

## **Notice of 2024 Annual General Meeting**

Notice is hereby given that an Annual General Meeting (Meeting) of Shareholders of Mayfield Group Holdings Limited will be held at 3 Gidgie Court Edinburgh SA 5111 at 10AM (Adelaide time) on 24 October 2024.

Further information on the business is set out below and is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

### **ORDINARY BUSINESS**

#### **Financial Report for the Year Ended 30 June 2024**

To receive and consider the Company's financial statements and the reports of the Directors and of the Auditor for the year ended 30 June 2024.

#### **Resolution 1 - Remuneration Report**

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

"That the Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' report be adopted."

#### **Resolution 2 - Re-elect Sue Chase as a Director**

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

"That Sue Chase retires by rotation in accordance with Rule 6.3(b) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

#### **Resolution 3 - Approval of Issue of Partly Paid Shares to Managing Director**

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,197,802 ordinary partly paid shares to Andrew Rowe (or his nominee) pursuant to the Mayfield Group Holdings Share Incentive Plan and on the terms described in the Explanatory Statement which forms part of this Notice of Meeting."

#### **Resolution 4 - Additional Share Issue Capacity under Listing Rule 7.1A**

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."

By order of the Board,

Brett Crowley  
Company Secretary  
18 September, 2024

## Explanatory Statement

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This Explanatory Statement has been prepared to assist Shareholders of Mayfield Group Holdings Limited (**Mayfield** or **the Company**) to understand the business to be put to Shareholders at the Annual General Meeting (**Meeting** or **AGM**) of the Company to be held at 10am (Adelaide time) on 24 October 2024.

Resolution 1, which relates to approval of the 2024 Remuneration Report, is an advisory resolution, further details of which are included below. Resolutions 2 and 3 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 4 is a special resolution which will only be passed if 75% (ie, at least three quarters) of the votes cast by shareholders entitled to vote (either on a show of hands at the meeting or by the inclusion of proxies if on a poll) are in favour of the resolution.

## Financial Statements and Reports

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The Annual Report and the associated reports of the Directors and the Auditor for the financial year ended 30 June 2024 will be presented for consideration.

The 2024 Annual Report is available on the Company website [www.mayfieldgroup.com.au](http://www.mayfieldgroup.com.au)

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose, and there is no requirement either in the *Corporations Act 2001* (Cth) (**the Act**) or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report at the Meeting, or that the Financial Statements and Reports be accepted, rejected or modified in any way.

## Resolution 1: Remuneration Report

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A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of non-executive directors, executive directors and senior executives and is set out in the 2024 Annual Report.

Resolution 1 provides Shareholders with the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Act, the Company is required to put the adoption of its Remuneration Report to the vote at the Annual General Meeting and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. If 25% of the votes are cast against two consecutive annual resolutions for the purposes of section 250R(2), the Act requires a shareholder vote on whether to convene a special meeting at which all directors (other than the managing director) who were in office when the second section 250R(2) resolution was voted on, must stand for re-election.

The Remuneration Report:

- (a) explains the Board's policies in respect of the nature and level of remuneration paid to directors and senior management of the Company;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) explains why the performance conditions were chosen and how performance is measured against them;
- (d) sets out the remuneration details for each director and each member of the Company's senior management team; and
- (e) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives and executive directors.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company.

## **Voting Exclusion**

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel (“KMP”), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman’s voting of proxies on Resolution 1 to adopt the Remuneration Report.

## **Resolution 2: Re-election Sue Chase as a Director**

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In accordance with Rule 6.3(b) of the Company’s Constitution, Ms Chase retires as a Director by rotation and, being eligible, offers herself for re-election.

Ms Chase is an independent non-executive director. The Board, other than Ms Chase, recommend her re-election.

