

BIRDDOG TECHNOLOGY LIMITED

ACN 653 360 448, ABN 18 653 360 448
(ASX code: BDT)



NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:

19 July 2024

Time of Meeting:

10.00am (Melbourne time)

Venue of Meeting:

Meeting will be held virtually

A Proxy Form is enclosed.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act, **no hard copy** of the Notice of Extraordinary General Meeting and Explanatory Memorandum will be circulated unless requested by a Shareholder.

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolution, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary (Australia) by telephone on +61 3 8630 3321

BIRDDOG TECHNOLOGY LIMITED
ACN 653 360 448

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of the members of BirdDog Technology Limited ACN 653 360 448 is to be held virtually at **10.00am (Melbourne time) on 19 July 2024** for the purpose of considering and, if thought appropriate, passing the resolution as outlined in this Notice of Meeting (**Notice**), as set out below:

Date	19 July 2024
Time	10.00 am (Melbourne time)
Venue	Virtually

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must attend virtually or validly appoint a proxy in accordance with the Voting Entitlement Notice herein.

The Company will hold the Meeting virtually and intends to conduct a virtual poll on the resolution set out in the Notice incorporating the proxies filed prior to the Meeting, with the virtual poll being conducted electronically by the Company's share registry, Automic.

The Company is not sending hard copies of the Meeting materials to Shareholders, unless requested by a Shareholder. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://birddog.tv/investor/>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

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

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

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

Agenda

Resolution: Selective Buy Back

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

*"That, for the purposes of section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of 31,555,064 Shares (**Buy Back Shares**) from Home Made Robots Pty Ltd ACN 154 662 594 ATF Robot Super Awesome Extreme 3000 Trust (**Home Made Robots**), an entity affiliated with and controlled by Eamon Drew, on the terms and conditions detailed in the Explanatory Memorandum."*

Further details in respect of the Resolution are set out in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting.

Voting exclusion statement

The Company will disregard any votes cast on this resolution by a party to the Selective Buy Back, being entities controlled by Eamon Drew.

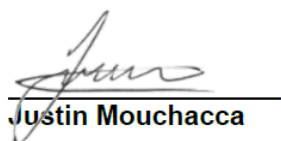
However, the Company will not disregard a vote if:

1. it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
2. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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

Further details in respect of the Resolution are set out in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting.

By order of the Board



Justin Mouchacca

Company Secretary

14 June 2024

VOTING ENTITLEMENT NOTICE

Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 10.00am on 17 July 2024. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Voting at the meeting

You may vote by participating in the Meeting or by appointing an attorney or corporate representative to participate in the Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice or by appointing a proxy online.

Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

Voting in person

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must participate in the Meeting.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the Meeting should attend 15 minutes prior to the time designated for the commencement of the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance is recorded.

Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate.

Completed Proxy Forms must be delivered to the Share Registry by 10.00am (Melbourne time) on 17 July 2024 in any of the following ways:

Online (preferred): <https://investor.automic.com.au/#/loginsah>

By mail: BirdDog Technology Limited
C/- Automic Registry Services
GPO Box 5193, Sydney, NSW 2001

By Fax: +61 2 8583 3040

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman will act as proxy.

You are entitled to appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

Undirected proxies

If a Shareholder nominates the chairman of the Meeting as that Shareholder's proxy, the person acting as chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies of which the Chair is appointed as proxy in favour of the resolution.

Voting by attorney

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 10.00am (Melbourne time) on 17 July 2024 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 10.00am (Melbourne time) on 17 July 2024.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

BIRDDOG TECHNOLOGY LIMITED
ACN 644 182 883

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting of Shareholders to be held at 10.00am (Melbourne time) on 19 July 2024 (**Meeting**).

Resolution – Selective buy back of Buy Back Shares

1. Background

The directors of the Company propose to buy back 31,555,064 fully paid ordinary shares in itself (**Buy Back Shares**) from Home Made Robots Pty Ltd ACN 154 662 594 ATF Robot Super Awesome Extreme 3000 Trust (**Home Made Robots**), an entity affiliated with and controlled by Eamon Drew for \$0.05 (5 cents) per share, as Mr Drew has exited the Company and commenced working with an indirect competitor of the Company.

