

# Notice of Annual General Meeting and Explanatory Memorandum

## Audio Pixels Holdings Limited ACN 094 384 273

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Date: 23 May, 2025

Time: 3.00pm

Venue: Barnet Room, The Fullerton Hotel,  
1 Martin Place, Sydney NSW 2000

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# **Audio Pixels Holdings Limited**

**ACN 094 384 2973**

Dear Audio Pixels Holdings Limited Shareholder,

I am pleased to invite you to attend the 2024 Annual General Meeting of Audio Pixels Holdings Limited (**Company** or Audio Pixels) to be held at 3.00pm Friday 23rd May 2025. The Annual General Meeting will be a physical meeting in the Barnet Room, Fullerton Hotel, 1 Martin Place Sydney NSW 2000.

I enclose your Notice of Meeting, Explanatory Memorandum, Proxy Form and the Company's 2024 Annual Report (for those Shareholders who have specifically elected to receive a hard copy). The Notice of Meeting (including the Explanatory Memorandum) sets out the items of business for the Annual General Meeting. Please take the time to carefully read these documents.

To help you understand what the Notice of Meeting contains, below is a brief outline of the items of business that are proposed for the Annual General Meeting:

- 1. Financial Statements and Reports**
- 2. Resolution 1 – Adoption of Remuneration report**
- 3. Resolution 2 - Re-election of Mr. Fred Bart as a Director of the Company**
- 4. Other business**

If you wish to vote on the items of business detailed in the Notice of Meeting and briefly outlined above, you may attend the Annual General Meeting. In the case of a body corporate, attendance can be by representative or by appointing a proxy or attorney to vote on your behalf.

All Resolutions to be considered to the Annual General Meeting will be decided by way of a poll.

If appointing a proxy, the accompanying Proxy Form should be completed and returned to the Company (see Proxy Form for details) as soon as possible, but no later than 3.00pm on 21 May, 2025. You are encouraged to direct your proxy how to vote on each item of business including if you appoint me, the Chair of the Annual General Meeting, as your proxy.

If you have any queries in relation to the Annual General Meeting, please contact the Company Secretary, Mr Shawn van Boheemen at Suite 3, Level 12, 75 Elizabeth Street Sydney NSW 2000 or email him at [shawn@audiopixels.com.au](mailto:shawn@audiopixels.com.au).

Yours sincerely,

**Fred Bart Chairman**  
**Sydney, Australia**

**17 April 2025**

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# Notice of Annual General Meeting

**NOTICE** is given that the 2024 Annual General Meeting of Audio Pixels Holdings Limited ACN 094 384 273 (**Audio Pixels** or **Company**) will be held at 3.00pm on 23 May 2025. The Annual General Meeting will be held in the Barnet Room, The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000.

The Explanatory Memorandum accompanying this Notice of Meeting is incorporated in, and forms part of, this Notice of Meeting. The Explanatory Memorandum has been prepared to provide Shareholders with an explanation of the items of business and the Resolutions to be proposed and considered at the Annual General Meeting and should be read in conjunction with this Notice of Meeting.

All documents should be read in their entirety. If you are in any doubt about what to do, you should consult your legal, financial or other professional adviser.

## Agenda

### Ordinary Business

#### Financial statements and reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 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 aforementioned reports during consideration of these items.

## Resolutions

### Remuneration Report

#### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an Ordinary Resolution:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2024.”*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

(c) If you appoint the person chairing the Meeting (Chair) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Re-election of Director**

### **Resolution 2 – Re-election of Mr Fred Bart as Director**

To consider and, if thought fit, to pass with or without amendment the following resolution as an Ordinary Resolution:

*“That Mr Fred Bart, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

## **Other Business**

To conduct or transact any other business that may be properly brought before the Annual General Meeting.

## **Questions and Comments by Shareholders**

A reasonable opportunity will be given to Shareholders as a whole at the Annual General Meeting to ask questions about or make comments on the Company’s management or performance of the Company.

**By Order of the Board**

**Shawn van Boheemen**  
**Company Secretary**  
**Sydney, Australia**  
**17 April 2025**

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## Voting and Proxies

### 1. Determination of Shareholding and Voting Entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the Shares will be taken, for the purpose of determining those persons entitled to attend and vote at the Annual General Meeting, to be held by the persons who are registered as holding them as at 7.00 pm on 21 May 2025.

