

15 May 2025

## Notice of General Meeting Access Letter

- BluGlass' General Meeting will be held as a physical meeting on
  - Friday 13 June 2025, 2.00pm (Sydney time)
  - Shareholders can attend in person at Level 5, 126 Phillip Street, Sydney, NSW 2000

Dear Shareholder,

Global semiconductor developer, BluGlass Limited (**ASX:BLG**) is pleased to notify shareholders that a General Meeting will be held on **Friday 13 June 2025 at 2:00pm AEDT**, with shareholders able to attend physically at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only dispatch physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made to Shareholders electronically and can be viewed and downloaded from the BluGlass website here: <https://bluglass.com/news/>. The Notice will also be available on the Company's ASX market announcements page.

### Details of our 2025 General Meeting:

Date: Friday 13 June 2025

Time: 2:00pm (Sydney Time)

Physical meeting location: Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000

### How to lodge a Proxy or direct vote:

Shareholders can lodge a proxy in advance of the meeting online, or via email or post. Instructions on how to vote directly or appoint a proxy are detailed on the form. All votes must be received no later than 2.00pm (Sydney Time) on Wednesday, 11 June 2025 to be valid.

#### Online

Shareholders can cast their direct vote online before, or at, the Meeting by logging in to the Share Registry at <https://investor.automic.com.au/#/loginsah>

#### Email

Email at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### Via post

Complete the enclosed Proxy Form and mail to Automic, GPO Box 5193 Sydney, NSW, 2001

We encourage all shareholders to lodge a directed proxy or direct vote as soon as possible in advance of the meeting, even if they are planning to attend the meeting online.

### How to ask a question

Only shareholders will be able to ask a question in advance of the meeting or at the meeting. We encourage shareholders to submit questions in advance of the Meeting by Friday, 6 June 2025. Questions can be submitted via email to [agm@bluglass.com](mailto:agm@bluglass.com).

Yours faithfully,

James Walker  
BluGlass Chair

*This announcement has been approved for release by the BluGlass Board.*

**For more information, please contact:** Stefanie Winwood | +61 2 9334 2300 | [swinwood@bluglass.com](mailto:swinwood@bluglass.com)

#### **About BluGlass**

**BluGlass Limited (ASX:BLG)** is a leading supplier of GaN laser diode products to the global photonics industry, focused on the industrial, defense, bio-medical, and scientific markets.

Listed on the ASX, BluGlass is one of just a handful of end-to-end GaN laser manufacturers globally. Its operations in Australia and the US offer cutting-edge, custom laser diode development and manufacturing, from small-batch custom lasers to medium and high-volume off-the-shelf products.

Its proprietary low temperature, low hydrogen, remote plasma chemical vapour deposition (RPCVD) manufacturing technology and novel device architectures are internationally recognised, and provide the potential to create brighter, better performing lasers to power the devices of tomorrow.

**BluGlass Limited**

74 Asquith Street,  
Silverwater, NSW 2128  
ACN: 116 825 793

<https://bluglass.com/>



# BluGlass Limited

## **Notice of 2025 General Meeting**

Explanatory Statement | Proxy Form

Friday, 13 June 2025

**14:00 AEST**

**Address**

Automic Group, Level 5,  
126 Phillip Street, Sydney,  
NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## Important Information for Shareholders about the Company's 2025 GM

This Notice is given based on circumstances as at 7 May 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://bluglass.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The General Meeting (**GM**) of the Shareholders to which this Notice of Meeting relates will be held at 14:00 AEST on Friday, 13 June 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

### Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

### Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

### Voting by proxy

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-GMs/">https://www.automicgroup.com.au/virtual-GMs/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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

## Power of Attorney

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

## Corporate Representatives

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

## Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by emailing [patricia.vanni@automicgroup.com.au](mailto:patricia.vanni@automicgroup.com.au).

