



28 October 2024

Dear Shareholder,

**ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Notice is hereby given that an Annual General Meeting ('Meeting') of Shareholders of Bridge SaaS Limited ('Company') will be held at Level 14, 60 Martin Place, Sydney NSW 2000 at 2:00pm (AEDT) on Tuesday, 26 November 2024.

In accordance with section 110D of the *Corporations Act 2001 (Cth)* (as inserted by the *Corporations Amendment (Meeting and documents) Act 2022 (Cth)*), the Company will not be dispatching physical copies of the Notice of Meeting ('Notice') unless specifically requested to do so. Instead, a copy of the Notice is available at the Company's ASX Announcement Platform at [www2.asx.com.au](http://www2.asx.com.au) (ASX:BGE).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

The Board has made the decision that it will hold a physical Meeting. Shareholders who are unable to attend the Meeting will be able to participate by:

- (a) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 2:00pm (AEDT) on Sunday 24 November 2024) either by:
  - voting online at <https://investor.automic.com.au/#/loginsah>, or
  - lodging a proxy form by:
    - **post to:** Automic, GPO Box 5193, Sydney, NSW, 2001; or
    - **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
    - **by email to:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- (b) lodging questions in advance of the Meeting by emailing the questions to Alessandra Gauvin, Joint Company Secretary at [alessandra@azc.com.au](mailto:alessandra@azc.com.au), by no later than 19 November 2024.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact the Company on 1300 000 481 or [alessandra@azc.com.au](mailto:alessandra@azc.com.au).

This announcement has been authorised for release by the Board of Directors of Bridge SaaS Limited.

Yours sincerely,

**Alessandra Gauvin**  
Joint Company Secretary

**Bridge SaaS Limited**  
Phone: 1300 000 481  
Address: 481A New South Head Road, Double Bay NSW 2028  
[www.bridge.website](http://www.bridge.website)

ABN 14 130 148 560



# **Bridge SaaS Limited**

## **(ACN 130 148 560)**

### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Tuesday, 26 November 2024**

**2:00pm AEDT**

**To be held at**

**Level 14, 60 Martin Place, Sydney, NSW 2000**

The Annual Report is available online at [www.bridge.website](http://www.bridge.website)

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on 1300 000 481.

# NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Bridge SaaS Limited (ACN 130 184 560) (**Company**) will be held in person at Level 14, 60 Martin Place, Sydney NSW 2000 on Tuesday, 26 November 2024 commencing at 2:00pm AEDT (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm AEDT on Monday, 25 November 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

## AGENDA

### Annual Report

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To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

### 1. Resolution 1 – Adoption of Remuneration Report

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To consider and, if thought fit, to pass as a **non-binding resolution** the following:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2024 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”*

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

## **2. Resolution 2 – Election of Director – Mr Richard Gordon**

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

*“That, for the purposes of clause 6.3 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Richard Gordon, a Director who was appointed on 17 January 2024, retires, and being eligible for re-election, is elected as a Director with immediate effect.”*

## **3. Resolution 3 – Election of Director – Mr Joshua Quinn**

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

*“That, for the purposes of clause 6.3 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Joshua Quinn, a Director who was appointed on 17 December 2023, retires, and being eligible for re-election, is elected as a Director with immediate effect.”*

## **4. Resolution 4 – Election of Director – Mr Wesley Culley**

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

*“That, for the purposes of clause 6.3 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Wesley Culley, a Director who was appointed on 14 February 2024, retires, and being eligible for re-election, is elected as a Director with immediate effect.”*

## **5. Resolution 5 – Approval of 10% Placement Facility**

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

*“That, pursuant to Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”*

## **6. Resolution 6 – Ratification of Prior issue of Consideration Shares – Listing Rule 7.4**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,333,334 Consideration Shares on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement**

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

- (a) a person who participated in the issue (namely, Ms Kirstin Hutchison (and/or her nominees)); 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:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **7. Resolution 7 – Ratification of Prior issue of September 2024 Placement Shares – Listing Rule 7.4**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,611,565 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion Statement**

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

- (a) a person who participated in the issue (namely, the September 2024 Placement participants; 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:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 28 October 2024

**BY ORDER OF THE BOARD**



**Ms Alessandra Gauvin**  
Joint Company Secretary

# EXPLANATORY MEMORANDUM

## 1. Introduction

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This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Level 13, 14 Martin Place, Sydney NSW 2000 on Tuesday, 26 November 2024 commencing at 2:00pm AEDT (**Meeting**).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

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Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### 2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to Chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
  - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
  - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## **2.2 Proxy Holders and Voting Instructions**

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1, unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1, by marking "For", "Against" or "Abstain" for each of those resolutions.

