

Knosys Limited

ACN 604 777 862

Notice of General Meeting and Explanatory Statement

Notice is given that a General Meeting of Knosys Limited ACN 604 777 862
will be held at the offices of Norton Rose Fulbright
Level 15, 485 Bourke Street, Melbourne, Victoria
on 30 June 2017
commencing at 10.00am (AEST)

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the Shareholders of Knosys Limited ACN 604 777 862 (**Company**) will be held at the offices of Norton Rose Fulbright, RACV Tower, Level 15, 485 Bourke Street, Melbourne, Victoria on 30 June 2017 commencing at 10.00am (AEST).

AGENDA

The Explanatory Statement which accompanies, and forms part of, this Notice of Meeting sets out further information on the Resolution to be considered at the Meeting.

Terms and expressions used in this Notice of Meeting have the meaning given to them in the “Definitions” section located at the end of the Explanatory Statement.

Resolution 1 – Ratification of the prior issue of convertible notes

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 all other purposes, Shareholders approve the prior issue of 9,625,222 convertible notes, and any and all securities issued on conversion of those notes, on the terms and conditions and in the manner detailed in the Explanatory Statement.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any of that person’s associates.

However, under the ASX Listing Rules, the Company need not disregard a vote on Resolution 1 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Approval for the issue of additional convertible notes

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 all other purposes, Shareholders approve the issue of 4,125,115 convertible notes, and any and all securities issued on conversion of those notes, on the terms and conditions and in the manner detailed in the Explanatory Statement.”

Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 2 by any person who [may participate in the proposed issue and any person](#) who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

However, under the ASX Listing Rules, the Company need not disregard a vote on Resolution 2 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

OTHER BUSINESS

To consider any other business that may be lawfully brought forward.

BY ORDER OF THE BOARD

Stephen Kerr
CFO & Company Secretary
30 May 2017

Information regarding voting and proxies

Snapshot Date – Eligibility to Vote

For the purposes of voting at the Meeting, the Directors have determined that the Shareholding of each Shareholder will be as it appears in the share register at 7.00 pm (AEST) on 28 June 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlement to vote at the Meeting.

Important voting information

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

The Chair of the Meeting intends to vote all undirected proxies in favour of the Resolutions.

Proxies

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a 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).

Proxy forms must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a company, must be signed by 2 directors or by a director and a secretary or, if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of the shares (e.g. an attorney), then the relevant authority (e.g. in the case of proxy forms signed by the attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to the Company or be enclosed with the proxy form.

For an appointment of a proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at the following addresses or by fax at least 48 hours prior to the General Meeting at which the proxy intends to vote:

- a) **Hand Delivery** – Automic Registry Services, Suite 309, Level 3, 50 Holt Street, Surry Hills NSW 2010;
- b) **Post** – Automic Registry Services, PO Box 2226, Strawberry Hills, NSW 2012;
- c) **Online** – via our share registry at <https://investor.automic.com.au/#/loginsah> and follow the instructions on the proxy form; or
- d) **Facsimile** – +61 (02) 8583 3040

A proxy form accompanies this Notice of Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registry. The proxy form contains important information and other instructions which Shareholders should carefully read.

Corporate Representatives

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 meetings of a Company's Shareholders 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 the 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 company's representative prior to admission to the Meeting.

EXPLANATORY STATEMENT

PURPOSE

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting) is to provide Shareholders with further information in respect of the business to be considered and the Resolutions to be proposed at the General Meeting of Knosys Limited ACN 604 777 862 to be held at 10.00am (AEST) on 30 June 2017, and to assist Shareholders to determine how they wish to vote on the Resolutions.

Terms and expressions used in this Explanatory Statement have the meaning given to them in the “Definitions” section located at the end of this Explanatory Statement.

Shareholders are encouraged to carefully read this Explanatory Statement and the Notice of Meeting in their entirety before deciding how to vote on the Resolutions. Shareholders should consult their financial or other adviser if they are undecided about what to do.

BUSINESS

1. Background

The Company established a convertible note facility under a convertible note deed poll executed by the Company on 4 May 2017.

Under the deed poll:

- (a) Each Convertible Note has a face value of \$0.12 with a maturity date of 31 May 2018.
- (b) Each Convertible Note bears interest at a rate of 10% per annum, and accrued interest is payable in cash in respect of each Convertible Note on the date of repayment or conversion of the Convertible Note (as the case may be).
- (c) The Company must repay all principal outstanding under the Convertible Notes on the maturity date in cash, unless earlier converted into Shares and Options (see below) or repaid in cash. The Company may also repay early the principal outstanding under the Convertible Notes, subject to giving the holders at least 20 business days' prior notice.
- (d) Noteholders can also elect at any time to convert all or some of their Convertible Notes into Shares and Options, at a ratio of one Share and one Option per Convertible Note.
- (e) The effective issue price of the Shares to be issued if Convertible Notes are converted is \$0.12 per Share, and Options are issued for nil consideration (ie. they are free-attaching to the Shares). Each Option is exercisable into one Share at an exercise price of \$0.15 each on or before 31 May 2018. The terms and conditions of the Options are set out in the Schedule.
- (f) The Company shall have no obligation to allot and issue Shares and Options on conversion of the Convertible Notes unless and until it has obtained all shareholder and regulatory approvals required for their issue. If all such approvals have not been obtained by the Company within two months of the Company receiving a conversion notice, the noteholder may request repayment in cash.
- (g) The Convertible Notes are unsecured, however until all Convertible Notes are fully repaid or converted, the Company must not grant any encumbrance or security interest over any of its assets to secure a borrowing or borrowings, except security provided to the Company's bankers in respect of a customary overdraft account or facility, without obtaining the prior written consent of all noteholders.