To facilitate the Selective Buy Back, the Company has entered into an agreement with Home Made Robots (i.e., Eamon Drew) to buy back the Buy Back Shares (**Buy Back Agreement**). The Buy Back Agreement is subject to Shareholder approval and only effective if the Company's Shareholders approve the Selective Buy Back, the material terms of which are summarised in Section 3 of the Explanatory Memorandum.

The Resolution seeks Shareholder approval pursuant to section 257D(1)(a) for the Selective Buy Back.

2. Rationale for Selective Buy Back

Mr Drew has exited the Company, and it has come to the Directors' attention that Mr Drew has commenced working for an indirect competitor which competes in markets adjacent to those which the Company actively operates in. Mr Drew has also - recently, on 8 May 2024 - sold 10,512,500 Shares in the Company at \$0.05 (5 cents) on market. Accordingly, the directors of the Company firmly believe it is in the best interests of the Company for the Company to buy back Mr Drew's remaining interests in the Company. Upon completion of the Selective Buy Back, Mr Drew will no longer be a Shareholder of the Company.

Mr Drew's interests (**Buy Back Shares**), the price for the Selective Buy Back per Buy Back Share (**Buy Back Price**) and the total consideration to be paid to Mr Drew (**Buy Back Consideration**) are set out below:

Shareholder	Buy Back Shares	Buy Back Price	Buy Back Consideration
Home Made Robots	31,555,064	\$0.05 per share	\$1,577,753.20

The Selective Buy Back is to assist in the orderly disposal of Mr Drew's interests in the Company. As the Buy Back Price is at a 21.5% discount to the 30-day Volume Weighted Average Price (**VWAP**) and a 28.6% discount to the 60-day VWAP up to and including 13 June 2024, and the Selective Buy Back Shares are equivalent to approximately 275 and 206 times BirdDog's average daily trading volume for these periods respectively¹, if Mr Drew were to exit his shareholdings in the Company by selling the Buy Back Shares on the market, this is likely

¹ Excluding the sale of 10,512,500 shares previously held by Home Made Robots on 8 May 2024.

to cause considerable selling pressure on the Shares which would negatively impact the share price of the Company for a considerable amount of time.

The Directors believe that the Selective Buy Back is justified to prevent any negative impact on the share price of the Company over an extended period of time should Mr Drew commence any large-scale trading of his interests.

3. Terms of Buy Back Agreement

(a) Sale and purchase

On completion of the Selective Buy Back, Home Made Robots agrees to sell to the Company free from all security interests and the Company agrees to buy back from Home Made Robots, in accordance with the Buy Back Agreement and subject to the applicable provisions of Division 2 of Part 2J.1 of the Corporations Act, the Buy Back Shares for the Buy Back Consideration.

(b) Condition precedent - Shareholder approval

The Selective Buy Back is conditional on the Shareholders of the Company having passed the required resolution approving the transaction contemplated by the Buy Back Agreement and the terms of this Buy Back Agreement in accordance with section 257D of the Corporations Act (and the Company having complied in all material respects with the requirements necessary in order for that resolution to be validly passed) (**Condition**).

The Buy Back Agreement will automatically terminate if the Condition is not satisfied or waived by the Company by 5.00pm on the business day prior to the Completion Date of the Buy Back Agreement.

(c) Cancellation of Buy Back Shares

Immediately after the registration of the transfer of the Buy Back Shares to the Company, the Buy Back Shares will be cancelled in accordance with section 257H of the Corporations Act and the Company must, as soon as practicable after such cancellation, notify ASIC of the cancellation.

(d) Warranties and acknowledgements

The Buy Back Agreement contains standard warranties and acknowledgements for an agreement of this nature regarding title, power and authority for Home Made Robots and the Company to enter the agreement and encumbrance-free nature of the Buy Back Shares.

4. Valuation

The Directors of the Company have considered that an independent valuation report is not required as the Buy Back Price:

- (a) is materially below (26.5%) the most recent on-market share price as at 13 June 2024;
- (b) is materially below and at a 21.5% discount to the 30-day VWAP up to and including 13 June 2024;
- (c) is materially below and at a 28.6% discount to the 60-day VWAP up to and including 13 June 2024; and
- (d) is approximately half the net-cash backing per Share of \$0.0905 (9.05 cents).