To allow time to collate questions and prepare answers, you must submit any questions by 14:00 (AEST) on Friday, 6 June 2025.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of BluGlass Limited ACN 116 825 793 will be held at 14:00 AEST on Friday, 13 June 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 19:00 AEST on Wednesday, 11 June 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

## Resolutions

### **Ratification of Prior Issue of Placement Shares**

#### 1. **Resolution 1** – Ratification of Prior Issue of Placement Shares and 19,500,000 New options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 177,576,384 Placement Shares to Placement Participants other than the Directors issued at \$0.013 per Share on or around 1 May 2025 and 19,500,000 New Options issued on or around 1 May 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Approval of Issue of Share Purchase Plan Shares**

### **2. Resolution 2 – Approval of Prior Issue of Share Purchase Plan Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 461,538,461 SPP Shares to Eligible Shareholders and/or Commitment Investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Issue of New Options**

### **3. Resolution 3 – Approval of Issue of New Options**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 661,999,461 New Options to Eligible Shareholders and Eligible Participants and SPP Commitment Investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (c) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

### **4. Resolution 4 – Approval of Issue of Placement Shares and New Options to Mr James Walker, Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 846,154 Placement Shares and 846,154 New Options to Mr James Walker Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to receive the securities as a result of the proposed issue;



- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. **Resolution 5 – Approval of Issue of Placement Shares and New Options to Mr Jean-Michel Pelaprat, Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 846,154 Placement Shares and 846,154 New Options to Mr Jean-Michel Pelaprat Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. **Resolution 6** – Approval of Issue of Placement Shares and New Options to Mr Vivek Rao, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 846,154 Placement Shares and 846,154 New Options to Mr Vivek Rao Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. **Resolution 7** – Approval of Issue of Placement Shares and New Options to Mr Stephe Wilks, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 846,154 Placement Shares and 846,154 New Options to Mr Stephe Wilks Director of the Company (or his nominee), and otherwise on the terms*

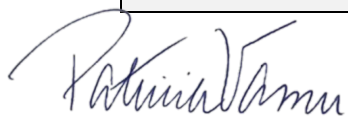
and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



**BY ORDER OF THE BOARD**

Patricia Vanni  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 14:00 AEST on Friday, 13 June 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Resolutions

### **Ratification of Prior Issue of Placement Shares**

#### **Resolution 1 – Ratification of Prior Issue of Placement Shares and 19,500,000 New options**

##### **Background**

As announced by the Company on 1 May 2025, the Company successfully completed a placement to sophisticated and professional investors as well as the Directors and management of the Company (**Placement**) of 180,961,000 new fully paid ordinary shares at an issue price of \$0.013 per Share (**Placement Shares**) raising \$2,352,491 (before costs) for the Company. The 177,576,384 Placement Shares were issued (other than those to be issued to the Directors) utilising the Company's existing capacity under ASX Listing Rule 7.1.

The Placement Shares to be issued to the Directors require shareholder approval under Listing Rule 10.11 and are the subject of Resolutions 4, 5, 6 and 7.

The Company also issued on or around 1 May 2025 19,500,000 New Options utilising the Company's existing capacity under ASX Listing Rule 7.1 to sophisticated and professional investors (Commitment Investors) who have agreed to subscribe for SPP Shares in a shortfall offer (Shortfall Offer) so that the total raised under the SPP and Shortfall Offer is at least \$3 million. On exercise of the 19,500,000 New Options the Commitment Investors will be issued one fully paid ordinary BLG Share and one free attaching piggyback option, exercisable at \$0.019 and expiring on 31 May 2028 (**Piggyback Option**).

##### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 177,576,384 Placement Shares and 19,500,000 New Options issued to the SPP Commitment Investors, which were issued on or around 1 May 2025 (**Issue Date**).

All of the 177,576,384 Placement Shares to Placement Participants (other than the Directors whose 3,384,616 Placement Shares are the subject of Resolutions 4, 5, 6 and 7) and 19,500,000 New Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, 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.

