

**ASX Announcement | 07 May 2024
Vioneering Technologies (ASX:VTI)**

Annual General Meeting

Vioneering Technologies, Inc (ASX:VTI) ('Vioneering,' 'VTI' or 'the Company'), provides the attached Notice of Meeting and Voting Forms in respect of the 2024 Annual General Meeting to be held on Thursday, 23 May 2024 at 8.00 am AEST (on Wednesday, 22 May 2024 at 6.00 pm US EDT).

Ends

This release was authorized by the Board of VTI.

For more information, please contact:

<i>Company</i>	<i>Investor and media relations</i>
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About Vioneering Technologies

Vioneering Technologies Inc. (ASX:VTI) is an innovative eye care company committed to redefining vision. A pioneer in presbyopia and myopia management, the two fastest growing segments within Vision Care, VTI merges advanced engineering with a relentless drive to achieve superior results for patients and practitioners. VTI's flagship product is the NaturalVue® (etafilcon A) Enhanced Multifocal 1-Day Contact Lens, an extended depth of focus lens that the Company believes is one of the most significant innovations in the eye care industry in more than 20 years. For more information, please visit www.vtivision.com or call +1 844-884-5367, ext. 104.

Foreign ownership restrictions

VTI's CHES Depositary Interests (**CDIs**) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (**Securities Act**) for offers that are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the expiration of a restricted period, unless the re-sale of the CDIs is registered under the Securities Act, or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a 'FOR US' designation on the Australian Securities Exchange (**ASX**). This designation restricts any CDIs from being sold on ASX to US persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management.

All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These include, without limitation, U.S. commercial market acceptance and U.S. sales of our product, as well as our expectations with respect to our ability to develop and commercialize new products.

Given the current uncertainties regarding the on-going impact of COVID-19 on the trading conditions impacting VTI, the financial markets and the health services world-wide, there can be no assurance that future developments will be in accordance with VTI's expectations or that the effect of future developments on VTI will be those anticipated.

Management believes that these forward-looking statements are reasonable when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. VTI does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. VTI may not actually achieve the plans, projections or expectations disclosed in forward-looking statements. Actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

Visioneering Technologies, Inc.
ARBN 616 156 248
Registered office and headquarters:
30 Mansell Court, Suite 215, Alpharetta, Georgia 30076, United States

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that an annual meeting of stockholders of Visioneering Technologies, Inc. (**Company**) (**ASX: VTI**) will be held on Thursday, 23 May 2024 at 8.00 a.m. Australian Eastern Standard Time (on Wednesday, 22 May 2024 at 6.00 p.m. U.S. Eastern Daylight Time) (**Annual Meeting**).

The Annual Meeting will be held as a virtual event, which will be conducted online. See the Proxy Statement for details on how to attend, vote your shares and submit questions during the Meeting.

Items of Business

ELECTION OF DIRECTORS

1.1 Election of Class I Director – Mr. Andrew Silverberg

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

"That Mr. Andrew Silverberg, being a Director whose appointment expires at the conclusion of the Annual Meeting of the Company and being eligible, offers himself for re-election, be re-elected as a Class I Director of the Company."

1.2 Election of Class I Director – Ms. Kathleen Miller

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

"That Ms. Kathleen Miller, being a Director whose appointment expires at the conclusion of the Annual Meeting of the Company and being eligible, offers herself for re-election, be re-elected as a Class I Director of the Company."

OTHER BUSINESS

2 Approval of increase in shares reserved under the 2017 Equity Incentive Plan

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

*"That, pursuant to and in accordance with Exception 13 of ASX Listing Rule 7.2 and for all other purposes (including section 16 of the 2017 Plan (defined below)), approval is given for (i) the issue of equity securities under the Company's 2017 Equity Incentive Plan (**2017 Plan**) as an exception to ASX Listing Rule 7.1; (ii) an increase in the aggregate number of shares of Class A common stock in the Company (**Shares**) which may be issued pursuant to awards under the 2017 Plan such that a total of 8,491,025 Shares will be reserved for issuance under the 2017 Plan; and (iii) certain other amendments to the 2017 Plan (including to reflect the share increase)."*

Note: A voting exclusion applies to this resolution (see the Explanatory Memorandum for details).

3 Grant of Restricted Stock Units to the Company's CEO, Dr. Juan Carlos Aragón

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 425,000 restricted stock units to receive Shares to Dr. Juan Carlos Aragón, under the 2017 Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum, and if Item 2 is not approved, approval is given to an increase in the aggregate

number of Shares which may be issued pursuant to awards under the 2017 Plan such that the number of reserved for issuance under the 2017 Plan is increased by 425,000 Shares.”

Note: A voting exclusion applies to this resolution (see the Explanatory Memorandum for details).

4 Grant of Restricted Shares to the Company’s CEO, Dr. Juan Carlos Aragón

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 280,584 restricted shares to Dr. Juan Carlos Aragón, under the 2017 Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum, and if Item 2 is not approved, approval is given to an increase in the aggregate number of Shares which may be issued pursuant to awards under the 2017 Plan such that the number of reserved for issuance under the 2017 Plan is increased by 280,584 Shares.”

Note: A voting exclusion applies to this resolution (see the Explanatory Memorandum for details).

5 Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a separate special resolution:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see the Explanatory Memorandum for details).

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares of Class A Common Stock of the Company (**Shares**) held in street name at 7.00 p.m. Australian Eastern Standard Time on Tuesday, 9 April 2024 (i.e. 5.00 a.m. U.S. Eastern Daylight Time on Tuesday, 9 April 2024) (the **Record Date**).

Voting by Proxy

You are urged to vote by internet or telephone or submit your CDI Voting Instruction Form as soon as possible so that your Shares can be voted at the meeting in accordance with your instructions.

You are entitled to vote only if you were a stockholder of the Company on the Record Date. This means that owners of Shares as of that date are entitled to vote at the meeting and any adjournments or postponements of the meeting. Record holders of CHESS Depositary Interests (**CDIs**) as of close of business on the Record Date are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depositary, CHESS Depositary Nominees Pty Ltd, (**CDN**), to vote the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at www.investorvote.com.au/VTI. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written instructions.

Dated 3, May 2024
By order of the Board:

Leanne Ralph
Secretary

Status of CDIs

The CDIs are traded on ASX in reliance on the safe harbor provisions of Regulation S under the U.S. Securities Act of 1933, as amended, and in accordance with the procedures established pursuant to the provisions of the no-action letter dated 7 January 2000 given to ASX by the staff of the U.S. Securities and Exchange Commission. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in security holder communications such as this Notice of Meeting.

