of this resolution.

Schedule 1

Warrant terms

Eligibility	Warrants to be issued to the Noteholders who subscribed for the Convertible Notes.
Grant of Warrants	To be issued on the basis of one free-attaching Warrant for every two Convertible Notes subscribed for by the Noteholders in accordance with the terms of the Convertible Note Deed.
Exercise of Warrants	<p>Each Warrant is exercisable immediately on issue and at any time before their Expiry Date (defined below), wholly or in part, by delivering a duly completed form of notice of exercise together with a payment for the exercise price. The Company will issue one Share for each Warrant exercised.</p> <p>Holders of Warrants may only exercise a minimum of Warrants with a total Exercise Price (defined below) of no less than \$5,000 on any particular occasion, unless the holder has, in total, less than \$5,000 of Warrants, in which case they must exercise all their Warrants at the same time.</p> <p>The exercise of each Warrant is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act) and the Listing Rules.</p>
Expiry Date of Warrants	Each Warrant will expire on 31 January 2026.
Issue price of Warrants	No issue price is payable for the Warrants as they are issued together with any application by a Noteholder for the Convertible Notes.
Exercise Price of Warrants	Each Warrant is exercisable at a 15% discount to the 15-day VWAP immediately prior to exercise of the Warrant.
Option register	Warrants will be registered in the name of the Warrant holder on the option register maintained by the share registry. The share registry will issue holding statements that evidence the number of Warrants held by the Warrant holder. No Warrant certificates will be issued.
Corporations Act restriction	The Company is not required to convert a Warrant at any time if to do so would result in any person contravening section 606 of the Corporations Act.
Terms of Shares issued	Any Shares issued as a result of exercising a Warrant will be issued on the same terms and rank in all respects on equal terms, with the Company's existing Shares.
Quotation	<p>Warrants will not be quoted.</p> <p>Application for official quotation of Shares allotted and issued as a result of the exercise of the Warrant will be made within three business days from the date of issue of the Shares.</p>

Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: (a) the number of Warrants or the exercise price of the Warrants or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Warrants will remain unchanged.
No adjustment for pro rata issue of Shares	There will be no adjustment to the terms of the Warrants if there is a pro rata issue of Shares.
Adjustment for issue of bonus shares	If there is a bonus issue of shares, the number of Shares issued upon exercise of the Warrants will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The Warrants do not confer a right to participate in new issues of Shares unless the Warrants have been exercised on or before the record date for determining entitlements to the issue.
Transfer and security interests	Warrant holders may only: (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, Warrants, or any interest in Warrants, with the prior written consent of the Board.
Notice of adjustments	The Company will give written notice to the Warrant holder of any adjustment of the exercise price of the Warrants and any increase or decrease in the number of Warrants.
Dividend rights	While they remain unexercised, the Warrants will not give the Warrant holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Voting Rights	While they remain unexercised, the Warrants will not give the Warrant holder an entitlement to any voting rights as may be conferred upon a Shareholder of the Company.
Applicable law	Each Warrant is issued subject to: (a) the Corporations Act; (b) the Listing Rules; (c) the Company's constitution; and (d) any other applicable law.

Schedule 2

Summary of terms of Convertible Notes

Issue Size	\$1,125,000 45,000,000 Convertible Notes.
Issue Date	26 February 2024.
Term of the Convertible Notes	12 months maturity date from the date of issue (being 26 February 2025) with the ability to extend by a further six months at the Noteholder's discretion.
Face Value	\$0.025 per Convertible Note.
Conversion ratio	One Convertible Note will convert to one fully paid ordinary share in the Company (subject to usual adjustments in accordance with the Listing Rules).
Interest	15% per annum simple interest payable: (a) on the face value of the Convertible Notes; and (b) quarterly in arrears, from the Issue Date (as defined above) of the Convertible Notes until conversion or repayment of the Convertible Notes.
Conversion, repayment and early repayment	<p>(a) Conversion anytime during the Term (as defined above) at Noteholders' option into ordinary shares on a one for one basis; or</p> <p>(b) Unless already converted as per (a) above, the Convertible Notes will become repayable at 140% (if shareholder approval is obtained for the Warrants) or 150% (if shareholder approval is not obtained for the Warrants) of the outstanding face value plus any accrued but unpaid interest in the case of:</p> <ul style="list-style-type: none"> (i) an unconditional sale (whether by way of a single transaction or a series of transactions) to a third party of 90% or more of the Company's issued shares; (ii) an asset sale (whether by way of a single transaction or a series of transactions) of all, or substantially all, of the Company's assets or remaining assets to a third-party; (iii) following an event of default; or (iv) the end of Term. <p>(c) The Company may otherwise, at any time and subject to prior conversion, repay all of the outstanding Convertible Notes at 140% or 150% (if the Warrants are not issued) of the outstanding face value plus any accrued but unpaid Interest at any time throughout the Term.</p>
Warrants	Noteholders will receive 1 free Warrant for every 2 Convertible Notes held, exercisable immediately from grant into ordinary fully paid