## **2.3 Submit your Proxy Vote**

Please refer to the following proxy return instructions on the enclosed Proxy Form.

**By email:**

Email your Proxy Form to:  
meetings@automicgroup.com.au

**By Mobile:**

Scan the QR Code  
on your Proxy form  
and follow the  
prompts

**By Mail to:**

Automic  
GPO Box 5193  
Sydney NSW 2001

**By voting online:**

By clicking on:

<https://investor.automic.com.au/#/loginsah>

Login & click on 'Meetings'. Use your  
holder number as shown on the top of your  
Proxy Voting Form.

**By Facsimile Transmission to:**

02 8583 3040 (within Australia) or

+61 2 8583 3040 (outside Australia)

### 3. Annual Report

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There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at [www.bridge.website](http://www.bridge.website);
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

### 4. Resolution 1 – Adoption of Remuneration Report

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Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).



Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## **5. Resolution 2 – Election of Director – Mr Richard Gordon**

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### **5.1 General**

Clause 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at the meeting.

Listing Rule 14.4 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 of the entity.

Mr Richard Gordon (**Mr Gordon**), having been appointed as non-executive director and non-executive chairman to fill a casual vacancy on 17 January 2024, will retire in accordance with clause 6.3 of the Constitution and Listing Rule 14.4, and seeks re-election.

### **5.2 Qualifications, experience and other material directorships**

Mr. Gordon is a pragmatic, confident and innovative leader with the ability to adapt and apply decades of valued knowledge from experience gained across a diversity of roles.

Mr. Gordon's experience as an executive across various sectors and industries has given him the ability to build rapport easily with both clients and colleagues, ensuring compliance by adhering to company policies and procedures, modelling company framework and demonstrating exemplary standards in agreement with regulatory requirements.

Mr Gordon is currently the Group Customer Service Manager at National Tyre and Wheel and was previously the Manager of Sales and Operations at Edge Energy Services and the Chief Operating Officer at Power Choice Energy. Mr. Gordon has developed an unwavering level of service and dedication to his career and has successfully managed branch, state and national businesses in sales and marketing, energy solutions, operations, and logistics.

## 5.3 Independence

If elected, the Board considers Mr Gordon will be an independent director.

## 5.4 Board recommendation

The Board (excluding Mr Gordon) recommends that Shareholders vote in favour of Resolution 2. The Chair of this Resolution intends to vote undirected proxies in favour of Resolution 2.

# 6. Resolution 3 – Election of Director – Mr Joshua Quinn

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## 6.1 General

As summarised in section 5.1 above, the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors and any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election. Listing Rule 14.4 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 of the entity.

Mr Joshua Quinn (**Mr Quinn**), having been appointed as a non-executive director to fill a casual vacancy on 17 December 2023, will retire in accordance with clause 6.3 of the Constitution and Listing Rule 14.4, and seeks re-election. Mr Quinn ceased to be a non-executive director on 1 February 2024 and was appointed as an executive director on 2 February 2024. Mr Quinn's role and services to be provided as an executive director is outlined in Annexure A of an ASX announcement on 5 February 2024.

## 6.2 Qualifications, experience and other material directorships

Mr. Quinn is a seasoned business professional with experience serving as a chartered accountant, company secretary and director of numerous public (listed and unlisted) companies and private companies, in addition to operating his own chartered accounting practice. Mr. Quinn's governance acumen extends beyond his experience dealing with ASX listed companies to a multitude of private companies and esteemed family groups, where he plays an advisory and directorial role.

His leadership is anchored by a detailed understanding of finance, tax and law, underscored by his status as a Chartered Accountant with the Institute of Chartered Accountants Australia and New Zealand and as a Registered Tax Agent.

Prior to establishing his own chartered accounting practice UTA TAX based in Sydney, Mr. Quinn was a Director in the Corporate Tax Division of BDO based in Sydney and had previously held roles across Australia with PKF and KPMG.

Mr. Quinn holds a Bachelor of Commerce combined with Law and a Master of Law from Sydney University.