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON THURSDAY, 23 MAY 2024 AT 8:00 A.M. AUSTRALIAN EASTERN STANDARD TIME

(6.00 P.M. ON WEDNESDAY, 22 MAY 2024, U.S. EASTERN DAYLIGHT TIME)

The board of directors of Visioneering Technologies, Inc. (**Company**) is soliciting proxies for use at the annual meeting of stockholders to be held at 8.00 a.m. on Thursday, 23 May 2024 Australian Eastern Standard Time (6.00 p.m. on Wednesday, 22 May 2024 U.S. Eastern Daylight Time) and at any adjournment or postponement of the meeting. We expect to mail proxy materials on or about 2 May 2024 with instructions for stockholders on how to access this proxy statement and accompanying Notice of Meeting (**Notice of Meeting**).

This is a completely virtual Annual Meeting. Stockholders and CDI holders (together, **securityholders**) can watch and participate in the Annual Meeting virtually via the online platform by using a computer, smartphone or tablet – online at meetnow.global/M4YP9S4. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.

The Meeting ID meetnow.global/M4YP9S4.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the purpose of the meeting?

At the meeting, stockholders are invited to act upon the matters outlined in the Notice of Meeting being:

- Item 1.1: Election of Class I Director – Mr. Andrew Silverberg
- Item 1.2: Election of Class I Director – Ms. Kathleen Miller
- Item 2: Approval of increase in shares reserved under the 2017 Equity Incentive Plan
- Item 3: Grant of Restricted Stock Units to the Company's CEO, Dr. Juan Carlos Aragón
- Item 4: Grant of Restricted Shares to the Company's CEO, Dr. Juan Carlos Aragón
- Item 5: Approval of 10% Placement Facility

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7.00 p.m. Australian Eastern Standard Time on Tuesday, 9 April 2024 (i.e. 5.00 a.m. U.S. Eastern Daylight Time on Tuesday, 9 April 2024) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.investorvote.com.au/VTI.

As of the Record Date, there were 54,674,248 CDIs (assuming all issued Shares are held as CDIs) (each representing one share of Class A Common Stock of the Company (**Share**)), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting. Each CDI represents an interest in one Share. As of the Record Date, there were 54,674,248 CDIs quoted on the Australian Securities Exchange (**ASX**) (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions).

Stockholders who vote for or against resolutions, or who abstain, will be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any investors be excluded from voting on any of the proposals at the meeting?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of certain resolutions by certain stockholders and associates of those stockholders. Please refer to the Explanatory Memorandum for further detail in relation to the nature of the exclusions and the stockholders who are excluded from voting on an item of business at the meeting.

What are my voting rights?

Holders of Shares are entitled to one vote for each Share held as at the Record Date. Holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date. Therefore, as of the Record Date, a total of 54,674,248 votes are entitled to be cast at the meeting.

How many Shares must be present to hold the meeting?

In accordance with section 8 of the Company's amended and restated bylaws, the presence in person, by remote communication or by proxy, of the holders of a majority of the outstanding Shares entitled to vote at the meeting, as of the Record Date, is required in order to hold the meeting and conduct business.

This is called a quorum.

What is a proxy?

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your "proxy vote".

What is the difference between a stockholder of record and a "street name" holder?

If you own Shares registered directly in your name with our U.S. transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those Shares. As a stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in "street name" and this notice should be forwarded to you by that organisation. Street name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described below under "How do I vote my Shares of Visioneering Technologies, Inc.?" Since a street name holder is not the stockholder of record, you may not vote your Shares in person at the meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the meeting and may direct CDN to vote at the meeting by using the method described below under "How do I vote if I hold CDIs?"

How do I vote my Shares of Visioneering Technologies, Inc.?

If you are a stockholder of record, you may vote:

- over the internet or by telephone by following the instructions provided;
- by completing and returning the enclosed proxy card by mail; or
- attending the virtual Annual Meeting and voting online during the Annual Meeting.

To vote before the Annual Meeting by the internet (at <http://www.investorvote.com.au/VTI>), you will need to use a control number that was provided to you in the materials with this Notice of Meeting and follow the additional steps when prompted. The steps have been designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly. Internet votes must be received no later than 6:00 a.m. on Thursday, 23 May 2024, Australian Eastern Standard Time, (4:00 p.m. on Wednesday, 22 May 2024 U.S. Eastern Daylight Time).

If you hold your Shares in street name, you must vote your Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your Shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the meeting.

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the meeting and any adjournment or postponement of the meeting and may instruct the Company’s CDI depositary, CDN, to vote the Shares underlying their CDIs in a particular manner by returning the enclosed CDI Voting Instruction Form to Computershare, or by voting online at www.investorvote.com.au/VTI. Valid voting instructions must be received by Computershare (the Company’s CDI registry) no later than 8.00 a.m. Australian Eastern Standard Time on Monday, 20 May 2024 (i.e. 6.00 p.m. U.S. Eastern Daylight Time on Sunday, 19 May 2024). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of voting at the meeting by completing Step 2 in the enclosed CDI Voting Instruction Form. Such CDI holders will then need to obtain a unique username and password from Computershare by calling +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting. Unless these steps are followed, CDI holders cannot vote online during the meeting.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

How can I attend the meeting?

All of our securityholders are invited to attend the meeting online. There will be no in-person participation at the meeting.

Securityholders can watch and participate in the meeting virtually via the online platform by using a computer, smartphone or tablet – online at meetnow.global/M4YP9S4. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.

If you participate in the meeting online as a **stockholder**, you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/M4YP9S4.
2. Once the webpage above has loaded into your web browser, click “JOIN MEETING NOW”.
3. Select “Stockholder” on the login screen and enter your Control Number.

If you participate in the meeting online as a **proxy** (including a CDI holder who has appointed themselves as CDN’s proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/M4YP9S4.

2. Selecting “I am a stockholder”
3. Once the webpage above has loaded into your web browser, click “JOIN MEETING NOW”.
4. Enter your Control Number that has been provided after the proxy has been lodged.