	<p>shares at a 15% discount to the 15-day VWAP (as defined in the Listing Rules) immediately prior to exercise of the Warrant(s) and expiring 31 January 2026. Any shares issued upon exercise, will rank pari passu with the ordinary shares of the Company.</p> <p>The grant of the Warrants is subject to obtaining shareholder approval for a maximum of 22,500,000 Warrants within 90 days of the Issue Date (defined above). If grant of the Warrants is not approved by shareholders, the Company will be required to repay the Convertible Notes at a rate of 150% of the outstanding face value of the Convertible Notes in lieu of the Company granting the Warrants.</p>
Quotation	The Convertible Notes will not be quoted.
Voting	There are no voting rights attached to Convertible Notes.
Warranties	The Company has given warranties to the subscribers for notes on terms usual for a transaction of this kind.
Security and guarantee	<p>Each of the Company's subsidiaries guarantees the obligations of the Company under the documentation for the Convertible Notes.</p> <p>The Company and each of its subsidiaries have granted the Noteholders a first ranking security with a fixed and floating charge over its assets pursuant to a general security deed. The Noteholders have entered into an intercreditor agreement regarding the priority of their security.</p> <p>The Company will require the Noteholders' approval to issue any equal or higher ranking debt or to create a security interest over any of its or its subsidiary's assets (other than limited exceptions in the ordinary course of trading).</p> <p>The general security deed and the intercreditor agreement are otherwise on terms usual for agreements of this nature.</p>

Glossary

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means XPON Technologies Group Limited ACN 635 810 258.
Company Secretary	means Hasaka Martin and Sally Greenwood.
Convertible Note	means the 45,000,000 notes issued to the Noteholders on 26 February 2024 pursuant to the Convertible Note Deed and to be approved by Shareholders at the Meeting in accordance with Resolution 1.
Convertible Note Deed	means the <i>Secured Redeemable Convertible Note Deed Poll dated 20 February 2024</i>
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
equity securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
EGM or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Listing Rules or LR	means the listing rules of ASX.
Noteholders	means the sophisticated and professional investors who have received the Convertible Notes on 26 February 2024.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Resolution	means a resolution of this Extraordinary General Meeting of the Company.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
VWAP	means volume weighted average price.
Warrants	means up to 22,500,000 warrants to be issued to Noteholders and to be approved by Shareholders at the Meeting in accordance with Resolution 2.



ASX ANNOUNCEMENT

24 April 2024

Dear Shareholder,

XPON 2024 General Meeting Letter of Access

BRISBANE, Australia: XPON Technologies Group Limited (ASX: XPN) ("**XPON**" or the "**Company**"), advises that a General Meeting of Shareholders will be held at 10.00am (AEST) on Friday, 24 May 2024 (**Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

Notice of General Meeting

The full Notice is available at:

1. <https://www.asx.com.au/markets/company/XPN>
2. by contacting the Joint Company Secretary at sally.greenwood@automicgroup.com.au or +61 2 8072 1400.

Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform powered by Automic.

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

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

Your Vote is Important

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

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

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

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

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting, being 10.00am (AEST) on Wednesday, 22 May 2024. **Proxy Forms received later than this time will be invalid.**

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

This announcement has been authorised for release by the Board of XPON Technologies Group Limited.
-ENDS-

For further information, please contact:

Investors

Lisa Young

1300 400 371

investors@xpon.ai

About XPON Technologies Group Limited (ASX: XPN)

XPON Technologies Group Limited is a leading AI marketing technology and cloud business. We simplify complex marketing challenges, helping businesses achieve superior engagement with their customers. At the heart of our approach is the integration of data and AI, which powers our tools to predict consumer behaviour, automate marketing processes, and drive effective, data-driven decisions.



Proxy Voting Form

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

XPON Technologies Group Limited | ABN 37 635 810 258

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 22 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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

PHONE:

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

