



Acumentis Group Limited

Notice of Annual General Meeting 2024

The 2024 Annual General Meeting of Acumentis Group Limited will be held on Tuesday, 22 October 2024 commencing at 3:00pm (AEDT)



decision certainty.



Dear Shareholder

On behalf of your Board, I invite you to the 2024 Annual General Meeting (AGM or Meeting) of Acumentis Group Limited (Company or Acumentis). The AGM will be held on Tuesday, 22 October 2024, commencing at 3:00pm (AEDT).

Hybrid AGM

The Board has decided to hold a hybrid Meeting this year, which will allow our shareholders the flexibility to attend the AGM in person or participate online.

The Board considers the AGM to be a very important event for engaging with our shareholders and we have set out below the ways in which you can take part in the Meeting.

Accessing the AGM online

We encourage shareholders and proxy holders to join the AGM virtually via the live webinar with pre-registration and further instructions available at:

https://us02web.zoom.us/webinar/register/WN_9TpkIakbQo68nR8PS2TLtQ

The live webinar is scheduled to go live from 3:00pm (AEDT) on 22 October 2024. You can view the AGM live via a desktop or a tablet device with internet access.

Please read the 'Virtual Meeting Online Guide' available at the link below carefully before the AGM to ensure your internet browser is compatible with the online portal.

https://web.automic.com.au/er/public/api/documents/SHLU?fileName=Virtual_Meeting_Shareholder_Registration_Voting_Guide.pdf

Attending the AGM in person

Shareholders and proxy holders who wish to attend the AGM in person, can do so at our office in Alexandria, at Suite W2B1B, Level 2, Building 2 Sydney Corporate Park, 75 O'Riordan Street, Alexandria, Sydney, NSW 2015. If you decide to attend in person, you will need to register at the registration desk on the day of the AGM. The registration desks will be open from 2:30pm (AEDT). You will find it easier to register if you bring your enclosed Voting Form with you. Information on how to get to the venue is set out on page 22.

Voting Virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM 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 "Meeting open for voting" 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

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Chairmans Letter

Voting by Proxy

To vote by proxy, please use one of the following methods:

Online Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

For further information on the online proxy lodgment process please see the **Online Proxy Lodgment Guide** at <https://www.automicgroup.com.au/virtual-agms/>

By post Automic, GPO Box 5193, Sydney NSW 2001

By hand Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking questions

We encourage you to submit questions in advance of the AGM on any shareholder matters that may be relevant to the AGM. You can do this by submitting your questions electronically before the AGM. I will endeavour to address the more frequently raised shareholder questions during the AGM.

Shareholders and proxy holders will also have the ability to listen to the discussion at the AGM and ask questions during the AGM in person or for those attending online, via the online platform.

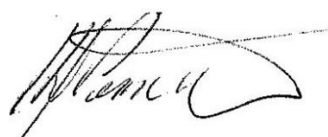
Further instructions on the above options are set out in this notice in the section titled 'Important information for shareholders' as well as the 'Virtual Meeting Online Guide'.

Items of business

The items of business to be considered at the AGM are set out on the following pages, along with explanatory notes containing further details on those items, and other important information for you in relation to the AGM.

Your Board and management team look forward to welcoming you to the AGM, both in person and virtually.

Yours sincerely



Keith Perrett
Chairman

AGM details, Agenda & Items of business

AGM details

The 2024 Annual General Meeting (AGM or Meeting) of Acumentis Group Limited (the Company or Acumentis) will be held on Tuesday, 22 October 2024, commencing at 3:00pm (AEDT) at the Acumentis office located at Suite W2B1B, Level 2, Building 2 Sydney Corporate Park, 75 O'Riordan Street, Alexandria, Sydney, NSW 2015 and via live webinar.

Shareholders can view and participate in the AGM either in person or virtually via the live webinar with pre-registration and further instructions available at:

https://us02web.zoom.us/webinar/register/WN_9TpkIaKbQo68nR8PS2TLtQ

For any enquiries relating to virtual participation, please contact the Company's share registry, Automic, on 1300 288 664.

AGM agenda

2:30pm: Online attendance

The online live webinar is scheduled to open at 2:30pm (AEDT) at which time registration may commence.

In person attendance

Registration will open at 2:30pm (AEDT) at the offices of Acumentis Group, Suite W2B1B, Level 2, Building 2 Sydney Corporate Park, 75 O'Riordan Street, Alexandria, NSW 2015. You will find it easier to register if you bring your enclosed Voting Form with you. Information on how to get to the venue is set out on page 22.

3:00pm	AGM commences
	Chairman's address
	Chief Executive Officers address
	Items of Business

Items of business

1. Financial Report, Directors' Report and Auditor's Report

To consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that

financial year.

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

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the reports during consideration of these items.