Note that stockholders (and CDI holders, as per the instructions on the CDI Voting Instruction Form) who wish to appoint a third party proxyholder to represent them at the Annual Meeting and attend online must appoint their proxyholder prior to the proxyholder registering for online access. CDI holders may do this by completing Step 2 in the enclosed CDI Voting Instruction Form. For online access, the proxyholder must obtain a username and password by contacting Computershare on +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

If you participate in the meeting online as a **CDI holder** (and have not appointed yourself or someone else as CDN’s proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/M4YP9S4.
2. Selecting “I am a guest”.
3. Entering your name and email address.

Note that CDI holders may not vote online at the meeting unless they have nominated themselves to be appointed as CDN’s proxy prior to the meeting. CDI holders are encouraged to use their CDI Voting Instruction Form to direct their votes 72 hours before the meeting. Please refer to “How do I vote if I hold CDIs?”.

Can I vote my Shares in person at the meeting?

If you are a stockholder of record, you may vote your Shares online during the meeting.

If you choose to participate in the meeting online as a stockholder, please follow the instructions outlined above in “How can I attend the meeting?”

Even if you currently plan to participate in the meeting, we recommend that you submit your vote before the meeting as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote before the meeting and later decide to vote online at the meeting, the vote you submit at the meeting will override your previous vote.

If you are a street name holder, you may vote your Shares at the meeting only if you obtain a legal proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

Please refer to “How do I vote if I hold CDIs?” if you are a CDI holder.

What is the voting requirement to approve each of the proposals included in the notice of meeting?

Items 1.1 and 1.2 — Election of Class I Directors – Mr. Andrew Silverberg & Ms. Kathleen Miller

You may vote “FOR” or “ABSTAIN” on Items 1.1 and 1.2.

The vote required to approve each proposal is a “FOR” vote of the holders of a plurality of the voting power of the Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on such proposal.

Abstentions will count as a vote “AGAINST” these proposals.

ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against a resolution to elect or re-election a director. The terms of the waiver are that: (i) the Company complies with the relevant U.S. laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors; (ii) any notice given by the Company to

CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case; and (iii) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and (iv) the waiver from Listing Rule 14.2.1 only applies for so long as the relevant U.S. laws prevent the Company from permitting shareholders to vote against a resolution to elect a director.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 2 — Approval of increase in shares reserved under the 2017 Equity Incentive Plan

You may vote “FOR”, “AGAINST” or “ABSTAIN” on proposal to approve Item 2.

Subject to the voting exclusion statement for Item 2, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 3 – Grant of Restricted Stock Units to the Company’s CEO, Dr. Juan Carlos Aragón

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 3.

Subject to the voting exclusion statement for Item 3, the vote required to approve the proposal is the affirmative vote of the holders of a majority of the voting power of the Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 4 – Grant of Restricted Shares to the Company’s CEO, Dr. Juan Carlos Aragón

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 4.

Subject to the voting exclusion statement for Item 4, the vote required to approve the proposal is the affirmative vote of the holders of a majority of the voting power of the Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 5 – Approval of 10% Placement Facility

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 5.

Subject to the voting exclusion statement for Item 5, the vote required to approve the proposal is: (i) the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal; and (ii) the approval of 75% of the

votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Can I change my vote or revoke my proxy?

Yes. If you are a stockholder of record, you may change your vote or revoke your proxy:

- by voting (or voting again) online, by no later than 6.00 a.m. on Thursday, 23 May 2024, Australian Eastern Standard Time, (4.00 p.m. on Wednesday, 22 May 2024 U.S. Eastern Daylight Time);
- by submitting a later-dated proxy card to the Secretary of the Company at BelleVieCorporate Pty Ltd, Suite 206, Level 2, 350 George Street, Sydney, NSW 2000, Australia, which must be received by the Company before the time of the meeting;
- by sending a written notice of the revocation of your proxy to the Secretary of the Company at BelleVieCorporate Pty Ltd, Suite 206, Level 2, 350 George Street, Sydney, NSW 2000, Australia, which must be received by the Company before the time of the meeting; or
- by attending the virtual Annual Meeting and voting online. Attendance at the virtual Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Computershare, no later than 8.00 a.m. Australian Eastern Standard Time on Monday, 20 May 2024 (6.00 p.m. U.S. Eastern Daylight Time on Sunday, 19 May 2024), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

What if I have trouble accessing the Annual Meeting virtually?

The virtual meeting platform is fully supported across browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Note: Internet Explorer is not a supported browser. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the meeting. We encourage you to access the meeting prior to the start time. For further assistance should you need it you may call 1-888-724-2416.

EXPLANATORY MEMORANDUM

Items 1.1 and 1.2 – Election of Class I Directors – Mr. Andrew Silverberg & Ms. Kathleen Miller

The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board shall be divided into three classes, each class being as equal in number as reasonably possible; designated: Class I, Class II, and Class III.

The board of directors (the **Board**) propose that Mr. Silverberg and Ms. Miller, both current Class I directors, whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as Class I directors.

If elected, the term of office of the Class I directors will next expire at the annual meeting of stockholders to be held in 2027.

Item 1.1 – Mr. Silverberg

Mr. Silverberg was appointed as a Director on 5 November 2020 pursuant to an agreement between the Company and Thorney Investment Group Australia Pty Ltd, one of the Company's largest security holders. He has over 20 years of experience as an investor and leader in the global money management industry and possesses deep expertise and relationships in investment management, capital markets, and investment banking.

Mr. Silverberg currently serves as an Investment Manager with Thorney Investment Group Australia Pty Ltd. From 2014 to 2017, Mr. Silverberg served as Senior Portfolio Manager at Talpion Fund Management, a New York based family office, where he managed a global equity portfolio and researched various public and private investment opportunities. From 2012 to 2014, Mr. Silverberg re-joined hedge fund firm Mark Asset Management as Partner and Portfolio Manager. From 2001 – 2012, Mr. Silverberg was a Senior Vice President and Portfolio Manager with institutional money management firm Fred Alger Management. Mr. Silverberg began his career as a Research Analyst with Mark Asset Management.

Mr. Silverberg graduated from Brooklyn College with a Bachelor of Science Degree in Business, Management and Finance.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board (with Mr. Silverberg abstaining) considers Mr Silverberg is not an independent director given his association with Thorney Investment Group Australia Pty Ltd.

Directors' recommendation for Item 1.1

The Board (with Mr. Silverberg abstaining) supports the re-election of Mr. Silverberg and recommends that stockholders vote FOR Mr. Silverberg's re-election as a director of the Company on the basis of his extensive relevant experience, as outlined above.