5. Capital structure / control

The Company's capital structure is currently as follows:

Registered holder	Shares before buy back		Shares after buy back	
Home Made Robots	31,555,064	16.35%	0	0%
Directors	45,097,135	23.36%	45,097,135	27.93%
All other Shareholders	116,388,888	60.29%	116,388,888	72.07%
Total shares	193,041,087	100%	161,486,023	100%

The Buy Back Shares represent approximately 16.35% of the ordinary shares on issue in the Company. It is not expected that the Selective Buy Back will have any significant control effect.

No directors are participating in the Selective Buy Back. However, one of the directors has a substantial interest in the Company and if the Selective Buy Back proceeds the interests will be as follows:

Registered holder	No. of shares before buy back		No. of shares after buy back	
Restless Robot Pty Ltd ACN 154 662 585 ATF Miall Family Trust (controlled by Dan Miall)	44,735,664	23.17%	44,735,664	27.70%
Home Made Robots	31,555,064	16.35%	0	0%
All other Shareholders	116,750,359	60.48%	116,750,359	72.30%
Total shares	193,041,087	100%	161,486,023	100%

6. Additional information

(a) Shareholder approval

Under section 257D of the Corporations Act, a selective buy-back must be approved by either all Shareholders or by a special resolution (requiring a 75% majority) of the Shareholders in which no vote is cast by any person whose shares are proposed to be bought back or their associates.

(b) Impact on Company and creditors

As disclosed in the Company's quarterly activities report and Appendix 4C market update lodged with ASX on 30 April 2024, as at 31 March 2024, the Company and its controlled entities had \$20.8 million cash assets and cash equivalents and as at the date of this document the Company and its controlled entities hold cash of \$17.5 million. The Directors believe that the payment of the Buy Back Consideration will not materially prejudice the Company's ability to pay its creditors.

The Directors are not aware of any financial effect of the Selective Buy Back on the Company.

(c) Audited financial statements

The Company provided its audited financial statements to its Shareholders for the financial year ended 30 June 2023 as announced to the ASX on 29 August 2023. A copy of its audited financial statements for the financial year ended 30 June 2023 is available here: asx.com.au/markets/company/BDT.

The Company has also recently provided its reviewed financial statements for the half-year ended and as at 31 December 2023 to its Shareholders as announced to the ASX on 27 February 2024. A copy of the announcement and the reviewed financial statements is available here: asx.com.au/markets/company/BDT.

(d) Share price information

The Company's closing share price has fluctuated around \$0.0530 to \$0.0850 [5.3 cents to 8.5 cents] per share over the last 60 trading days. Set out below is a series of volume-weighted average price (**VWAP**) calculations for the Company's share price which provides further information for Shareholders to determine whether to approve the Selective Buy Back:

Time period	VWAP periods ²	Buy Back Price as discount to VWAP	ADTV ³	Trading days to cover Buy Back Shares
Last close	\$0.068	(26.5%)	147,518	214
5 days	\$0.063	(20.1%)	105,361	299
10 days	\$0.060	(16.6%)	93,634	337
15 days	\$0.059	(15.7%)	127,208	248
30 days	\$0.064	(21.5%)	114,931	275
60 days	\$0.070	(28.6%)	152,927	206

As demonstrated above, the Buy Back Price is between a 15.7% and 28.6% discount to the Company's VWAP share prices over the time periods shown, and at a 26.5% discount to the Company's last close share price.

Given the average daily traded volume of the Company's Shares on the ASX (**ADTV**) for the same time periods has been relatively low, the Selective Buy Back offers the best alternative relative to Mr Drew selling his interests in the market. The likely decrease in the share price of the Company's shares following an on-market sale of the shares held by Mr Drew may be detrimental to the Company's Shareholders seeking to exit its investment in the Company over the same period of time.

² Up to and including trading on Thursday, 13 June 2024. Excluding the sale of 10,512,500 shares previously held by Home Made Robots on 8 May 2024.

³ Excluding the sale of 10,512,500 shares previously held by Home Made Robots on 8 May 2024.

(e) Source of funds

The Company will use a portion of its existing cash at bank to fund the Selective Buy Back.