Mr Quinn is currently a Non-Executive Director of Ovanti Limited (ASX: OVT) and Thrive Tribe Technologies Limited (ASX:1TT).

## 6.3 Independence

If elected, the Board considers Mr Quinn will be a non-independent director due to his executive position with the Company.

## 6.4 Board recommendation

The Board (excluding Mr Quinn) recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

## 7. Resolution 4 – Election of Director – Mr Wesley Culley

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### 7.1 General

As summarised in section 5.1 above, the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors and any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election. Listing Rule 14.4 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 of the entity.

Mr Wesley Culley (**Mr Culley**), having been appointed as a non-executive director to fill a casual vacancy on 14 February 2024, will retire in accordance with clause 6.3 of the Constitution and Listing Rule 14.4, and be eligible seeks re-election.

### 7.2 Qualifications, experience and other material directorships

Mr Culley's experience includes working in the startup space selling SaaS services, digital solutions and physical products to Australia/International SME's and corporates for the past 20 years. Mr Culley has participated in over 50+ capital raises and has a network of brokers, funds, VC's and wholesale investor groups.

Mr Culley has been consulting and working with a cross section of businesses from startups, growth companies and listed companies.

Mr Culley holds a Bachelor of Marketing from RMIT University and a Marketing Diploma from Holmesglen. Mr Culley is the Executive Director of Thrive Tribe Technologies Limited (ASX:1TT).

### 7.3 Independence

If elected, the Board considers Mr Culley will be an independent director.

### 7.4 Board recommendation

The Board (excluding Mr Culley) recommends that Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

## 8. Resolution 5 – Approval of 10% Placement Facility

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### 8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval (**10% Placement Facility**) until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

**(10% Placement Period).**

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of \$5,596,057 and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 8.2(c) below).

## **8.2 Description of Listing Rule 7.1A**

**(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

**(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: BGE).

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

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

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

- (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 Listing Rule 7.2 exception 9 where:

- (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (2) the issue of, or agreement to issue, the convertible securities was approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (1) the agreement was entered into before the commencement of the relevant period; or
  - (2) the agreement or issue was approved, or taken under these Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 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 ordinary securities cancelled in the relevant period.

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

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing 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 Listing Rule 7.4.

**(d) Listing Rule 7.1 and 7.1A**

At the date of this Notice, the Company has on issue 199,859,200 Shares. If Resolutions 6 and 7 are passed, the Company will therefore have capacity to issue:

- (i) 29,978,880 Equity Securities under Listing Rule 7.1; and
- (ii) 19,985,920 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) above).

**(e) Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

### **8.3 Information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A during the 10% Placement Period without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities, and will remain subject to the Company's existing 15% placement capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

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

In accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility to the extent that such information is not disclosed elsewhere:

- (a) The Company can only issue Equity Securities for cash consideration. In such circumstances, the funds raised will be used towards advancing the Company's existing operations; business development, promotion and marketing services; an acquisition of new assets or investments or business opportunities (including expenses associated with such acquisition or opportunity); repayment of debt and providing general working capital.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of approval at the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table sets out the potential dilution to existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities calculated in accordance with the formula in Listing Rule 7.1A.2.

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.056 100% increase in Issue Price
<b>Current Variable "A"</b> <b>199,859,200 Shares</b>	10% Voting Dilution	19,985,920 Shares	19,985,920 Shares	19,985,920 Shares
	Funds raised	\$279,802	\$559,605	\$1,119,211
<b>50% increase in current Variable "A"</b> <b>299,788,800 Shares</b>	10% Voting Dilution	29,978,880 Shares	29,978,880 Shares	29,978,880 Shares
	Funds raised	\$419,704	\$839,408	\$1,678,817
<b>100% increase in current Variable "A"</b> <b>399,718,400 Shares</b>	10% Voting Dilution	39,971,840 Shares	39,971,840 Shares	39,971,840 Shares
	Funds raised	\$559,605	\$1,119,211	\$2,238,423

**Note**

The table has been prepared on the following assumptions:

1. There is 199,859,200 Shares on issue as at 15 October 2024.
2. The issue price is \$0.028, being the closing price of Shares on ASX on 15 October 2024.
3. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
4. No Options are exercised into Shares before the date of the issue of the Equity Securities;
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
6. 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.
7. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
8. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

- (c) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any Equity Securities.
- (d) 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 the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting held on 29 November 2023. In the 12 months preceding the date of this Meeting, the Company has issued 15,992,209 Shares under Listing Rule 7.1A.2 representing approximately 7.82% of the total number of Equity Securities on issue at the date of this Notice.