Chair's voting intention for Item 1.1

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 1.2 – Ms. Kathleen Miller

Ms. Miller was appointed as a Director on 31 December 2022. She was appointed Interim Chair upon the resignation of Dr. Mazzo from the Company's Board of Directors. Ms. Miller is an experienced public company board member and Audit Committee Chair with over 30 years of leading and advising boards of public and high-growth companies on finance, accounting, compensation, mergers & acquisitions, initial public offerings, governance, strategy and operations. Ms. Miller currently serves as a Non-executive Director and Audit Committee Chair for Tecsys (TO:TCS), a leading supply chain and complex distribution management system provider; Audit Committee Chair for True Commerce, a private equity backed leader in EDI and multi-enterprise supply chain eCommerce and business networks; and Non-executive Director for TeamFront, a united team of software companies and vertical SaaS experts on the frontline of everyday industries.

Ms. Miller was previously CFO of Nitro Software, Inc. (ASX:NTO), a high growth SaaS-based workflow productivity company, where she contributed to 200% recurring revenue CAGR and 95% client retention. Through her CFO role and at the board level, she led the IPO for this business on ASX. Previously, Ms. Miller also led dual roles as CFO and COO of nCourt LLC, a high-growth SaaS-based software and payment service provider with US\$4B+ in processed funds, overseeing all operational and financial functions.

Ms. Miller earned an M.S. in the Study of Law, magna cum laude from Fordham University and a B.S. in Accounting, cum laude from Alfred University.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board (with Ms. Miller abstaining) considers Ms. Miller to be an independent director.

Directors' recommendation for Item 1.2

The Board (with Ms. Miller abstaining) supports the re-election of Ms. Miller and recommends that stockholders vote FOR Ms. Miller's re-election as a director of the Company on the basis of her extensive relevant experience, as outlined above.

Chair's voting intention for Item 1.2

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 2 – Approval of increase in shares reserved under the 2017 Equity Incentive Plan

Background to Item 2

The Company currently has 984,353 stock options and 669,904 restricted stock units (**RSUs**) on issue, held by a total of 25 directors (or former directors), employees and consultants, and has issued 3,626,660 restricted share awards to current or former employees in lieu of cash payments (**Existing Awards**). All of the Existing Awards were issued under the 2017 Plan or the 2008 Stock Incentive Plan. As at the date of this Explanatory Memorandum, 5,610 Shares were subject to outstanding awards under the 2008 Plan, 5,275,307 Shares were subject to outstanding awards under the 2017 Plan and 15,718 Shares remain available for future issuance under the 2017 Plan.

The number of Shares currently remaining available for issuance under the 2017 Plan is not sufficient for the Company to implement certain proposed measures.

The Board has determined to grant RSUs and restricted shares to the new Chief Executive Officer and Executive Director, Dr. Aragón (see Items 3 and 4) under the 2017 Plan and to reserve additional Shares for future issuance in order to maintain competitive compensation structures for the Board and management.

A summary of the proposed and future awards is as follows:

Description	Dr. Aragón	Others	Total
RSUs to be issued to Dr. Aragón	425,000*	-	425,000
FY23 Short-Term Incentive Plan Restricted Share grants (in lieu of cash payments)	280,584*	385,184	665,768
FY23 Long-Term Incentive Plan stock option grants	-	2,040,000	2,040,000
Proposed awards reserved for future issuance	-	84,950	84,950
Current awards reserved for future issuance		(15,718)	(15,718)
Net additional awards proposed	705,584	2,494,416	3,200,000
Current Plan Limit	-	-	5,291,025
New Plan Limit	-	-	8,491,025

**The award of 425,000 RSUs and 280,584 Restricted Shares is subject to stockholder approval of Items 3 and 4.*

The Company proposes to amend Section 3 of the 2017 Plan so that:

- an aggregate of 8,491,025 shares of Class A Common Stock (**Shares**) are available for issuance under the 2017 Plan (**New Plan Limit**); and
- a participant can be awarded up to 1,200,000 Shares subject to stock options in any calendar year (**New Individual Plan Limit**).

The Board seeks to implement the New Plan Limit and New Individual Plan Limit so that there is a sufficient number of Shares available for issuance under the 2017 Plan to satisfy long-term and short-term incentive grants to its staff, and to make new equity awards in the future. The Board believes it is in the best interests of the Company to increase the size of the available pool to enable the offering of awards such as stock options, restricted shares and restricted stock units to its employees, officers and contractors so that their interests are aligned with stockholders and they are incentivised to put forth a maximum effort for the success of the Company's business. The use of equity incentives also allows the Company to conserve cash.

The material terms of the 2017 Plan are summarised at Annexure A in this Explanatory Memorandum.

Stockholder approval requirement

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, the Company issuing equity securities which, in aggregate, would exceed 15% of the Company's shares of Class A Common Stock in any 12-month period. Exception 13 of ASX Listing Rule 7.2 (**Exception 13**) provides that this 15% limit does not apply to the issue of securities by an entity under an employee incentive scheme if the issue of securities under the scheme has been approved by stockholders within three years before the date of issue of the relevant securities.

The 2017 Plan was last approved by stockholders for the purposes of the Exception 13 at the Special Meeting of Stockholders held on 2 November 2023. As Exception 13 is only available if there is no change to, among other things, the number of securities to be issued under the scheme, this Item seeks stockholder approval again to give effect to the proposed amendments to the 2017 Plan and to approve the issue of securities under the 2017 Plan, as amended, for the purpose of Exception 13.

The number of securities issued under the 2017 Plan since the last stockholder approval on 2 November 2023 is 1,616,249, of which all but 25,000 were issued as restricted shares in lieu of cash payments under the short-term incentive plan for the 2023 financial year.

If stockholder approval is obtained for the purpose of Exception 13, the Company will be able to issue securities under the 2017 Plan, subject to the New Plan Limit, without those securities counting towards the Company's 15% limit on new issues under ASX Listing Rule 7.1 for a three year period commencing on the date of the Annual Meeting.

Voting exclusion statement for Item 2

The Company will disregard any votes cast in favour of Item 2 by or on behalf a person who is eligible to participate in the 2017 Plan or their associates. However, the Company need not disregard a vote cast in favour of Item 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 3 – Grant of Restricted Stock Units to the Company’s CEO, Dr. Juan Carlos Aragón

The Company is proposing to issue to Dr. Aragón 425,000 restricted stock units (**RSUs**) under the 2017 Plan. These RSUs comprise the second tranche of Dr. Aragón's the initial long-term award announced to ASX on 29 August 2023. The first tranche was approved by stockholders at the Special Meeting of Stockholders on 2 November 2023, with approval of the second tranche deferred until the performance conditions were determined by the Board of Directors. The performance conditions have now been determined and therefore, approval is now being sought for the second tranche of Dr. Aragón's award. The Nomination and Remuneration Committee and Board have determined that Dr. Aragón should be issued the RSUs to provide sufficient equity in the Company for retention of his services and alignment of his interests with that of stockholders.