2. Adoption of Remuneration Report (Resolution 1)

To adopt the Company's Remuneration Report for the financial year ended 30 June 2024.

The vote on this item is advisory only and does not bind the Board of the Company.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) directors and key management personnel (KMP) included in the Remuneration Report; or
- (b) an associate of a Director or KMP included in the Remuneration Report.

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

- (i) 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 that way; or
- (ii) 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
- (iii) 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 that way.

AGM details, Agenda & Items of business

3. Election of Directors (Resolution 2)

To elect Jo Mikleus as a director of the Company, following her appointment as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4.

4. Re-Election of Directors (Resolution 3)

To re-elect Les Wozniczka as a director of the Company, following his retirement in accordance with the Company's Constitution and ASX Listing Rule 14.5.

5. Renewal of All Employee Share Plan (Resolution 4)

To renew the All Employee Share Plan for a further 3 years.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is eligible to participate in the All Employee Share Plan; or
- (b) an Associate of that person or those persons.

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

- (i) 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 on the resolution in that way; or
- (ii) 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
- (iii) 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.

6. Renewal of Salary Sacrifice Employee Share Plan (Resolution 5)

To renew the Salary Sacrifice Employee Share Plan for a further 3 years.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Salary Sacrifice Employee Share Plan; or
- (b) an Associate of that person or those persons.

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

- (i) 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 on the resolution in that way; or
- (ii) 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
- (iii) 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.

AGM details, Agenda & Items of business

7. Renewal of Employee Share Option Plan (Resolution 6)

To renew the Employee Share Option Plan for a further 3 years.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Share Option Plan; or
- (b) an Associate of that person or those persons.

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

- (i) 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 on the resolution in that way; or
- (ii) 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
- (iii) 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.

8. Adoption of New Constitution (Resolution 7)

To adopt a new constitution of the Company in place of the current constitution with effect from the close of the meeting.

Additional Information

Resolutions 1 to 6 (items 2 to 7) will be considered as ordinary resolutions.

Resolution 7 (item 8) will be considered as a special resolution.

Please refer to the Explanatory Notes for more information on each item of business.

The Explanatory Notes form part of this Notice of Meeting.

By order of the board



John Wise
Company Secretary
17 September 2024

Explanatory Notes

Item 1: Financial Report, Directors' Report and Auditor's Report

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2024 will be put before the AGM. Each of these reports is contained in the Company's 2024 Annual Report, which is available online at [Annual Reports to Shareholders | Acumentis](#).

While this item does not require a formal resolution to be put to the AGM, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the reports. Shareholders will also be able to ask questions of the Company's auditor, who will attend the AGM.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday, 15 October 2024.

Item 2: Adoption of Remuneration Report (Resolution 1)

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Company's Remuneration Report for the financial year ended 30 June 2024 is set out in the Company's 2024 Annual Report.

The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Company's KMP for the financial year ended 30 June 2024.

The vote on this item is advisory only and does not bind the Board or the Company. However, the Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report

when reviewing the Company's remuneration policies.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

Recommendation

The Board recommends that shareholders vote in favour of this item.

Item 3: Election of Directors (Resolution 2)

Clause 16.2 of the Company's Constitution requires that any Director appointed by the Board (either to fill a casual vacancy or as an addition to the Board) may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

ASX Listing Rule 14.4 also provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Jo Mikleus was appointed as an additional Non-Executive Director of the Company on 1 December 2023.

Jo Mikleus is currently Chair of the Audit & Risk Committee (**A&RC**) and a member of the People & Culture Committee (**P&CC**).

Under this Resolution, Jo Mikleus, being eligible, seeks re-election as a Director of the Company at this AGM.

Biography



Jo Mikleus

Independent, Non-Executive Director

Chair of A&RC & member of the P&CC

Jo is a growth-focused and customer-orientated C-Suite executive with over 35 years of experience in banking, business and technology, including as CEO. Across a diverse career in public, private and PE-backed companies, she has developed a track record of innovating and successfully leading people through structural, technology, social and regulatory change.

Explanatory Notes

She is the Senior Vice President (Operations) at Cyble Inc., an AI cyber threat intelligence company. She is responsible for leading the global operations teams connecting software, cloud and platform, engineering, IT, cybersecurity, research, service delivery, sales, facilities, workplace resources and related operational units. She is a key influencer in the APEA market for Cyble while also being responsible for scaling two wholly owned businesses - The Cyber Express and Am I Breached.

Her other directorships include being the NED and Chair of the Audit Committee at Avenue Bank, a digital bank that provides better banking solutions for Australian businesses, starting with disrupting the bank guarantee market.

Jo passionately advocates for customer-design-thinking, disruptive innovation, leadership, culture and inclusion.