The issue of Placement Shares and New Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, 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 Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 177,576,384 Placement Shares and 19,500,000 New Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 177,576,384 Placement Shares and 19,500,000 New Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 177,576,384 Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to Placement Participants, being professional and sophisticated investors who were introduced to the Company by corporate advisors.
- (b) The 19,500,000 New Options were issued to the SPP Commitment Investors, being professional and sophisticated investors who were introduced to the Company by corporate advisors.
- (c) The Company issued 177,576,384 Fully Paid Ordinary Shares as Placement Shares to the Placement Participants other than the Directors.
- (d) The 177,576,384 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The terms of the 19,500,000 New Options and Piggyback Options are set out in Annexure A of this Notice of Meeting.
- (f) The 177,576,384 Placement Shares and 19,500,000 New Options were issued on or around 1 May 2025.
- (g) Each of the Placement Shares were issued at an issue price of \$0.013 per Placement Share, which raised \$2.352 million.
- (h) The 19,500,000 Options were issued as part consideration for the commitment from the Commitment Investors to subscribe for SPP Shares in a shortfall offer so that the total raised under the SPP is at least \$3 million and no funds were received for their issue.
- (i) Funds raised from the issue of the Shares have been and will be used by the Company for

scaling product delivery and capital expenditure, for working capital and transaction costs and for R&D financing.

### **Directors' Recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

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

## **Approval of Issue of Share Purchase Plan Shares**

### **Resolution 2 – Approval of Issue of Share Purchase Plan Shares and Shortfall Offer Shares**

#### **Background**

Pursuant to the Share Purchase Plan (**SPP**) announced on 1 May 2025, and the Prospectus issued on 1 May 2025, this Resolution seeks Shareholder approval to ratify the allotment of up to a maximum of **461,538,461** Fully Paid Ordinary Shares (**New Shares**) to existing eligible Shareholders, that will be issued on or around 12 June 2025 to raise up to a maximum of \$6.0 million under the SPP.

The Company has received commitments from sophisticated and professional investors (**Commitment Investors**) to subscribe for SPP Shares in a shortfall offer (**Shortfall Offer**) so that the total raised under the SPP and the Shortfall Offer is at least \$3 million. In consideration for this commitment the Company has agreed the Commitment Investors will be paid a cash fee totalling \$90,000 and the Company issued a total of 19,500,000 New Options to the Commitment Investors.

The effect of this Resolution is for Shareholders to approve the issue of these SPP Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, 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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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, this Resolution seeks Shareholder approval to approve the issue of the SPP Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the SPP Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If this Resolution is not passed the Company will not proceed with the issue of the SPP Shares.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees will be the SPP Applicants who participate in the SPP and/or Commitment Investors under the Shortfall Offer announced on 1 May 2025.
- (b) The maximum number of New Shares to be issued is 461,538,461.
- (c) The New Shares shall be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These New Shares will be issued on or around 12 June 2025, but in any case within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (e) The New Shares will be offered for the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer.
- (f) The purpose of the SPP Offer is to raise capital which will be used by the Company for scaling product delivery and capital expenditure, for working capital and transaction costs and for R&D financing.
- (g) The capital structure of the Company assuming the SPP Offer is fully subscribed (inclusive of the Director SPP Shares and New Options as outlined in resolutions 4, 5, 6 and 7), and the issue of the New Options pursuant to Resolution 3 is set out below:

	<b>Number of existing Securities</b>	<b>Number of Options to be issued</b>	<b>Fully Diluted Capital</b>
Existing Shares	1,840,560,341	NIL	1,840,560,341
Existing Performance Rights	50,633,135	NIL	50,633,135
Existing Options exp 28.02.27	323,136	NIL	323,136
Existing Options exp 24.03.26	4,000,000	NIL	4,000,000
Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000
Commitment Investor Options	Nil	19,500,000	
Maximum to be issued under the SPP Offer	461,538,461	461,538,461	923,076,922
Maximum number of Piggyback Options to be issued	Nil	661,999,461	661,999,461
<b>Total</b>	<b>2,538,016,073</b>	<b>1,323,998,922</b>	<b>3,862,014,995</b>

### Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.