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of RSUs to directors of the Company under an employee incentive scheme (ASX Listing Rule 10.14.1). The resolution under Item 3 seeks stockholder approval under ASX Listing Rule 10.14 for this grant of RSUs to Dr. Aragón and for all other purposes. In addition, if Item 2 is not approved, approval of Item 3 will permit an increase in the aggregate number of Shares which may be issued pursuant to awards under the 2017 Plan such that the number of Shares reserved for issuance under the 2017 Plan is increased by 425,000 Shares (i.e. providing sufficient capacity to make the grant of RSUs to Dr. Aragón).

If the approval is given, the issue of the RSUs will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 (exception 14 of ASX Listing Rule 7.2). If approval is not provided, the Board will need to consider alternative long term incentive strategies in relation to Dr. Aragón. This may include cash retention bonuses.

What are the RSUs?

The RSUs represent a right to receive a Share for each RSU held at a designated time in the future subject to certain terms and conditions. Dr. Aragón cannot transfer the RSUs.

The RSUs will be issued for nil consideration.

RSUs are also liable to forfeiture in the circumstances described under 'Vesting' and 'What happens if Dr. Aragón's employment is terminated?' below.

Vesting

50% of the RSUs will vest based on achieving a 20% compound annual growth rate in net revenue from FY'23 to FY'26. The remaining 50% of the RSUs will vest based on achieving positive earnings before interest, taxes, depreciation, and amortization for the second half of FY'26 (each, a **Performance Hurdle**).

In the event that a Performance Hurdle is not achieved, then the RSUs associated with that Performance Hurdle will be forfeited.

Vesting of the RSUs is also contingent on Dr. Aragón's service with the Company not being terminated, except as set out in 'What happens if Dr. Aragón's employment is terminated?' below.

What happens if Dr. Aragón's employment is terminated?

If Dr. Aragón's employment is terminated, he will retain his RSUs to the extent they have already vested and will be issued Shares.

The treatment of unvested RSUs if Dr. Aragón's employment is terminated will depend on the reason for termination. Unvested RSUs will be forfeited immediately upon the termination of Dr. Aragón's employment if termination is for cause (including fraud, dishonesty and certain criminal activities) or as a result of resignation without good reason. Unvested RSUs will be subject to immediate accelerated vesting upon the termination of Dr. Aragón's employment if termination is due to death, disability, termination by the Company

without cause or resignation by Dr. Aragón for good reason, all as defined in the Executive Employment Agreement between the Company and Dr. Aragón.

Shares will be issued in respect of any vested RSUs within three months after Dr. Aragón's employment is terminated.

What happens in a change of control?

The RSUs will vest automatically in the event of a change of control of the Company, if the change of control occurs prior to the vesting date.

Additional information required by ASX Listing Rules 10.15 in respect of Item 3

The additional information required by ASX Listing Rules 10.15 is set out below:

- (a) Dr. Aragón is a director of the Company and therefore under ASX Listing Rule 10.14.1, shareholder approval must be sought prior to the grant of any equity securities.
- (b) Dr. Aragón's total annual remuneration package comprises:
 - (i) fixed cash remuneration of US\$400,000;
 - (ii) a cash bonus targeted to be US\$200,000 annually under the Company's short-term incentive plan (if the target performance thresholds are met) or the grant of equity in lieu of a cash bonus (for the 2023 financial year, Dr. Aragón will be granted 280,584 Restricted Shares if Item 4 is approved by stockholders); and
 - (iii) 850,000 RSUs as an initial long-term grant, of which 425,000 RSUs have been issued and 425,000 RSUs are the subject of this Item 3.
- (c) To date, 425,000 RSUs have been granted to Dr. Aragón under the 2017 Plan.
- (d) If stockholders approve Item 3, the RSUs will be issued shortly following the Annual Meeting (and in any event within 3 years after the Annual Meeting).
- (e) The material terms of the 2017 Plan are summarised at Annexure A in this Explanatory Memorandum.
- (f) Dr. Aragón will not receive any loan from the Company in connection with the grant of the RSUs.
- (g) The Nomination and Remuneration Committee and the Board have determined that Dr. Aragón should be issued RSUs with the Performance Hurdle proposed as an appropriate means of incentivising his performance and linking it to the success of the business. The Company also believes that RSUs provide a cost-effective and efficient retention incentive as the vesting rate of the RSUs incentivises Dr. Aragón's continued tenure.
- (h) The Company considers that each RSU is effectively valued at a fair value ratio of 100% of the Company's CDI trading price. On this basis, the Company therefore values the RSUs as A\$93,500, calculated with respect to the closing price of the Company's CDIs listed on ASX as at 29 August 2023, the date of the announcement of Dr. Aragón joining the Company.
- (i) Details of any RSUs issued to Dr. Aragón under the 2017 Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (j) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the 2017 Plan after Item 3 is approved and who are not named in this Notice of Annual Meeting will not participate until stockholder approval is obtained under ASX Listing Rule 10.14.

Voting exclusion statement for Item 3

The Company will disregard any votes cast in favour of Item 3 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2017 Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Item 3 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the chair to vote on Item 3 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 3; and
 - the holder votes on Item 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 4 – Grant of Restricted Shares to the Company’s CEO, Dr. Juan Carlos Aragón

The Company is proposing to issue to Dr. Aragón 280,584 Shares with such Shares being subject to certain restrictions on transferability (**Restricted Shares**) under the 2017 Plan. The Restricted Shares relate to Dr. Aragón’s short-term incentive for the 2023 financial year. Whilst the Company generally pays cash bonuses for the attainment of goals under the short-term incentive plan, the Nomination and Remuneration Committee and Board have determined that Dr. Aragón should be issued Restricted Shares for his short-term incentive for the 2023 financial year, consistent with its treatment for all eligible employees for 2023.