Jo has a Bachelor of Social Science (Economics) from UNSW and is a Graduate of the Australian Institute of Company Directors (AICD).

Directors' recommendation

The Board (other than Jo Mikleus) recommends that Shareholders vote in favour of this Resolution.

Item 4: Re-election of Directors (Resolution 3)

Rule 16.1 of the Company's Constitution requires that at every annual general meeting, one third of the Directors (other than any Managing Director or, if their number is not a multiple of 3, then the number nearest to but not less than one third must retire from office). The Directors to retire are those who have been in office the longest since their last election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

In accordance with Company's Constitution and ASX Listing Rule, Les Wozniczka will retire at this meeting and, being eligible, offers himself for re-election to the Board.

The Board, with the assistance of the People and Culture Committee (which incorporates the duties of the Remuneration and Nomination Committee), has evaluated the performance and effectiveness of the Board and its Directors. The Board has considered the performance and contribution of Les Wozniczka and considers that he makes a valuable contribution to the Board. The Board endorses his nomination as a candidate for re-election.

Biography



Les Wozniczka

Non-Independent, Non-Executive Director

Member of A&RC & P&CC

Les Wozniczka has been an active private investor since retiring as Chief Executive of Futuris Corporation in 2008 and currently holds a 11.3% stake in Acumentis Group Limited.

He has been a director of public companies and is experienced in the management of regulated entities.

Prior to Futuris Corporation, Les was a founding shareholder in Corporate Governance International, a partner in The Partners Group offering corporate advice, a Potter Partners partner and investment banker and international currency and bond manager.

Les has an MBA and BSc (Psych) from UNSW and DipEd from the University of Adelaide.

Directors' recommendation

The Board (other than Les Wozniczka) recommends that Shareholders vote in favour of this Resolution.

Item 5 Renewal of All Employee Share Plan (Resolution 4)

To renew the All Employee Share Plan for a further 3 years for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes.

Background

This Resolution seeks Shareholder approval for the Company to renew the employee incentive scheme entitled the "All Employee Share Plan" (AESP) which was approved at the 2021 annual general meeting.

The AESP provides an opportunity for eligible employees to acquire up to \$1,000 worth of Shares in the Company. Additionally, the AESP will:

- encourage participation by employees in the Company through Share ownership;
- assist in the reward, retention and motivation of employees;
- align the economic interests of employees with Shareholders by providing an opportunity to earn rewards via an equity interest in the Company based on Shareholder value; and/or
- provide a tax efficient structure for the provision of equity to employees.

Explanatory Notes

It is intended that any shares granted to eligible employees under the AESP will be purchased on market and accordingly will not result in a dilution of existing shareholders holdings.

A summary of the key terms of the AESP is set out in Annexure A, and a copy of the rules of the AESP is available upon request from the Company.

ASX Listing Rules

Shareholder approval of the AESP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), so that Shares issued in accordance with the AESP will be excluded from the calculation of the maximum number of new Shares that can be issued by the Company in any 12 month period (currently 15% of Shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the AESP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within any 12 month period under Listing Rule 7.1 (ie the 15% placement capacity) during the next three-year period.

The Company advises that approval for the AESP was obtained from Shareholders under ASX Listing Rule 7.2 (exception 13(b)) at the 2021 annual general meeting.

Since the 2021 annual general meeting, there have been no shares issued under the AESP.

It is intended that any shares granted under the AESP will be purchased on market, however if 25% of eligible employees elected to partake in the AESP for each of the next three years and the Company issued new shares to satisfy these elections the number of shares issued would not exceed 2,000,000.

If Resolution is Not Passed

If this resolution is not passed, the company will explore alternative incentive programs to ensure that we continue to attract, retain, and motivate our employees. This may include revising existing remuneration structures or introducing new performance-based incentives.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Item 6 Renewal of Salary Sacrifice Employee Share Plan (Resolution 5)

To renew the Salary Sacrifice Employee Share Plan for a further 3 years for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes.

Background

This Resolution seeks Shareholder approval for the Company to renew the employee incentive scheme entitled the "Salary Sacrifice Employee Share Plan" (SSP) which was approved at the 2021 annual general meeting.

The SSP provides an opportunity for employees to purchase Shares in the Company via a salary sacrifice scheme. Additionally, the adoption of the SSP will:

- encourage participation by employees in the Company through Share ownership;
- assist in the reward, retention and motivation of employees;
- align the economic interests of employees with Shareholders by providing an opportunity to earn rewards via an equity interest in the Company based on creating Shareholder value; and/or
- provide a sufficient tax efficient structure for the provision of equity to employees.

Under the SSP, employees will be able to nominate an amount of up to \$5,000 per annum of their pre-tax income that they would like to salary sacrifice to acquire Shares under the SSP.