(f) Advantages of the Selective Buy Back

Benefits to non-associated Shareholders of the proposed Selective Buy Back include:

- (i) the resultant increase in the underlying equity position of the remaining Shareholders in the Company, being approximately 19.5% overall due to the Buy Back shares being cancelled;
- (ii) there is sufficient cash on hand to complete the Selective Buy Back with net-cash backing per share as at the date of this document being \$0.0905 (9.05 cents per share) increasing by 8.7%, should the proposed Selective Buy Back proceed, to \$0.0984 (9.84 cents) per Share;
- (iii) the BirdDog Board believes that a \$0.05 share price materially undervalues the Company based on its level of cash-backing and its prospects as an operating Company that generated \$11.0 million of revenue in 1H FY24;
- (iv) reduced risk associated with an employee of an indirect competitor of the Company being a substantial holder of the Company;
- (v) an increase in any future earnings and cash flow per share for remaining Shareholders in the Company; and
- (vi) material cash balance of the Company is retained, with less than 10% of the Company's cash balance to be utilised on the proposed Selective Buy Back whereby the Company will hold more than \$15.9 million after the proposed Selective Buy Back, which the Company can utilise for growth initiatives.

(g) Disadvantage of the Selective Buy Back

The principal disadvantage of the Selective Buy Back is the decrease in the Company's cash reserves because of the payment of the Buy Back Consideration of \$1,577,753.20. As disclosed in the Company's quarterly activities report and Appendix 4C market update released to the market on 30 April 2024, as at 31 March 2024, the Company and its controlled entities had \$20.8 million cash assets and cash equivalents and as at the date of this document the Company and its controlled entities hold cash of \$17.5 million. The Directors believe that the payment of the Buy Back Consideration will not materially prejudice the Company's ability to pay its creditors.

7. Voting exclusion statement

The Company will disregard any votes cast on this resolution by a party to the Selective Buy Back, being entities controlled by Eamon Drew.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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

8. Director recommendation

The Directors, having considered the potential advantages and disadvantages of the Selective Buy Back, are of the view that the Selective Buy Back is in the best interests of the Company and its Shareholders.

The Directors unanimously recommend that the non-associated Shareholders should vote in favour of the Resolution. All Directors intend to vote all the Shares that they control in favour of the Resolution.

Other than as set out elsewhere in this Explanatory Memorandum, no Director has an interest or will participate in the Selective Buy Back.

9. Further information

The Board is not aware of any other information which is relevant to the consideration by members of the proposed resolution set out in this Notice of Meeting.

The Board recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolution before making any decision in relation to the proposed resolution.

Glossary Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691;

Board means the board of Directors of the Company;

Buy Back Agreement means as defined in section 1 of the Explanatory Memorandum;

Buy Back Consideration means as defined in section 1 of the Explanatory Memorandum;

Buy Back Price means as defined in section 2 of the Explanatory Memorandum;

Buy Back Shares means the Shares subject to approvals sought under the Resolution;

Company means BirdDog Technology Limited ACN 653 360 448;

Company Secretary means the company secretary of the Company;

Completion Date means the business day after the Condition is satisfied, or such other date as agreed by the Company and Home Made Robots;

Condition means as defined in section 3(b) of the Explanatory Memorandum;

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth);

Director means a director of the Company;

Explanatory Memorandum means the explanatory memorandum attached to this Notice;

Extraordinary General Meeting / EGM means the Extraordinary General Meeting of the Company to be held virtually at 10.00am on 19 July 2024 pursuant to the Notice of Meeting;

Home Made Robots means Home Made Robots Pty Ltd ACN 154 662 594 ATF Robot Super Awesome Extreme 3000 Trust;

Meeting means the Extraordinary General Meeting subject to this Notice;

Notice of Meeting or **Notice** means this notice of Extraordinary General Meeting;

Proxy Form means the proxy form accompanying the Notice;

Resolution means the resolutions referred to in the Notice of Meeting;

Selective Buy Back means the selective buy back subject to approvals sought under the Resolution;

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

Share Registry means Automic Registry Services;

Shareholder means a holder of a Share; and

VWAP means as defined in section 6(d) of the Explanatory Memorandum.



Proxy Voting Form

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

BirdDog Technology Limited | ABN 18 653 360 448

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 17 July 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)