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of Restricted Shares to directors of the Company under an employee incentive scheme (ASX Listing Rule 10.14.1). The resolution under Item 4 seeks stockholder approval under ASX Listing Rule 10.14 for this grant of Restricted Shares to Dr. Aragón and for all other purposes. In addition, if Item 2 is not approved, approval of Item 4 will permit an increase in the aggregate number of Shares which may be issued pursuant to awards under the 2017 Plan such that the number of Shares reserved for issuance under the 2017 Plan is increased by 280,584 Shares (i.e. providing sufficient capacity to make the grant of Restricted Shares to Dr. Aragón).

If the approval is given, the issue of the Restricted Shares will not count towards the Company’s capacity to issue equity securities under ASX Listing Rule 7.1 (exception 14 of ASX Listing Rule 7.2). If approval is not provided, the Board will consider paying Dr. Aragón’s short-term incentive as a cash bonus.

How many Restricted Shares are proposed to be issued to Dr. Aragón and how was that number determined?

For the 2023 financial year, Dr. Aragón’s short-term incentive target was US\$50,000, being 50% of his base salary prorated for the portion of the year he was employed¹, and his achievement, as assessed by the Board, was 100%. The number of Restricted Shares proposed to be issued to Dr. Aragón is 280,584 and was calculated by dividing US\$50,000 (**Grant Value**) by the closing sale price of a CDI as of the immediately preceding trading date prior to 30 January 2024, converted from Australian dollars to U.S. dollars using the prevailing exchange rate. That value was US\$0.1782, which when divided by the Grant Value equals the number of Restricted Shares specified above.

What are the Restricted Shares?

The Restricted Shares are in the same class of securities as regular Shares. The only difference is that the shares will be subject to certain restrictions on transfer under applicable U.S. securities laws.

The Restricted Shares will be issued for nil consideration.

Vesting

The Restricted Shares will be vested on issuance, as they will be issued in lieu of the cash of Dr. Aragón’s short-term incentive.

What happens if Dr. Aragón’s employment is terminated?

If Dr. Aragón’s employment is terminated, he will retain his Restricted Shares as his short-term incentive has already been earned.

What happens in a change of control?

The Restricted Shares will be vested on issuance, therefore a change of control of the Company will not impact the Restricted Shares.

¹ Dr. Aragón’s base salary is US\$400,000 and he was employed for 25% of the 2023 financial year.

Additional information required by ASX Listing Rules 10.15 in respect of Item 4

The additional information required by ASX Listing Rules 10.15 is set out below:

- (a) Dr. Aragón is a director of the Company and therefore under ASX Listing Rule 10.14.1, shareholder approval must be sought prior to the grant of any equity securities.
- (b) Dr. Aragón's total annual remuneration package comprises:
 - (i) fixed cash remuneration of US\$400,000;
 - (ii) a cash bonus targeted to be US\$200,000 annually under the Company's short-term incentive plan (if the target performance thresholds are met) or the grant of equity in lieu of a cash bonus (for the 2023 financial year, Dr. Aragón the grant of 280,584 Restricted Shares are the subject of this Item 4); and
 - (iii) 850,000 RSUs as an initial long-term grant, of which 425,000 RSUs have been issued and 425,000 RSUs will be granted if Item 3 is approved.
- (c) To date, 425,000 RSUs have been granted to Dr. Aragón under the 2017 Plan.
- (d) If stockholders approve Item 4, the Restricted Shares will be issued shortly following the Annual Meeting (and in any event within 3 years after the Annual Meeting).
- (e) The material terms of the 2017 Plan are summarised at Annexure A in this Explanatory Memorandum.
- (f) Dr. Aragón will not receive any loan from the Company in connection with the grant of the Restricted Shares.
- (g) The Nomination and Remuneration Committee and the Board have determined that Dr. Aragón should be issued Restricted Shares in respect of the achievement of his short-term incentive for the 2023 financial year. The Board's view is that this award is appropriate to reflect the Company's performance in the 2023 financial year during the period under Dr. Aragón's guidance. Given Dr. Aragón's short-term incentive has been earned, the Nomination and Remuneration Committee and the Board have selected Restricted Shares as it gives Dr. Aragón the benefit of share ownership and conserves cash for the Company.
- (h) The Company values the Restricted Shares at US\$50,000, based on the closing price of the Company's CDIs listed on ASX as at 30 January 2024.
- (i) Details of any Restricted Shares issued to Dr. Aragón under the 2017 Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (j) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the 2017 Plan after Item 4 is approved and who are not named in this Notice of Annual Meeting will not participate until stockholder approval is obtained under ASX Listing Rule 10.14.

Voting exclusion statement for Item 4

The Company will disregard any votes cast in favour of Item 4 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2017 Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Item 4 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney; or

- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the chair to vote on Item 4 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 5 – Approval of 10% Placement Facility

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

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

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue securities under the 10% Placement Facility. The exact number of securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

The directors of the Company believe that this Item 5 is in the best interests of the Company and unanimously recommend that stockholders vote in favour of this resolution.

Description of ASX Listing Rule 7.1A

(a) **Stockholder approval:**

The ability to issue equity securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities:**

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company and must be issued for cash consideration.

(c) **Formula for calculating 10% Placement Facility:**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

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

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

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

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12 month period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without stockholder approval. This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 17 where the issue is subsequently approved under ASX Listing Rule 7.1;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where this issue or agreement has not subsequently been approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

relevant period means:

- (i) the 12 month period immediately preceding the date of issue or agreement; or
- (ii) in respect of an issue or agreement entered into within 12 months of the entity being admitted to the official list, the period from the date the entity was admitted to the official list, to the date immediately preceding the date of the issue or agreement.

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

- (i) If approved, Item 5 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 10% Placement Period. This is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.
- (ii) 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 (refer to section (c) above).
- (iii) At the date of this Notice of Meeting, the Company has 54,674,248 CDIs (assuming all issued Shares are held as CDIs) on issue. At present, the Company has a capacity to issue:
 - 8,201,137 equity securities under ASX Listing Rule 7.1; and
 - no equity securities under ASX Listing Rule 7.1A.

(e) **Minimum Issue Price:**

The equity securities issued under ASX Listing Rule 7.1A must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price of equity securities in the same class calculated over the 15 trading days on which trades in the relevant 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 entity and the recipient; 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.

Using the three issue prices in the table below for consistency, the minimum hypothetical issue price in Australian dollars (at 75%) would be:

- \$0.09: \$0.0675
- \$0.18: \$0.1350
- \$0.36: \$0.2700

(f) **10% Placement Period:**

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the next annual general meeting, if less than 12 months; or
- (iii) the time and date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

(10% Placement Period).