## **Resolution 3: Approval of Issue of Partly Paid Shares to Managing Director**

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The Company has agreed, subject to obtaining Shareholder approval, to issue partly paid shares to the Company’s Managing Director, Andrew Rowe (or his nominee), pursuant to the Mayfield Group Holdings Share Incentive Plan (**Plan**) and the terms and conditions set out below. The terms of the partly paid shares to be issued will be as follows:

Number:	2,197,802
Issue price:	Each share is issued at 45.5c per Share.
Conditions:	The shares are vested and there are no further performance conditions to be met.
Unpaid call date:	All unpaid amounts in respect of the shares must be paid in full on or before 3 October 2028.

## **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Partly paid shares to Mr Rowe (or his nominee) constitutes giving a financial benefit and Mr Rowe is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Rowe who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Partly paid shares because the agreement to issue the Partly paid shares, reached as part of the remuneration

package for Mr Rowe, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

#### **Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit equity securities, which includes partly paid shares, to be issued to a director of the company without the approval of shareholders.

The issue of partly paid shares falls within Listing Rule 10.14. It therefore requires the approval of Shareholders.

Resolution 3 seeks the required Shareholder approval for the issue of the partly paid shares under and for the purposes of Listing Rule 10.14.

#### **Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the partly paid shares to Mr Rowe within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the partly paid shares (because approval is being obtained under Listing Rule 10.14), the issue of the partly paid shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the partly paid shares.

#### **Technical Information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 3:

- a) The partly paid shares will be issued to Mr Rowe (or his nominee), who falls within the category set out in Listing Rule 10.14.1 as Mr Rowe is a Director of the Company.
- b) The maximum number of securities to be issued is 2,197,802 partly paid shares.
- c) The current total remuneration package for Mr Rowe is \$397,829 (plus superannuation).
- d) No shares have previously been issued to Mr Rowe under the Plan.
- e) The terms and conditions of the partly paid shares are set out in the Plan. A copy of the Plan rules was released to the ASX on 25 January 2024 can be found at the following link <https://announcements.asx.com.au/asxpdf/20240125/pdf/05zqkwvf0cy0t.pdf> and a summary is set out below in paragraph l).
- f) In considering the type of security to be issued to Mr Rowe, the Board considered both options and partly paid shares. The Board determined that the most appropriate security was partly paid shares as this would permit the receipt of dividends which could be used to pay some part of the shares.
- g) The Company attributes the value of the partly paid shares to be \$715,739 based on the Black Scholes methodology for valuing partly paid shares.
- h) The partly paid shares will be issued no later than 1 month after the date of the Meeting.
- i) The issue price of the partly paid shares is 45.5c per share. Upon issue, Mr Rowe is required to pay 1c per share, with 44.5c remaining unpaid.
- j) Assuming the partly paid shares are issued no later than one month after the date of the Meeting, details of the issue of the partly paid shares will be published in the Company's 2025 Annual Report along with a statement that approval for the issue was obtained under Listing Rule 10.14. Further, any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of partly paid shares under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- k) No loan will be made to fund the exercise price of the Options.
- l) A summary of the Plan is provided below.

#### ***Purpose***

*The purpose of the Plan is to:*

- (a) *encourage participation by Eligible Employees in the Company through share ownership;*
- (b) *attract, motivate and retain Eligible Employees; and*
- (c) *encourage positive results in driving the next phase of the Company's development.*

#### **Participation**

*The Board may from time to time in its sole and absolute discretion determine that an Eligible Employee may participate in the Plan.*

#### **Limitations on the number of Shares to be issued**

*Subject to the Company's Constitution and any applicable laws, the maximum number of Shares that the Company may issue under the Plan is equal to 5% of the Company's fully diluted share capital (where such 5% includes any Shares held by Eligible Employees which were issued prior to the date of this Plan ("Pre-Existing Eligible Employee Shares")).*

#### **Offer of Shares**

*The Board may, from time to time, make an Offer to any Eligible Employee to acquire, by subscription or transfer, a specified number of Shares under the terms of the Plan.*