Accordingly, transactions registered after that time will be disregarded when determining entitlements to attend and vote at the Annual General Meeting.

### 2. Voting by Members at Annual General Meeting

Each Shareholder present in person or by proxy or attorney or, in the case of a body corporate, by a representative at the Annual General Meeting will have one vote. On a poll, every Shareholder present in person or by proxy or attorney or, in the case of a body corporate, by a representative will have one vote for each Share held by him or her.

Voting on the Resolutions will be conducted by way of a poll.

### 3. Important Voting Information

The Company encourages all Shareholders who submit proxies to direct their proxy including if your proxy is the Chair of the Meeting how to vote on the Resolutions.

If there is a change in how the Chair intends to vote undirected proxies at the Meeting, the Company will make an appropriate announcement to ASX stating that fact and explaining the reasons for the change.

### 4. Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of the Shareholder. Where the Shareholder is entitled to cast 2 or more votes, the Shareholder may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

A proxy need not be a Shareholder of the Company.

A Proxy Form accompanies this Notice of Meeting. If an additional proxy form is required, the Company's share registry, Computershare will supply it on request (telephone 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia)). The Proxy Form contains important information and other instructions which you should read carefully.

Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in will be deemed to be given in favour of the Chair of the Meeting to which it relates.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution of the Company to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (subject to the exceptions set out above under "**Important Voting Information**" above).

To be effective, the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be received by the Company not less than 48 hours prior to the Annual General Meeting, that is, by 3.00pm on 21 May 2025:

- at the Company's registered office, being Suite 3, Level 12, 75 Elizabeth Street Sydney NSW 2000;
- on-line by going to [www.investorvote.com.au](http://www.investorvote.com.au) and using your secure access information or by scanning the personalised QR Code, found on the accompanying Proxy Form, with your mobile device;

- by email ([shawn@audiopixels.com.au](mailto:shawn@audiopixels.com.au)) to the Company's registered office; or
- at the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or by facsimile on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Any revocations of proxies must be received at one of these places before commencement of the Meeting, or at the registration desk for the Meeting.

- **Bodies Corporate**

A Shareholder which is a body corporate and which is entitled to attend and vote at a meeting of Shareholders of the Company may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the meeting or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on that body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution. The representative must present satisfactory evidence that they are authorised to act as the body corporate's representative prior to admission to the Meeting.

- **Definitions**

Certain terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the "Definitions" section of the Explanatory Memorandum. Those defined terms also apply to the accompanying Proxy Form, unless the context requires otherwise.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of Audio Pixels Holdings Limited ACN 098 384 273 (**Company** or **Audio Pixels**) in connection with the business to be considered at the Annual General Meeting to be held at 3.00pm on 23 May 2025 in Barnet Room, Fullerton Hotel, 1 Martin Place, Sydney NSW 2000.

This Explanatory Memorandum is incorporated in, and forms part of, the Notice of Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with information relevant to the Resolution to be put to Shareholders at the Annual General Meeting.

Certain terms used in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form have the meaning given to them in the "Definitions" section located at the end of this Explanatory Memorandum, unless the context requires otherwise.

Details of the items of business to be considered at the Annual General Meeting are set out below and in the Notice of Meeting.

Your Directors recommend that Shareholders carefully read this Explanatory Memorandum and the Notice of Meeting in full before making a decision in relation to the Resolutions. If Shareholders are in any doubt about what to do, they should consult their legal, financial or other professional adviser.

## Agenda

### Ordinary business

#### **Financial statements and reports**

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at **[www.audiopixels.com.au](http://www.audiopixels.com.au)**.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

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 Friday 16<sup>th</sup> May 2025.

## Resolutions

### Remuneration Report

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

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.audiopixels.com.au>.

If at 2 consecutive annual general meetings of the Company, 25% or more of the votes cast are against the adoption of the Remuneration Report at the Meeting, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider election of Directors of the Company (known as a "spill resolution"). 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 AGM. All of the Directors who were in office when the Remuneration Report (being the report being laid before the second annual general meeting) was approved by the Board, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

#### **Directors' Recommendation**

The Directors are not making a recommendation for this Resolution.