It is intended that any shares granted to eligible employees under the SSP will be purchased on market and accordingly will not result in a dilution of existing shareholders holdings.

A summary of the key terms of the SSP is set out in Annexure B, and a copy of the rules of the SSP is available upon request from the Company.

ASX Listing Rules

Shareholder approval of the SSP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), so that Shares issued in accordance with the SSP will be excluded from the calculation of the maximum number of new Shares that can be issued by the Company in any 12 month period (currently 15% of Shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the SSP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within any 12 month period under Listing Rule 7.1 (ie the 15% placement capacity) during the next three-year period.

The Company advises that approval for the SSP was obtained from Shareholders under ASX Listing Rule 7.2 (exception 13(b)) at the 2021 annual general meeting.

Since the 2021 annual general meeting, there have been no shares issued under the SSP.

Explanatory Notes

It is intended that any shares granted under the SSP will be purchased on market, however if 50% of eligible employees elected to partake in the SSP for each of the next three years and the Company issued new shares to satisfy these elections the number of shares issued would not exceed 3,000,000.

If Resolution is Not Passed

If this resolution is not passed, the company will explore alternative incentive programs to ensure that we continue to attract, retain, and motivate our employees. This may include revising existing remuneration structures or introducing new performance-based incentives.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Item 7 Renewal of Employee Share Option Plan (Resolution 6)

To renew the Employee Share Option Plan for a further 3 years for the purposes of ASX Listing Rule 7.2 (exception 13(b)), section 257B(1) of the Corporations Act and for all other purposes.

Background

This Resolution seeks Shareholder approval for the Company to renew the employee incentive scheme entitled the "Employee Share Option Plan" (ESOP) which was approved at the 2021 annual general meeting.

The Company is proposing to adopt the ESOP for the following reasons:

- to assist in the reward, retention and motivation of employees;
- to link the reward of employees to Shareholder value creation; and
- to align the interests of employees with Shareholders by providing an opportunity to employees to earn rewards via an equity interest in the Company based on creating Shareholder value.

Whilst the ESOP includes the ability to issue options as well as performance rights, it is the intention to utilise performance rights only and for any such rights to include service hurdles and/or performance hurdles based on earnings per share growth and/or total shareholder returns.

A summary of the key terms of the ESOP is set out in Annexure C, and a copy of the rules of the ESOP is available upon request from the Company.

ASX Listing Rules

Shareholder approval of the ESOP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), so that

Shares issued in accordance with the ESOP will be excluded from the calculation of the maximum number of new Shares that can be issued by the Company in any 12 month period (currently 15% of Shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the ESOP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within any 12 month period under Listing Rule 7.1 (ie the 15% placement capacity) during the next three-year period.

The Company advises that approval for the ESOP was obtained from Shareholders under ASX Listing Rule 7.2 (exception 13(b)) at the 2021 annual general meeting.

Since the 2021 annual general meeting, the Company has issued the following performance rights:

Issued to the Chief Executive Officer & Managing Director

- 240,000 on 28 October 2021 as detailed in the ASX announcement dated 28 October 2021
- 405,000 on 25 October 2022 as detailed in the ASX announcement dated 1 November 2022
- 6,000,000 on 25 October 2024 as detailed in the ASX announcement dated 25 October 2023

Issued to the Chief Financial Officer

- 300,000 on 25 October 2022 as detailed in the ASX announcement dated 1 November 2022
- 3,000,000 on 25 October 2023 as detailed in the ASX announcement dated 25 October 2023

Issued to other executives

- 435,000 on 25 October 2022 as detailed in the ASX announcement dated 1 November 2022

Employee Share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of Share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the ESOP using the employee share scheme buy-back procedure under the Corporations Act, the ESOP must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the ESOP in order to allow the Company to undertake a buy-back of Shares under the ESOP using the employee share scheme buy-back procedure under the Corporations Act.

If Resolution is Not Passed

If this resolution is not passed, the company will explore alternative incentive programs to ensure that we continue to attract, retain, and motivate our employees. This may

Explanatory Notes

include revising existing remuneration structures or introducing new performance-based incentives.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Item 8 Adoption of New Constitution (Resolution 7)

That in accordance with section 136 of the Corporations Act, and for all other purposes, Shareholder approval is given for the Company to repeal its existing constitution and adopt a new constitution tabled at the Meeting, be adopted as the constitution of the Company in place of the current constitution, with effect from the close of the Meeting

Background

The Company's current constitution was adopted in 2003 with minor amendments to the constitution made in 2019. There have been a number of amendments to the legislation governing corporations (the Corporations Act), the Listing Rules, corporate governance principles and general corporate and commercial practice for ASX Listed companies since that time.