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

## **Issue of New Options**

### **Resolution 3 – Approval of Issue of New Options**

#### **Background**

This Resolution seeks Shareholder approval to issue and allot up to a maximum number of 661,999,461 New Options, which are exercisable at \$0.013 each on or before the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least A\$3 million in revenue to the Company with a Tier 1 company, **(New Options)** to Placement Participants and SPP Applicants and/or Commitment Investors. The New Options were offered to the Placement Participants and SPP Applicants and/or Commitment Investors as an incentive to subscribe for Shares in the Placement and SPP Offer as announced by the Company on 1 May 2025. On exercise of the New Options, Placement Participants and SPP Applicants and/or Commitment Investors will be issued one fully paid ordinary BLG Share and one free attaching piggyback option **(Piggyback Offer)**, exercisable at \$0.019 and expiring on 31 May 2028 **(Piggyback Option)**.

The effect of this Resolution is for Shareholders to approve the issue of these New Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, 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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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, this Resolution seeks Shareholder approval to approve the issue of the New Options under and for the purposes of Listing Rule 7.1.

If Resolutions 1 and 2 are not passed then the Company will not put this Resolution to the General Meeting and the New Options will not be issued.

If this Resolution is passed, the issue of the New Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If this Resolution is not passed no New Options will be issued.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (h) The allottees are Placement Participants and SPP Applicants who participated in the Placement and SPP announced on 1 May 2025.
- (i) The maximum number of New Options to be issued is 661,999,461
- (j) The full terms of the New Options and Piggyback Options are set out in Annexure A of this Notice of Meeting.

- (k) These New Options will be issued on or around 12 June 2025, but in any case within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (l) The New Options will be offered for nil cash consideration as they are attaching New Options to the Placement and SPP on the basis of 1 attaching New Options for every 1 Placement Shares or SPP Shares subscribed for. Accordingly, no funds will be raised from the issue of these New Options.
- (m) The purpose of the Placement and SPP is to raise capital which will be used by the Company for scaling product delivery and capital expenditure, for working capital and transaction costs and for R&D financing, as outlined in the Explanatory Statement for Resolutions 1-2. For clarity, the purpose of the issue of the New Options is to incentivise Placement Applicants and SPP Applications to advance funds to the Company.
- (n) The capital structure of the Company assuming the SPP Offer is fully subscribed (inclusive of the Director SPP Shares and New Options as outlined in resolutions 4, 5, 6 and 7), and the issue of the New Options is set out below:

	<b>Number of existing Securities</b>	<b>Number of Options to be issued</b>	<b>Fully Diluted Capital</b>
Existing Shares	1,840,560,341	NIL	1,840,560,341
Existing Performance Rights	50,633,135	NIL	50,633,135
Existing Options exp 28.02.27	323,136	NIL	323,136
Existing Options exp 24.03.26	4,000,000	NIL	4,000,000
Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000
Commitment Investor Options	Nil	19,500,000	
Maximum to be issued under the SPP Offer	461,538,461	461,538,461	923,076,922
Maximum number of Piggyback	Nil	661,999,461	661,999,461

Options to be issued			
<b>Total</b>	<b>2,538,016,073</b>	<b>1,323,998,922</b>	<b>3,862,014,995</b>

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

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

## **Issue of Placement Shares and New Options to Directors of the Company**

### **Resolutions 4, 5, 6 and 7 – Approval of Issue of Placement Shares and New Options to Directors of the Company**

#### **Background**

Each of the Directors of the Company have confirmed their commitment to participate in the Placement through subscribing for a combined number of 3,384,616 Shares and 3,384,616 attaching New Options. The Placement Shares and New Options proposed under Resolutions 4, 5, 6 and 7 will be subscribed for on the same terms and conditions as those offered under the Placement and subject to Shareholder approval under Resolution 1 of this Notice.

Resolutions 4, 5, 6 and 7 seek Shareholder approval to issue and allot up to a maximum of 3,384,616 Placement Shares to the Directors (**Placement Director Shares**) and 3,384,616 New Options to the Directors (**Placement Director Options**) issued pursuant to the SPP, specifically:

- Resolution 4: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to James Walker (or his nominee), Executive Director and Chairman of the Company;
- Resolution 5: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Jean-Michel Pelaprat (or his nominee), Non-Executive Director of the Company;
- Resolution 6: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Vivek Rao (or his nominee), Non-Executive Director of the Company; and
- Resolution 7: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Stephe Wilks (or his nominee), Non-Executive Director of the Company.

together (**Directors**).

#### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an Associate of a person referred to in (a) to (c) above (ASX Listing Rule 10.11.4); and

a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders (ASX Listing Rule 10.11.5). The Directors are each person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, these Resolutions seek the required Shareholder approval to issue the Placement Director Shares and Placement Director Options to the Directors under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If each of Resolutions 4, 5, 6 or 7 is passed, the Company will be able to proceed with the proposed issue and allotment of Placement Director Shares and Placement Director Options to the corresponding Director.

If one or more of Resolutions 4, 5, 6 or 7 is not passed, then the Directors of the Company who are the subject of the resolutions which were not passed will not be able to participate in the Placement and therefore will not receive their proposed allotment of Placement Director Shares and Placement Director Options. The passing of any of Resolutions 4, 5, 6 and 7 is independent of the other Resolutions proposed and therefore approval of each of Resolutions 4, 5, 6 or 7 is not dependent on approval of any other Resolution in this Notice.

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

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Director Shares and Placement Director Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The Directors of the Company carefully considered the issue of these Placement Director Shares and Placement Director Options to the Directors and formed the view that the giving of this financial benefit are on arm’s length terms, as the securities proposed to be issued are on the same terms as those offered to non-related parties under the Placement offer announced on 1 May 2024 and on the same or potentially worse conditions as those offered to non-related parties under the SPP announced on the same date.

Accordingly, the Directors of the Company believe that the issue of these Placement Director Shares and Placement Director Options to the Directors fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Placement Director Shares and Placement Director Options to the Directors requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Placement Director Shares and Placement Director Options to the Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee are:

- i. Resolution 4: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to James Walker (or his nominee), Executive Director and Chairman of the Company (and therefore falls under ASX Listing Rules 10.11.1);
  - ii. Resolution 5: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Jean-Michel Pelaprat (or his nominee), Non-Executive Director of the Company (and therefore falls under ASX Listing Rules 10.11.1);
  - iii. Resolution 6: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Vivek Rao (or his nominee), Non-Executive Director of the Company (and therefore falls under ASX Listing Rules 10.11.1); and
  - iv. Resolution 7: A maximum of 846,154 Placement Director Shares and 846,154 Placement Director Options to be issued to Stephe Wilks (or his nominee), Non-Executive Director of the Company (and therefore falls under ASX Listing Rules 10.11.1).
- (b) The maximum number of Placement Director Shares to be issued is 846,154. The maximum number of Placement Director Options to be issued is 846,154
  - (c) The Placement Director Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
  - (d) The full terms of the Placement Director Options and Piggyback Options are set out in Annexure A of this Notice of Meeting.
  - (e) The Placement Director Shares and Placement Director Options will be issued on 12 June 2025, but in any case within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
  - (f) The Placement Director Shares will be offered at an issue price of \$0.013 per Director SPP Share.
  - (g) The Placement Director Options will be offered for nil cash consideration as they are attaching options on the basis of 1 Listed Option for every 1 Placement Share subscribed for under the Placement. Accordingly, no funds will be raised from the issue of Placement Director Options.
  - (h) Funds raised from the issue of the Placement Director Shares will be used by the Company for working capital and transaction costs and for R&D financing, as outlined in the Explanatory Statement for Resolutions 1 and 2. No funds will be raised from the issue of the Placement Director Options.
  - (o) The Placement Director Shares and Placement Director Options will not be issued under an agreement.
  - (p) The issue of the Placement Director Shares and Placement Director Options are not intended to remunerate or incentivise the Directors. The Directors' participation in the Placement is voluntary and each Director is paying the full subscription price for their Placement Director Shares. The purpose of the issue of the SPP Options to participants in the Placement generally is to incentivise potential Placement participants to advance funds to the Company.

### **Directors' Recommendation**

The Board of Directors have not made a recommendation on Resolutions 4, 5, 6 & 7.

The Chair intends to vote all undirected proxies in favour of this Resolutions 4, 5, 6 & 7.

# Enquiries

Shareholders are asked to contact the Company Secretary at [patricia.vanni@automicgroup.com.au](mailto:patricia.vanni@automicgroup.com.au) if they have any queries in respect of the matters set out in these documents.



# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

Commitment Investors means sophisticated and professional investors who have committed to participate in the Shortfall Offer if less than \$3.0 million is raised under the SPP Offer

**Company** means BluGlass Limited ACN 116 825 793.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

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

**Dollar** or "\$" means Australian dollars.

**Eligible Participant** or **Eligible Shareholder** means a Shareholder as at 7pm on 30 April 2025 with an address in Australia or New Zealand.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**General Meeting** or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**New Options** means the options the terms of which are set out in Annexure A.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting dated 8 May 2025 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Placement** means the placement of 180,961,000 Placement Shares raising 2,352,494 as announced by the Company on 1 May 2025.

**Placement Participant** means a person who acquired Placement Shares in the Placement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Shortfall Offer** means an offer to Commitment Investors to take up such a number of New Shares as would see the Company raise \$3.0 million under the SPP Offer and the Shortfall Offer with the offer only being made if less than \$3.0 million is raised under the SPP Offer.

**SPP and SPP Offer** means the offer to Eligible Shareholders under the Prospectus dated 1 May 2025 issued by the Company.

**SPP Participant** means a person who acquired SPP Shares in the SPP Offer.

## **Annexure A – Material Terms of the New Options and Piggyback Options**

### **Terms and Conditions of New Options**

The terms and conditions of the New Options are as follows:

**(a) Entitlement**

Each New Option entitles the holder (Optionholder) to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option.

**(b) Exercise Price and Expiry Date**

Each New Option has an exercise price of \$0.013 and will expire on the earlier 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least A\$3 million in revenue to the Company with a Tier 1 company (Expiry Date). Any New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(c) Exercise Period**

The New Options are exercisable at any time and from time to time on or prior to the Expiry Date.

**(d) Quotation of the Options**

The Company will not apply for Official Quotation of the New Options.

**(e) Transferability of the Options**

The New Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

**(f) Notice of Exercise**

The New Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.

**(g) Shares and Piggyback Options Issued on Exercise**

Shares issued on exercise of the New Options rank equally with the then Shares of the Company. In addition to the issue of Shares each exercised New Option will entitle the holder to one Piggyback Option for every New Option exercised.

**(h) Participation in New Issues**

There are no participation rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.

**(i) Adjustment for Bonus Issues of Shares**

If the Company makes a Bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):

- i. the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and

- ii. (ii) no change will be made to the Exercise Price.

**(j) Adjustment for Entitlements Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (j) will apply) there will be no adjustment of the Exercise Price of a New Option or the number of Shares over which the New Options are exercisable.

**(k) Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

The terms and conditions of the Piggyback Options

**(a) Entitlement**

Each Piggyback Option entitles the holder (Optionholder) to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option.

**(b) Exercise Price and Expiry Date**

Each New Option has an exercise price of \$0.019 and will expire on 31 May 2028 (Expiry Date). Any Piggyback Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(c) Exercise Period**

The Piggyback Options are exercisable at any time and from time to time on or prior to the Expiry Date.

**(d) Quotation of the Options**

The Company does not intend to apply for Official Quotation of the Piggyback Options at this time. However, the Company will reconsider the position after 31 May 2026.

**(e) Transferability of the Options**

The Piggyback Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

**(f) Notice of Exercise**

The Piggyback Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency BPAY or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.

**(g) Shares Issued on Exercise**

Shares issued on exercise of the Piggyback Options rank equally with the then Shares of the Company.

**(h) Participation in New Issues**

There are no participation rights or entitlements inherent in the Piggyback Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Piggyback Options.

**(i) Adjustment for Bonus Issues of Shares**

If the Company makes a Bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):

- i. the number of Shares which must be issued on the exercise of a Piggyback Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and
- ii. no change will be made to the Exercise Price.

**(j) Adjustment for Entitlements Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (i) will apply) there will be no adjustment of the Exercise Price of a Piggyback Option or the number of Shares over which the New Options are exercisable.

**(k) Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

Your proxy voting instruction must be received by **2.00pm (AEST) on Wednesday, 11 June 2025**, 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