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

### Re-election of Director

#### **Resolution 2 – Re-election of Mr Fred Bart as Director**

The Company's Constitution requires that that at the Company's AGM, one third of the Directors shall retire from office. A Director shall not hold office for a period in excess of three years or past the third AGM following his appointment. The retiring Directors must not be a Managing Director. The Directors to retire at the AGM are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

While none of the Directors is required to retire at the Annual General Meeting, ASX Listing Rule 14.5 requires a listed entity that has directors to hold an election of directors at each annual general meeting.



Where no new Director is standing for election and no Director is otherwise required to submit for re-election (as is the case here), clause 68.2 of the Company's constitution requires that an existing Director must retire and stand for re-election.

Under this Resolution, Mr Bart has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

### Director Biography

Fred has been a Director/chairman of the Company since January 2024. He has been Chairman and Managing Director of numerous private companies since 1980, specialising in manufacturing, property and marketable securities. He is a member of the Audit Committee and a member of the Nomination and Remuneration Committee.

He is also Chairman of Noxopharm Limited and Chairman of Phoslock Environmental Technologies Limited.

### Mr Bart is:

- Member of the Remuneration and Nominee Committee and member of the Audit and Risk Committee; and
- considered by the Board to be independent.

### Directors' Recommendation

The Directors (excluding Mr Bart) recommend that Shareholders vote for this Resolution.

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

### Definitions

Unless the context requires otherwise, the following terms shall have the following meanings in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form:

- (1) **Annual General Meeting or Meeting** means the 2024 Annual General Meeting of the Company convened by the Notice of Meeting.
- (2) **ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the market operated by it.
- (3) **ASX Listing Rules** means the listing rules of ASX (as amended or waived).
- (4) **Auditor** means the auditor of the Company.
- (5) **Board** means the board of directors of the Company.
- (6) **Closely Related Party** has the meaning given in section 9 of the Corporations Act and includes a spouse, dependent and certain other close family members of a KMP, as well as companies controlled by a KMP.
- (7) **Company or Audio Pixels** means Audio Pixels Holdings Limited ACN 094 384 273.
- (8) **Computershare** means the Company's share registry, Computershare Investor Services Pty Limited.
- (9) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (10) **Directors** mean the directors of the Company from time to time.
- (11) **Explanatory Memorandum** means this explanatory memorandum which accompanies, and is incorporated as part of, the Notice of Meeting and includes any documents annexed to it or incorporated by reference.
- (12) **Key Management Personnel or KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise).

- (13) **Meeting or Annual General Meeting** means the annual general meeting of the Company convened by the Notice of Meeting.
- (14) **Notice of Meeting** means the Notice of Annual General Meeting dated 17 April 2025 accompanying this Explanatory Memorandum.
- (15) **Proxy Form** means the proxy form accompanying this Explanatory Memorandum and the Notice of Meeting.
- (16) **Resolution** means a resolution including a special resolution set out in the Notice of Meeting.
- (17) **Shareholder** means any person or entity entered in the Company's register of members from time to time as the holder of Shares.
- (18) **Shares** means fully paid ordinary shares in the capital of the Company quoted on the ASX under the code "AKP".

All references to time in the Notice of Meeting, this Explanatory Memorandum or Proxy Form are to Sydney time. Words importing the singular include the plural and vice versa.

A reference to gender is a reference to all genders.

A reference to a person includes a reference to a body corporate and any other entity.

The meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions.

## Need assistance?



**Phone:**

1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

AKP

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Audio Pixels Holdings Limited Annual General Meeting

The Audio Pixels Holdings Limited Annual General Meeting will be held on Friday, 23 May 2025 at 3:00pm (AEST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 3:00pm (AEST) on Wednesday, 21 May 2025.



### ATTENDING THE MEETING IN PERSON

The meeting will be held in the Barnet Room, The Fullerton Hotel, 1 Martin Place, Sydney, NSW 2000.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

AKP

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEST) on Wednesday, 21 May 2025.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

**Step 1** **Appoint a Proxy to Vote on Your Behalf** **XX**

I/We being a member/s of Audio Pixels Holdings Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Audio Pixels Holdings Limited to be held in the Barnet Room, The Fullerton Hotel, 1 Martin Place, Sydney, NSW 2000 on Friday, 23 May 2025 at 3:00pm (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

**Step 2** **Items of Business** **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Fred Bart as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**Step 3** **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

AKPRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Audio Pixels Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Audio Pixels Holdings Limited**