#### **Determination by the Board**

*The Board, acting in its absolute discretion, may impose any conditions in the offer of partly paid shares.*

#### **Acquisition Price**

*The Offer must specify the Acquisition Price for each Share.*

#### **Performance Conditions**

*Shares may be subject to Performance Conditions.*

#### **Administration of the Plan**

*The Board may make such regulations for the operation of the Plan as they consider necessary provided such regulations are consistent with these Rules.*

#### **Amendment of Plan**

*The Board may at any time amend the Plan Rules or the terms and conditions upon which any Shares have been issued under the Plan.*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Andrew Rowe or any of his associates.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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 the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 4: Additional Share Issue Capacity under Listing Rule 7.1A**

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary shares on issue by way of placements over a 12-month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will also satisfy both these criteria at the date of the Meeting. Any equity securities issued under ASX Listing Rule 7.1A must be in an existing quoted class of securities. The Company has only one quoted class of equity securities on issue, being ordinary shares.

Accordingly, Resolution 4 seeks Shareholder approval by special resolution for the issue of such number of ordinary shares as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

At the date of this Notice, the Company has on issue 91,469,050 ordinary shares. If Resolution 4 is approved the Company will have the capacity to issue:

- (i) 13,732,357 ordinary shares under ASX Listing Rule 7.1; and
- (ii) 9,146,905 ordinary shares under ASX Listing Rule 7.1A.

In addition to issues under rule 7.1, an eligible entity which has obtained the approval of the holders of its ordinary securities under this rule 7.1A may, during the period of the approval, issue or agree to issue a number of equity securities calculated in accordance with the following formula:

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

where:

**A** = the number of ordinary securities on issue at the commencement of the relevant period:

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

b) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

-the convertible securities were issued or agreed to be issued before the commencement of 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 rule 7.1 or rule 7.4,

c) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:

-the agreement was entered into before the commencement of the relevant period; or

- the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

d) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,

e) plus the number of partly paid ordinary securities that became fully paid in the relevant period,

f) less the number of fully paid shares cancelled in the 12 months.

**D** = 10%;

**E** = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.”

The effect of passing Resolution 4 will be to allow the Directors to issue the ordinary shares under Listing Rule 7.1A during the Relevant Period without using the Company’s 15% placement capacity under Listing Rule 7.1. The effect of not passing Resolution 4 will be that the Directors cannot issue the ordinary shares under Listing Rule 7.1A during the Relevant Period without using the Company’s 15% placement capacity under Listing Rule 7.1.

### **Information required by ASX Listing Rule 7.3A**

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- An approval under this rule 7.1A commences on the date of the Meeting and expires on the first to occur of the following:
  - a) The date that is 12 months after the date of the Meeting.
  - b) The time and date of the Company’s next annual general meeting.
  - c) The time and date of the approval by holders of the Company’s ordinary securities of a transaction under rule 11.1.2 or rule 11.2.
- The minimum price at which the ordinary shares will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
  - a) the date on which the price at which the ordinary shares are to be issued is agreed; or
  - b) if the ordinary shares are not issued within ten trading days of the date in paragraph (a), the date on which the ordinary shares are issued.
- If Resolution 4 is approved by Shareholders and the Company issues ordinary shares under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of ordinary shares which are the subject of this Resolution, to the extent that such ordinary shares are issued, including:
  - a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
  - b) the ordinary shares may be issued at a price that is at a discount to the market price for those ordinary shares on the issue date, or the ordinary shares may be issued as part consideration for the acquisition of a new asset,  
  
which may have an effect on the amount of funds raised by the issue of the ordinary shares.
- The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of ordinary shares and the current number of ordinary shares for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the closing price of the shares, being 75c, on the ASX on 30 August 2024.