The Company has reviewed its constitution and determined that it is more appropriate to adopt a new constitution (Proposed Constitution), which reflects these changes, rather than make each of the individual necessary amendments to the current constitution. The Proposed Constitution also reflects technological changes and the current practices of the Company.

Under section 136 of the Corporations Act, repealing and adopting a Company's constitution may only take place following a Special Resolution of shareholders.

A special resolution (being at least 75% of votes cast by securityholders entitled to vote) is required for this Resolution.

The Directors believe that these amendments do not materially alter the position of the Shareholders in respect of the Company's governance, and accordingly will not have a significant impact on Shareholders.

Material changes compared to current constitution

The proposed material changes to the Constitution are summarised below. There will also be a number of other minor changes to the Constitution.

1. Flexibility to hold hybrid meetings

The amendments are proposed to provide greater flexibility to hold meetings physically or using a hybrid structure provided Shareholders are given a reasonable opportunity to participate.

2. Conduct at General Meetings

Provisions expressly permit the chairman (or a person acting on the chairman's authority) to:

- require attendees of general meetings to comply with searches, restrictions or other security arrangements considered appropriate;
- where there is insufficient room at a meeting venue, arrange for some people to participate in a general meeting from a separate venue (without giving notice or putting the matter to a vote);
- withdraw from consideration any resolution that is set out in the notice of meeting (other than those items of business requisitioned by securityholders or required by law);
- determine that votes cast in contravention of the Corporations Act or the ASX Listing Rules are to be disregarded (without requiring that the matter be put to vote); and
- subject to the Corporations Act, refuse to allow any amendment to be moved to a resolution set out in the notice of general meeting, and refuse to allow any business to be transacted, unless the general nature of the business is stated in that notice of meeting.

In addition to the proposed amendments:

- clarify that the chairman may determine that any resolution put to the meeting should be dealt with by poll (without the need for a vote on a show of hands), and has discretion as to how and when the results of the poll are to be announced (whether during the meeting or afterwards); and
- stipulate that a person's attendance at a general meeting will waive any objection the person may have to:
 - a failure by the Company to give adequate notice of meeting (unless the issue is raised at the start of the meeting); and
 - the consideration of a particular matter at the general meeting that is not referred to in the notice of meeting (unless the person objects to the consideration of the matter when first presented).

3. Clarification and correction of proxy, attorney and corporate representative documentation

Amendments are proposed to provide greater flexibility for the Directors in dealing with proxy, attorney and representative appointments which are incomplete, unclear or not properly executed.

The proposed amendments clarify that if the name or office of the proxy, attorney or representative is not filled in or is unclear, then the proxy, attorney or representative of the

Explanatory Notes

securityholder is the person specified by the Company in the instrument or form of proxy or, if no person is specified, the chairman of the meeting.

New provisions have also been introduced to allow the Board to:

- return the instrument or form for proper execution or authentication (and extend the time for lodgement of the completed appointment); and
- seek clarification of instructions and amend the appointment to reflect this clarification.

These provisions will allow the Board to count votes purported to be cast by securityholders via proxy, attorney or representative to be counted, where they otherwise may have been discounted due to procedural irregularities.

4. Lodgement of Proxies

The Corporations Act allows for electronic lodgement of proxy appointments. To ensure the Company takes full advantage of this flexibility, the proposed amendments expressly provide that a proxy appointment is valid if it is in accordance with the Corporations Act or in any form (including electronic) and received at a time that the Directors (or Chairman) accepts. The amendments also confirm the ability for the notice of meeting to specify requirements for electronic lodgement of proxy appointments.

5. Fee for registration of off-market transfers

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a 'reasonable fee' for registering paper-based transfers, sometimes referred to 'off-market transfers'.

Article 4.4 of the proposed constitution enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders.

6. Maximum number of Directors

The existing Constitution stipulates that the number of Directors must be not less than three, or more than seven.

The Proposed Constitution provides that unless otherwise determined by the Company in general meeting, the number of Directors is to be not less than 3. The proposed constitution therefore provides for no maximum number of Directors, subject to the applicable provisions in the Corporations Act. This is a more common provision in current constitutions.

7. Restricted Securities

ASX introduced a number of changes to the escrow regime in the Listing Rules in December 2019 to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient for issuers and for ASX.

Amongst these, ASX introduced a two-tier escrow regime where ASX can and will require certain more significant

holders of Restricted Securities (as defined by the Listing Rules) and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as was formerly the case. However, for less significant holdings, ASX now instead permits entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of Restricted Securities and to simply give a notice to the holder of Restricted Securities in the form of a new Appendix 9C advising them of those restrictions.

Under article 2.7 of the amended constitution, holders of Restricted Securities will be taken to have agreed in writing that those Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the applicable escrow period. Holders of Restricted Securities will also not be entitled to participate in any return of capital on those Securities during the applicable escrow period, except as permitted by the Listing Rules or ASX.