(g) **Special resolution:**

Item 5 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by remote communication or by proxy).

Specific information required by ASX Listing Rule 7.3A

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

- (a) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Item 5 for the issue of the equity securities will cease to be valid in the event that stockholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

- (b) The equity securities will be issued by the Company for cash consideration at an issue price of not less than 75% of the volume weighted average market price for the equity securities over the 15 trading days on which trades in the relevant 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; 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) If Item 5 is approved by stockholders and the Company issues equity securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date stockholders provide their approval at the Annual 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 table below shows the dilution of existing stockholders and CDI holders on the basis of the current market price of CDIs and the current number of CDIs for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue of 54,674,248. The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders' meeting; and
- (ii) 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 ASX Listing Rule 7.1A.2		Dilution		
		A\$0.09 50% decrease in Issue Price	A\$0.18 Issue Price	A\$0.36 100% increase in Issue Price
Current Variable A 54,674,248	10% Voting Dilution	5,467,425	5,467,425	5,467,425
	Funds Raised	A\$492,068	A\$984,136	A\$1,968,273
50% increase in current Variable A 82,011,372	10% Voting Dilution	8,201,137	8,201,137	8,201,137
	Funds Raised	A\$738,102	A\$1,476,205	A\$2,952,409
100% increase in current Variable A 109,348,496	10% Voting Dilution	10,934,850	10,934,850	10,934,850
	Funds Raised	A\$984,136	A\$1,968,273	A\$3,936,546

The table has been prepared on the following assumptions:

- The Company issues (as CDIs) the maximum number of equity securities available under the 10% Placement Facility.
 - The CDIs on issue are 54,674,248 CDIs, being the number of CDIs on issue as at 11 April 2024.
 - None of the options that the Company currently has on issue are exercised into CDIs or Shares before the date of the issue of the equity securities under ASX Listing Rule 7.1A.
 - 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 stockholder by reason of placements under the 10% Placement Facility, based on that stockholder's holding at the date of the Annual Meeting.
 - The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - The issue of equity securities under the 10% Placement Facility consists only of CDIs.
 - The issue price is A\$0.18, being the closing price of the CDIs on ASX on 11 April 2024.
- (d) The Company may seek to issue the equity securities for the purpose of raising funds to use towards general working capital requirements, ongoing business development activities and/or the acquisition of new business assets or investments (including expenses associated with such acquisition).
- (e) The Company's allocation policy will depend 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 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, a rights issue or other issue in which existing stockholders can participate;
- (ii) the effect the issue of the equity securities might have on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

Previous approval under Listing Rule 7.1A

The Company did not obtain stockholder approval under ASX Listing Rule 7.1A at last year's annual meeting held on 24 May 2023.

Consequences if Item 5 is not passed

If Item 5 is not passed, the Company will not be able to access the additional 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without securityholder approval under ASX Listing Rule 7.1.

Voting exclusion statement for Item 5

At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under ASX Listing Rule 7.1A.2, the Company will disregard any votes cast in favour of Item 5 by or on behalf of any 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), or any of their associates. However, the Company does not need to disregard a vote cast in favour of Item 5 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the chair to vote on Item 5 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 5;
 - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation for Item 5

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention for Item 5

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Annexure A - Summary of the terms of the 2017 Plan

(a) Purpose

The purpose of the 2017 Plan is to provide incentives and encourage the Company's employees, directors and other persons providing significant services to the Company and its subsidiaries to acquire Shares in the form of incentive stock options, non-qualified stock options, restricted stock, stock units, performance awards and stock appreciation rights (together, **Stock Incentives**).

(b) Administration

The 2017 Plan is administered by the Board or the Nomination and Remuneration Committee (**Plan Administrator**).

(c) Eligibility

All officers, executives, employees, directors and contractors of the Company and its subsidiaries that have satisfied the criteria of the Board from time to time, are eligible at the invitation and discretion of the Board to participate in the 2017 Plan.

(d) Term of 2017 Plan

The 2017 Plan will expire by its terms ten years after the date of adoption, and no benefit shall be granted after such date.

(e) Share Reserve

(i) The total number of Shares reserved for issuance under the 2017 Plan (**Share Reserve**) is currently 5,291,025 Shares. If Item 2 is approved, then the new Share Reserve will be 8,491,025 Shares.

If Item 3 is approved but Item 2 is not approved, then the new Share Reserve will be 5,716,025 Shares. If Item 4 is approved but Items 2 and 3 are not approved, the new Share Reserve will be 5,571,609. If Items 3 and 4 are approved but Item 2 is not approved, then the new Share Reserve will be 5,996,609 Shares.

(ii) The Share Reserve may be increased on the first day of each fiscal year (1 January) by an amount equal to the lesser of:

- 5% of the aggregate number of Shares available for issuance under the 2017 Plan on the last day of the immediately preceding fiscal year, and
- an amount determined by the Board.

(iii) Shares underlying expired, cancelled or forfeited options, stock appreciation rights or performance awards shall be available for reissuance under the 2017 Plan. Shares of restricted stock shall be available for reissuance under the 2017 Plan if such restricted stock is forfeited or returned to the Company as part of a restructuring of benefits.

(f) Individual plan limit

The maximum number of Shares subject to stock options that may be awarded to a participant under the 2017 Plan in any calendar year is currently 600,000 Shares, however it is proposed that such number be increased to 1,200,000 Shares (see Item 2).

(g) **Assignability**

A participant who has been granted a Stock Incentive generally cannot sell, assign, transfer or otherwise dispose of the Stock Incentive other than by will or the laws of descent and distribution. A participant who has been granted a non-qualified stock option may sell, assign, transfer or otherwise dispose of the non-qualified stock option to an associate (e.g. a family member) without consideration.

(h) **Adjustment provisions**

- (i) If the Company at any time changes the number of issued Shares without new consideration to the Company (such as by stock dividends or a stock split), it may:
- adjust the total number of Shares reserved for issuance under the 2017 Plan; and
 - adjust the number of Shares covered by each outstanding benefit so that the aggregate consideration payable to the Company and the value of each such Stock Incentive shall not be changed.
- (ii) Additionally, Stock Incentives may be granted with provisions for their continuation or for other equitable adjustments after changes in the Shares resulting from a reorganisation, sale, merger, consolidation, issue of stock rights or warrants, or similar event.
- (iii) If the Company undergoes any merger, consolidation, acquisition of property or stock, or reorganisation, then, without affecting the number of Shares reserved or available under the 2017 Plan, the Board may authorise the issuance or assumption of Stock Incentives upon such terms and conditions as it may deem appropriate.