No. of Shares on Issue <sup>1</sup>	Dilution			
	Issue price (per Share)	\$0.375 50% decrease in Issue Price	\$0.75 Issue Price	\$1.50 100% increase in Issue Price
91,469,050 (Current)	Shares issued	9,146,905	9,146,905	9,146,905
	Funds raised	\$3,430,089	\$6,860,179	\$13,720,358
137,203,575 (50% increase)	Shares issued	13,720,358	13,720,358	13,720,358
	Funds raised	\$5,145,134	\$10,290,268	\$20,580,536
182,938,100 (100% increase)	Shares issued	18,293,810	18,293,810	18,293,810
	Funds raised	\$6,860,179	\$13,720,358	\$27,440,715 all

The table has been prepared on the following assumptions:

- (i) Resolution 4 is approved.
  - (ii) The Company issues the maximum number of ordinary shares available under the 10% Placement Facility in Listing Rule 7.1A.
  - (iii) No partly paid shares over ordinary shares are exercised before the date of issue of ordinary shares under Listing Rule 7.1A.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (v) The table shows only the effect of issues of ordinary shares under ASX Listing Rule 7.1A, not under the 15% placement capacity available under ASX Listing Rule 7.1.
  - (vi) The Issue Price is \$0.75, being the closing price of the ordinary shares on ASX on 30 August 2024.
- If any of the ordinary shares being approved by this resolution are issued, they will be issued during the Placement Period, that is, within 12 months of the date the AGM, i.e. by 24 October 2024, and the approval being sought by this resolution will cease to be valid if Shareholders approve a transaction under ASX Listing Rules 11.1.2 or 11.2 prior to 24 October 2024.
  - The minimum price at which ordinary shares will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
    - (a) the date on which the price at which the ordinary shares are to be issued is agreed; or
    - (b) if the ordinary shares are not issued within 10 trading days of the date in paragraph (a), the date on which the ordinary shares are issued.
  - The funds raised from the issue of the ordinary shares will be used for the purpose of working capital for the Company and establishing and consolidating new sales, distribution and licensing opportunities for the Company's range of products and services for the benefit of all Shareholders.
  - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any ordinary shares.
  - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of any ordinary shares that may be issued (subject to Shareholder approval of Resolution 4) have not been determined as at the date of this Notice, but may include existing Shareholders as well as new Shareholders who are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:



- the methods of raising funds that are available to the Company and balancing interest from potential allottees with the interests of existing Shareholders;
- the effect of the issue of the ordinary shares on the control of the Company. Allocation will be subject to takeover thresholds;
- the financial situation and solvency of the Company and its projected need for working capital at any given time; and
- advice from corporate, financial and broking advisors (if applicable).

The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the 2024 AGM.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders entitled to vote on Resolution 4 must be in favour of the resolution.

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of such a person.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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 the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting and Proxies**

#### **1. Determination of membership and Voting Entitlement**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the shares of the Company that are quoted on the Australian Securities Exchange Limited as at 7.00pm Sydney time on 22 October 2024, will be taken for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be recognised as members of the Company and the holder of Shares and will be entitled to attend and vote at the Meeting.

#### **2. Votes of Members**

On a show of hands, each member present in person or by proxy or in the case of a body corporate by a representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or in the case of a body corporate by a representative, shall have one vote for each Share held by him.

#### **3. Proxies**

Please note that:

- (a) A member who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of the member.
- (b) Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or the number of votes each proxy is appointed to exercise.
- (c) If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

- (d) A proxy need not be a member of the Company.
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting to which it relates.
- (f) Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
- (g) A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- (h) If a shareholder appoints the Chairman of the Meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- (i) To be effective the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited not less than forty eight (48) hours prior to the Annual General Meeting, that is, by 10am, Adelaide time, on 22 October 2024.

A form of proxy accompanies this Notice of Annual General Meeting.

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (ACDT) on Tuesday, 22 October 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  
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Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
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#### All enquiries to Automic:

#### WEBSITE:

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

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