8. Partial (proportional) takeover provisions

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption or last renewal of the clause.

9. Less than Marketable Parcel

The current Constitution does not currently include any provisions in relations to the sale of less than marketable parcels of shares in the Company.

The Proposed Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of Shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a purchase of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 2.6 and Schedule 4 of the Proposed Constitution outlines in detail the process that the Company must follow for dealing with unmarketable parcels.

Explanatory Notes

Copy of Proposed Constitution

If requested, a copy of the Proposed Constitution will be sent to shareholders (at no cost) by mail or electronically.

A copy of the Proposed Constitution will also be available on the Company's website.

If Resolution is Not Passed

If this Resolution is not approved, the Proposed Constitution will not be adopted and the current Constitution will remain in effect.

Information required by section 648G of the Corporation Act

(a) Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(c) Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being

locked in as a minority;

- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium; and
- (iii) the likelihood of a proportional takeover bid succeeding may be reduced.

(e) Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Each Director confirms that he has no personal interest in the outcome of this Resolution.

Annexures

Annexure A – Summary of All Employee Share Plan

Under Resolution 4 of this Notice of Meeting, the Company is seeking Shareholder approval of its proposed broad-based employee Share plan, the All Employee Share Plan (AESP).

Under the AESP, eligible employees of the Company (as determined by the Board) will be offered participation in the AESP and the right to be allocated up to \$1,000 worth of fully paid ordinary Shares. The Company's current intention is for the Shares allocated under the AESP to be acquired and held on behalf of participants via the Employee Share Trust.

The terms and conditions of the AESP are set out in comprehensive rules. A summary of the rules of the AESP is set out below.

The method of payment for Shares issued under the AESP will be determined by the Board from time to time, having regard to the following:

- (a) the Company may issue Shares to participants for such amount as determined (including for nil consideration);
- (b) the Shares may be purchased by employees either by cash or salary sacrifice, as permitted under applicable law;
- (c) the Company may make contributions on behalf of participants in relation to any Shares to be acquired or issued to participants; and/or
- (d) any combination of points (a) to (c) above.

The AESP does not include any provision to enable either the Company or an employee to loan money to another employee to facilitate their participation in the AESP.

The AESP has been structured to enable qualifying Australian based employees to receive Shares free of income tax, provided conditions in the current Australian tax legislation are satisfied. To comply with those requirements, Shares acquired under the AESP cannot be disposed of or sold until the earlier of three years after the date on which they are allocated to participants and the date on which the holder ceases to be an employee of the Company or one of its subsidiary companies.

Offers made under the AESP may be administered through a trust arrangement.

Annexure B – Summary of Salary Sacrifice Employee Share Plan

Subject to the approval of Resolution 5 under this Notice of Meeting, the Company intends to renew the Salary Sacrifice Employee Share Plan (SSP) to assist in the reward, retention and motivation of its employees.

Under the SSP, eligible employees (determined at the discretion of the Board) will be offered the right to acquire Shares in the Company by sacrificing a maximum of \$5,000 per annum of their pre-tax income. The Company's current intention is for the Shares allocated under the SSP to be acquired and held on behalf of participants via the Employee Share Trust.

Participating employees must elect to make their salary sacrifice contributions under the SSP by way of:

- (a) regular deductions from the participant's remuneration during the relevant year; or
- (b) a lump sum deduction from their remuneration in the first payroll period during the relevant year; or
- (c) deductions from the participant's commission and/or bonuses as or when the participant receives them; or
- (d) some other manner as determined and approved by the Board.

The SSP does not allow employees to participate in the plan in the following circumstances:

- (a) if, immediately after the Shares are acquired, the participant holds a beneficial interest in 10% or more of the Shares in the Company;
- (b) if, immediately after the Shares are acquired, the participant is in a position to cast, or to control the casting of, 10% or more of the maximum number of votes that might be cast at a general meeting of the Company; and/or
- (c) if ASIC Class Order 14/1000 is being relied on, unless the conditions for relying on that class order are satisfied.

As only a whole number of Shares can be purchased or issued under the SSP, the Company may deal with any residual contributions in any manner it sees fit, including:

- (a) holding it on behalf of the participant and applying it towards a future acquisition of Shares under the SSP;
- (b) donating it to a charity of the Company's choice; or
- (c) returning it to the participating employee.

Subject to certain conditions being satisfied, any income tax payable by an employee in relation to the acquisition of Shares can be deferred for up to 15 years.

Each participating employee may not dispose of, deal in or grant any security interest over a Share issued under the SSP until the earlier of:

- (a) the date which is 15 years after the date of issue, transfer or allocation of the Share under the SSP;
- (b) when the participant ceases to be an employee of the Company; or
- (c) the end of any other period determined by the Board.