(i) **Pricing**

- (i) The Plan Administrator determines the exercise price for incentive stock options provided that the exercise price generally cannot be less than 100% of the fair market value of the Shares on the date of grant.
- (ii) Without the prior approval of stockholders and unless permitted by the ASX Listing Rules or ASX, the Company may not effect a “repricing” of any Stock Incentives, which includes:
- providing for the lowering of a purchase price of a stock option or other Stock Incentive after it has been granted;
 - providing for the cancellation of a stock option or other Stock Incentive in exchange for another stock option or Stock Incentive when the purchase price of such cancelled Stock Incentive exceeds the fair market value of the underlying stock (unless the purchase occurs in connection with a merger, acquisition, spin-of or other similar corporate transaction); and
 - providing for any other action that is treated as “repricing” under generally accepted accounting policies.

(j) **Plan Administrator's discretion and powers**

The Plan Administrator has exclusive authority to interpret and administer the 2017 Plan, to establish appropriate rules relating to the 2017 Plan, to delegate some or all of its authority under the 2017 Plan and to take all such steps and make all such determinations in connection with the 2017 Plan and the benefits granted pursuant to the 2017 Plan as it may deem necessary or

advisable. The validity, construction, and effect of the 2017 Plan is determined in accordance with the laws of the State of Delaware.

(k) **Amendments or termination**

The Board may amend the 2017 Plan from time to time (provided that the amendment does not contravene the ASX Listing Rules) or terminate the 2017 Plan at any time. However, no action may be made to reduce the amount of any existing benefit or change the terms and conditions of the benefit without the participant's consent. Certain amendments to the 2017 Plan require the approval of stockholders (e.g. an increase to the total number of Shares which may be issued under the 2017 Plan).

Need assistance?



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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **8:00am AEST on Monday, 20 May 2024** or **6:00pm (US Eastern Daylight Time) on Sunday, 19 May 2024**.

CDI Voting Instruction Form

Direction to CHESS Depositary Nominees Pty Ltd

Each CHESS Depositary Interest (CDI) represents an indirect ownership in the Company's shares of Class A Common Stock (**Shares**). Each CDI is equivalent to one Share, so that every one (1) CDI you own as at 7.00 p.m. Australian Eastern Standard Time on Tuesday, 9 April 2024 (i.e. 5.00 a.m. U.S. Eastern Daylight Time on Tuesday, 9 April 2024) entitles you to one (1) vote. The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (**CDN**). As holders of CDIs you are not the legal owners of the Shares, CDN is entitled to vote at meetings of stockholders on the instruction of registered holders of CDIs.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CDN, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CDN enough time to tabulate all CDI votes and to vote on the underlying Shares.

Appointment of Proxy

If you wish to attend the Meeting (defined overleaf) or appoint some other person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or the adjournment or postponement thereof, please insert your name or the name of your chosen appointee in the box in Step 2. Computershare will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Annual Meeting of Stockholders including any cut off time for receipt of valid proxies.

Signing Instructions

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable. With respect to a U.S. company or other entity, this form should be signed by one officer. Please give full name and title under the signature.

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Lodge your 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: 183790

SRN/HIN:

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.

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees will vote as directed

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests (**CDIs**) of Visioneering Technologies, Inc. (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual Meeting of Stockholders of the Company to be held virtually on Thursday, 23 May 2024 at 8:00am Australian Eastern Standard Time (Wednesday, 22 May 2024 at 6:00pm US Eastern Daylight Time) (**Meeting**) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

If you wish to attend the Meeting or appoint some person or company other than CDN, who need not be a stockholder, to attend and vote the shares underlying your holding at the Meeting or any adjournment or postponement thereof, please insert your name, or the name of your appointee, in this box.

Computershare will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that the form of proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Annual Meeting including any cut off time for receipt of valid proxies.

STEP 3

Voting Instructions - Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the instructions overleaf before marking any boxes with an X.

For Abstain

Item 1.1	Election of Class I Director - Mr. Andrew Silverberg	<input type="checkbox"/>	<input type="checkbox"/>
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Item 1.2	Election of Class I Director - Ms. Kathleen Miller	<input type="checkbox"/>	<input type="checkbox"/>
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For Against Abstain

Item 2	Approval of increase in shares reserved under the 2017 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 3	Grant of Restricted Stock Units to the Company's CEO, Dr. Juan Carlos Aragón	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 4	Grant of Restricted Shares to the Company's CEO, Dr. Juan Carlos Aragón	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Unless Step 2 applies, if you do not mark the "For", "Against" or "Abstain" box (as applicable) your vote will not be counted

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

✓ VOTE



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Response	Percentage of Respondents
Current government is responsible	~70%
Crisis is result of global economic conditions	~30%

MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

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☒

1234 5678 9012 345

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+

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

1.2 - Ms. Kathleen Miller

For **Withhold**
☐ ☐

For **Against** **Abstain**

☐ ☐ ☐

For **Against** **Abstain**

☐ ☐ ☐

□ □ □

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Signature 2 – Please keep signature within the box.

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2024 Annual Meeting of Visioneering Technologies, Inc. Stockholders

The 2024 Annual Meeting of Stockholders of Visioneering Technologies, Inc. will be held on
Thursday, 23 May 2024 at 8:00 a.m. Australian Eastern Standard Time (Wednesday, 22 May 2024 at 6:00 p.m. Eastern Daylight Time)
virtually via the Internet at meetnow.global/M4YP9S4.

To access the virtual meeting, you must have the information that is printed in the shaded bar
located on the reverse side of this form.



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Proxy – Visioneering Technologies, Inc.



Notice of 2024 Annual Meeting of Stockholders

The Chair of the Annual Meeting (Proxy), with the power of substitution, is hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present at the Annual Meeting of Stockholders of Visioneering Technologies, Inc. to be held on Thursday, 23 May 2024 at 8.00 a.m. Australian Eastern Standard Time (on Wednesday, 22 May 2024 at 6.00 p.m. U.S. Eastern Daylight Time) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the proxy in accordance with the stockholder's direction in this Proxy Card. If no such directions are indicated, the Proxy will have authority to vote FOR items 1.1 through 5. The Proxy intends to vote all available undirected proxy FOR each item.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