Further details relating to the issue of Equity Securities under Listing Rule 7.1A by the Company in the 12 months prior to the date of this Meeting is set out in Schedule 2.

## 8.5 Voting Exclusion

At the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholder will be excluded from voting on Resolution 5.

## 8.6 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

## 9. Resolution 6 – Ratification of Prior issue of Consideration Shares – Listing Rule 7.4

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### 9.1 Background

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 3,333,334 Shares (**Consideration Shares**) on 15 August 2024 to Ms Kirstin Hutchison (Ms Hutchison), the sole director of Brightside Disability Support & Respite Pty Ltd ACN 647 612 717 (**Brightside**), in her capacity as seller and as part consideration for the acquisition of a 51% interest in the issued capital of Brightside by the Company, as announced on 6 August 2024 and 15 August 2024 (**Acquisition**).

The Consideration Shares were issued without Shareholder approval under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

### 9.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions (set out in Listing Rule 7.2), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders, over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of the Consideration Shares do not fall within any of the relevant exceptions under Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity (in Listing Rule 7.1), thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows shareholders to approve an issue of equity securities after it has been made or agreed to be made. If shareholders approve, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.



The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder ratification of the issue of the Consideration Shares for the purposes of Listing Rule 7.4.

### 9.3 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, the Consideration Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### 9.4 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Consideration Shares were issued to Ms Hutchison;
- (b) a total of 3,333,334 Consideration Shares were issued under the Company's Listing Rule 7.1 capacity;
- (c) the Consideration Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Consideration Shares were issued on 15 August 2024;
- (e) the Consideration Shares were issued as part consideration for the acquisition of a 51% interest in the issued capital of Brightside, therefore no funds were raised by the issue ;
- (f) the material terms of the Consideration Shares are as follows:
  - (i) consideration for the 51% interest in the issued capital of Brightside comprised:
    - (A) \$1,175,000 payable on Completion; and
    - (B) no more than:
      - (1) \$425,000 (**Earn Out Payment**) if Brightside earns a net profit after tax for the financial year ending 30 June 2025 (**Actual NPAT**) of \$850,000 or greater (**Target NPAT**); and
      - (2) to the extent that Brightside's Actual NPAT is less than the Target NPAT, the Earn Out Payment will be adjusted proportionally to reflect variation in Actual NPAT relative to the Target NPAT; and
    - (C) 3,333,334 in Shares of the Company on Completion;
- (g) a voting exclusion applies in respect of Resolution 6.

## 9.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 6.

## 10. Resolution 7 – Ratification of Prior issue of September 2024 Placement Shares – Listing Rule 7.4

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### 10.1 Background

On 17 September 2024, the Company announced it had received firm commitments from sophisticated and professional investors raising a total amount of \$388,000 (before cost) via the issue of 36,603,774 new Shares (**Placement Shares**) at an issue price of \$0.0106 (**September 2024 Placement**).

On 23 September 2024, the Company issued a total of 36,603,774 Placement Shares of which 15,992,209 Shares was issued using the Company's 10% Placement Facility under Listing Rule 7.1A and 20,611,565 Shares using the Company's 15% Placement Capacity under Listing Rule 7.1 (**LR 7.1 Placement Shares**).

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of LR 7.1 Placement Shares under the September 2024 Placement.

Funds raised from the September 2024 Placement will be used towards working capital and expenses of the September 2024 Placement.

The Company appointed Clee Capital Pty Ltd (**Lead Manager**) as lead manager to the September 2024 Placement. Further details in respect of the September 2024 Placement are available in the Company's ASX announcement dated 17 September 2024.

### 10.2 Listing Rules 7.1 and 7.4

For a description on the operation of Listing Rules 7.1 and 7.4, please refer to section 9.2.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder ratification of the issue of the LR 7.1 Placement Shares for the purposes of Listing Rule 7.4

### 10.3 Information required by Listing Rule 14.1A

If Resolution 7 is passed, the LR7.1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, the LR7.1 Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### 10.4 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Placement Shares were issued to professional and sophisticated investors identified by the Lead Manager, which involved the Lead Manager seeking expressions of interest to participate in the September 2024 Placement from non-related parties of the Company.