Offers made under the SSP may be administered through a trust arrangement.

Annexure C – Summary of Employee Share Option Plan

Subject to the approval of Resolution 6 under this Notice of Meeting, the Company intends to renew the Employee Share Option Plan (**ESOP**) to assist in the reward, retention and motivation of the Company's Directors, senior management, and other key employees.

Under the rules of the ESOP, the Board has the discretion to offer any of the following awards to senior management, directors and other nominated key employees:

- (a) options to acquire Shares;
- (b) performance rights to acquire Shares; and/or
- (c) Shares (referred to in the ESOP as Share Awards).

The provision of the above securities to eligible employees is subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

Options or performance rights issued under the ESOP:

- (a) are not transferable and will not be quoted on ASX and any other exchange;
- (b) do not confer any right to vote, except as otherwise required by law;
- (c) do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors;
- (d) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; and
- (e) do not confer any right to participate in the surplus profit or assets of the entity upon a winding up;

The terms and conditions of the ESOP are set out in comprehensive rules. A summary of the rules of the ESOP is set out below:

- (a) The ESOP is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- (b) The Board may determine the type and number of Awards to be issued under the ESOP to each participant and other terms of issue of the Awards, including:
 - (i) what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - (ii) the fee payable (if any) by a participant on the grant of Awards;
 - (iii) the exercise price of any option granted to a participant;
 - (iv) the period during which a vested option can be exercised; and
 - (v) any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- (c) When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over/converted to Shares (as applicable).
- (d) Each option and performance right enables the participant to be issued, or to be transferred, one Share upon the exercise of an option or the conversion of a performance right, subject to the rules governing the ESOP and the terms of any particular offer.
- (e) Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company, but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company, as a result of a reorganisation of its capital, in accordance with the rules of the ESOP and the ASX Listing Rules.
- (f) The ESOP limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and performance rights were exercised) do not at any time exceed, in aggregate, 10% of the total issued capital of the Company as at the date of commencement of the ESOP.
- (g) The Board may delegate management and administration of the ESOP, together with any of their powers or discretions under the ESOP, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.

Offers made under the ESOP may be administered through a trust arrangement.

Important Information for Shareholders

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are a registered holder of ordinary shares in the Company (**Ordinary Shares**) at 4.00pm (AEDT) on Friday, 18 October 2024.

How can I vote?

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online or by completing and submitting the Voting Form provided with this notice.</p> <p>If you wish to vote before the AGM you are encouraged to do so online. If you wish to vote before the AGM using the Voting Form, please be aware of current postal timeframes</p>	<p>Online</p> <p>You can cast your vote directly at Automic Registries Investor Portal.</p> <p>You will need your username and password or click “register” if you haven’t created an account. To register you will need your holder identification number or shareholder reference number (HIN/SRN) and the registered postcode or country code for your shareholding.</p> <p>To cast your vote via that site you will need to follow the instructions on that site and submit your vote by 3:00pm (AEDT) on Sunday, 20 October 2024.</p> <p>Voting Form</p> <p>To vote using the Voting Form, you must complete the Voting Form by following the instructions on the form.</p> <p>As outlined on the Voting Form, you must complete Steps 1, 2 and 3.</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company’s share registry. Those methods are outlined on the Voting Form.</p> <p>For your vote to be valid your completed Voting Form must be received by the Company’s share registry by 3:00pm (AEDT) on Sunday, 20 October 2024.</p>

Important Information for Shareholders

Option	Details	Instructions
Appoint a proxy before the AGM	<p>You can appoint a proxy to attend the AGM and vote at the AGM on your behalf.</p> <p>You can appoint a proxy before the AGM online or by completing and submitting the Voting Form provided with this notice.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.</p> <p>You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.</p> <p>If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chairman will vote as you have directed (in accordance with the voting intentions outlined below).</p> <p>If you wish to appoint a proxy, you are encouraged to do so online. If you wish to appoint a proxy using the Voting Form, please be aware of current postal timeframes.</p>	<p>Online</p> <p>You can appoint a proxy online at Automatic Registries Investor Portal.</p> <p>You will need your username and password or click “register” if you haven’t created an account. To register you will need your holder identification number or shareholder reference number (HIN/SRN) and the registered postcode or country code for your shareholding.</p> <p>Voting Form</p> <p>To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on it. As outlined on the Voting Form, you must complete Steps 1, 2 and 3. If you do not complete Step 2 and do not give any voting directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined in this notice).</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company’s share registry. Those methods are outlined on the Voting Form.</p> <p>For your proxy appointment to be valid your completed Voting Form must be received by the Company’s share registry by 3:00pm (AEDT) on Sunday, 20 October 2024.</p>

Important Information for Shareholders

Option	Details	Instructions
Vote online during the AGM	<p>If you attend the AGM virtually by logging into the online portal at https://us02web.zoom.us/webinar/register/WN_9TpkIaKbQo68nR8PS2TLtQ, you will be able to vote directly during the AGM.</p> <p>Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM and for a short time afterwards (you will be notified of how much time is left on the portal).</p> <p>If you have lodged a direct vote before the AGM and then vote online during the AGM, your direct vote lodged before the AGM will be cancelled.</p>	<p>Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.</p> <p>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.</p> <p>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.</p> <p>To access the virtual meeting on the day:</p> <ol style="list-style-type: none"> 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 "Meeting open for voting" 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 <p>For further information on the live voting process please see the Registration and Voting Guide at https://www.automicgroup.com.au/virtual-agms/</p>

Important Information for Shareholders

Option	Details	Instructions
Vote in person at the AGM	You can vote by attending the AGM in person.	<p>If you attend the AGM in person, you will need to register on the day. Registration will take place from 2:30pm (AEDT).</p> <p>To make registration easier, please bring your Voting Form with you, which sets out your details and can be scanned for prompt registration. If you do not bring your Voting Form with you, you will still be able to attend and vote at the AGM, but representatives from Automic Group will need to verify your identity</p>

What if I hold my shares jointly?

If you hold your Ordinary Shares jointly, you and the other holders may attend the AGM either in person or virtually. If:

- (a) more than one joint holder votes before the AGM, only the last vote validly lodged on the holding will be counted;
- (b) voting online during the AGM, only the first holder to register to join the AGM as a shareholder will be allowed to cast a vote; and
- (c) voting in person, only the vote of the holder first to register on the day of the AGM will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM, the content of the Auditor's Report for the financial year ended 30 June 2024 or the conduct of the audit.

Option	Details
At the AGM	<p>Shareholder attending in person will have the opportunity to ask questions at the AGM.</p> <p>Shareholders attending online will have the opportunity to ask questions at the AGM via the question section of the live webinar.</p>
Before the AGM	<p>Shareholders can submit questions before the AGM via email to john.wise@acumentis.com.au</p> <p>Your questions need to be received by the by 5.00pm (AEDT) on Friday, 18 October 2024.</p>

Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Powers of attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of all resolutions. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chairman will exercise your votes in favour of the relevant resolution (subject to the voting restrictions outlined in this Notice of Meeting).

Important Information for Shareholders

Chairman as proxy

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for item 2, then by signing and returning the Voting Form or by appointing your proxy online you will be expressly authorising the Chairman to exercise the proxy in respect of this item (even though this item is connected with the remuneration of one or more of the Company's KMP).

Receiving Company communications, including Notices of Meeting and Annual Reports

As a shareholder, you may elect to receive future communications from the Company (including Notices of Meeting and Annual Reports) free of charge, in hard copy by post or electronically by email. You can also elect not to be sent the Company's Annual Report. Any election you make can be made in relation to all communications to be sent by the Company, or only to certain communications. For example, you may elect to receive Annual Reports electronically, but make no election in respect of any other communications to be sent by the Company.

To make an election, you must log into your online account at <https://investor.automic.com.au/> and elect your communications preferences.

If you have made an election previously, you will continue to receive Company communications in your elected manner. You can change your election at any time by logging into your online account at <https://investor.automic.com.au/>.

If you do not make an election, you will continue to receive all communications in hard copy by post. This Notice of Meeting and the 2024 Annual Report are also available on the Company's website at <https://www.acumentis.com.au/investor-centre/>.

Important Information for Shareholders

Getting to the AGM

The AGM will be held at the **Acumentis Group** offices within **Sydney Corporate Park** in Alexandria, Sydney.



Sydney Corporate Park is bordered by Bourke Road, Doody Street and O'Riordan Street in Alexandria, South Sydney so there are many options for accessing the park as follows:

Location	<p>Acumentis Group Suite W2B1B, Level 2, Building 2 Sydney Corporate Park 75 O'Riordan Street, Alexandria, Sydney, NSW 2015.</p> <p>Use the lift next to Café Alexandria to access Level 2.</p>
By Train	<p>Sydney Corporate Park is located 1.5km from Green Square train station and 1.1km from Mascot train station, both on Sydney's T8 Airport and South Line, check out transportnsw.info for all the options.</p>
By car	<p>There are plenty Pay & Display car parks on-site accessible from Bourke Road, Doody Street and O'Riordan Street.</p>
By Bus	<p>Bus stops close to Sydney Corporate Park are located along Bourke Road and Gardeners Road, check out transportnsw.info for all the options.</p>



Your proxy voting instruction must be received by **03.00pm (AEDT) on Sunday, 20 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
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)
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