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms the following:
- (i) TAC Professional Services Pty Ltd was issued 3,773,485 LR 7.1 Placement Shares (representing 2.25% of the issued capital of the Company prior to the issue of the Placement Shares) and TACT on Kent Pty Ltd was issued 5,188,679 LR 7.1 Placement Shares (representing 3.09% of the issued capital of the Company prior to the issue of the Placement Shares), of which Terence Clee, who is an associate of an adviser of the Company, is both sole director and shareholder of both companies. Terence Clee is a director of the Lead Manager and a substantial holder of the Company. The Shares issued to both companies were not part of the consideration of the Lead Manager;
  - (ii) Mavi Holdings Limited was issued 8,301,887 LR 7.1 Placement Shares (representing 4.95% of the issued capital of the Company prior to the issue of the Placement Shares);
  - (iii) Winx Capital Pty Ltd was issued 1,460,622 LR 7.1 Placement Shares (representing 0.87% of the issued capital of the Company prior to the issue of the Placement Shares);
  - (iv) Mr George Karantzias, Mrs Helen Karantzias and Mr Peter Matthew Karantzias as trustees of the Karantzias Super Fund was issued 1,886,792 LR 7.1 Placement Shares (representing 1.12% of the issued capital of the Company prior to the issue of the Placement Shares);
  - (v) other than the above Shareholders identified, none of the other recipients of the LR 7.1 Placement Shares were:
    - (A) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
    - (B) issued more than 1% of the issued capital of the Company;
  - (c) a total of 36,603,774 Placement Shares were issued, of which 20,611,565 Placement Shares (the LR 7.1 Placement Shares) were issued using the Company's 15% Placement Capacity (the subject of this Resolution);
  - (d) the LR 7.1 Placement Shares rank equally in all respects with the Company's existing Shares on issue;
  - (e) the LR 7.1 Placement Shares were issued on 23 September 2024;
  - (f) the LR 7.1 Placement Shares were issued at \$0.0106 per Placement Share;
  - (g) funds raised from the LR 7.1 Placement Shares (as part of the Placement Shares) will be used towards working capital and expenses of the September 2024 Placement;
  - (h) a voting exclusion applies in respect of Resolution 7.

## 10.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 7.



# SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 8.1.

**10% Placement Period** has the meaning given in Section 8.1.

**AEDT** means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2024.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Brightside** means Brightside Disability Support & Respite Pty Ltd ACN 647 612 717.

**Business Day** means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

**Consideration Shares** has the meaning set out in section 9.

**Chair** means the person appointed to chair the Meeting convened by this Notice, except for Resolution 2.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Bridge SaaS Limited (ACN 130 148 560).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Lead Manager** means Clee Capital Pty Ltd (ACN 637 619 937).

**Listing Rules** means the listing rules of ASX.

**LR 7.1 Placement Shares** has the meaning set out in section 10.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Placement Shares** has the meaning set out in section 10.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means resolution contained in the Notice.

**September 2024 Placement** has the meaning set out in section 10.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a holder of a share in the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Two Strikes Rule** has the meaning in Section 4.

**VWAP** means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

## SCHEDULE 2 – Previous issues of Equity Securities under Listing Rule 7.1A

Date of Issue	Number	% of total number of equity securities on issue	Class	Recipient	Issue Price (and discount to market price) <sup>1</sup> if applicable	Form of Consideration	Use of funds
23 September 2024	15,992,209	7.82%	Ordinary	Sophisticated and professional investors	\$0.0106, a discount of \$0.0054 to the closing market price on the date of issue	Cash  Amount raised: \$388,000 from the whole placement, with \$169,517 raised under Listing Rule 7.1A	<u>Amount Spent:</u>  General working capital: \$149,761.51  Expenses of the September Placement: \$78,408.00  <u>Amount Outstanding:</u>  General working capital: \$159,830.49  It is intended that the remaining cash will be used for general working capital

							to scale up business & operating efficiency.
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**Note:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purpose of this table the discount (if any) is calculated on the Market Price on the date of issue of the relevant Equity Securities and not the date of announcement of the proposed issue.





# Bridge

Bridge SaaS Limited | ABN 14 130 148 560

## 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 **02.00pm (AEDT) on Sunday, 24 November 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://automicgroup.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:

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