The deed poll is otherwise on terms and conditions that are customary for a facility of this nature, including as to warranties and events of default.

The Company secured applications from various sophisticated investors for 13,750,337 Convertible Notes under the facility. If all of those Convertible Notes were to be converted into Shares and if all of the free-attaching Options (attaching to the Shares on conversion) were to be exercised, the number of the Shares on issue would increase by approximately 35.2%.

This amount is in excess of the Company's 25% placement capacity under ASX Listing Rules 7.1 and 7.1A (see below). On that basis, on 29 May 2017 the Company issued 9,625,222 Convertible Notes, representing approximately 24.6% on a fully diluted basis, for which the Company is seeking ratification from Shareholders under Resolution 1. The Company is also seeking Shareholder approval under Resolution 2 to issue the remaining 4,125,115 Convertible Notes applied for, representing approximately 10.6% on a fully diluted basis.

2. Resolution 1 – Ratification of the prior issue of convertible notes

ASX Listing Rule 7.4

Broadly, ASX Listing Rules 7.1 and 7.1A (together) provide that, subject to certain exceptions, the prior approval of Shareholders is required in order to issue, or agree to issue, equity securities if the equity securities will, when aggregated with all other equity securities issued by the Company during the previous 12 months, exceed the number that is equal to 25% of the number of equity securities on issue on the date that was 12 months prior to the date the equity securities were issued, or agreed to be issued (as applicable).

ASX Listing Rule 7.4 provides that an issue of equity securities made without the prior approval of Shareholders in accordance with ASX Listing Rules 7.1 and 7.1A, is treated as having been made with the approval of Shareholders if the issue did not breach the ASX Listing Rules at the time of issue and the Shareholders subsequently ratify it.

The 9,625,222 Convertible Notes were issued without Shareholder approval in reliance on ASX Listing Rules 7.1 and 7.1A, and accordingly Resolution 1 seeks Shareholder ratification of the issue of those Convertible Notes for the purposes of ASX Listing Rule 7.4 (including for both the Shares and Options that may be issued on conversion of the Convertible Notes and the Shares that may be issued on exercise of those Options).

Resolution 1 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution.

If Resolution 1 is not passed, the relevant Convertible Notes and any Shares and Options issued on conversion of the Convertible Notes (and any Shares issued on exercise of the Options) will be required to be included when calculating the Company's 25% placement capacity contained in ASX Listing Rules 7.1 and 7.1A, reducing the Company's ability to raise further funds through the issue of equity securities in the future, without first obtaining Shareholder approval. In addition, ratification will enable the Company to issue those Shares and Options without the need to seek further Shareholder approval.

Information required for Shareholder approval under ASX Listing Rules

In accordance with ASX Listing Rule 7.5, the following information is provided to Shareholders in respect of Resolution 1:

- (a) The number of securities issued was 9,625,222 Convertible Notes.
- (b) The Convertible Notes were issued at a price of \$0.12 each.
- (c) The terms of the Convertible Notes are detailed in section 1 above. Shareholders should note in particular that the Convertible Notes are convertible at the noteholder's election into Shares and Options, whereby one Convertible Note is convertible into one Share and one Option, and each Option is exercisable into one Share at \$0.15 each (with the full terms and conditions of the Options being set out in the Schedule). The Company is not obliged to issue any conversion securities unless and until it has obtained all requisite Shareholder approvals. Shareholders should note the effect on the capital structure of the Company if all Convertible Notes are converted into Shares and Options, and all of those Options are exercised, as outlined in the following table:

No. Shares Currently on Issue	78,099,386
No. Shares Issued on Conversion of Convertible Notes	9,625,222
No. Shares Issued on Exercise of Options	9,625,222
Total No. of Shares*	97,349,830

* Assumes no other Shares are issued in the interim period and ignores Convertible Notes under Resolution 2.

If all of the Convertible Notes were to be converted into Shares and if all of the free-attaching Options (attaching to the Shares on conversion) were to be exercised, the number of the Shares on issue would increase by approximately 24.6%.

- (d) The Convertible Notes were issued to professional and sophisticated investors facilitated by Lodge Partners Pty Ltd AFSL 246271.
- (e) The funds raised from the issue of the Convertible Notes (being approximately \$1,155,027, before costs of the issue) have and will be used for the purpose of supporting the Company's current sales, marketing and business development activities and initiatives, continued product development and its general working capital needs. Up to approximately \$1,443,783 may be raised from the exercise of the Options, which funds shall be used for the same purposes.

A voting exclusion statement is included in the Notice of Meeting.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Approval for the issue of additional convertible notes

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits the Company from issuing, during any 12 month period, any equity securities or other securities with rights of conversion to equity (including convertible notes) if the number of those securities exceeds 15% of its issued capital, unless an exception applies or the issue has the prior approval of Shareholders in general meeting.

The effect of Resolution 2 will be to permit the Company to issue the additional 4,125,115 Convertible Notes at any time within 3 months of the General Meeting, together with both the Shares and Options that may be issued on conversion of the Convertible Notes and the Shares that may be issued on exercise of those Options in accordance with their terms, without impacting the Company's 15% capacity.

Resolution 2 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution.

If neither Resolution 1 nor Resolution 2 is passed, the relevant Convertible Notes and any Shares and Options issued on conversion of the Convertible Notes (and any Shares issued on exercise of the Options) cannot be issued. If Resolution 1 is passed, but Resolution 2 is not passed, the Company may still issue the additional 4,125,115 Convertible Notes but in doing so will be required to utilise a significant proportion of its 15% capacity.

Information required for Shareholder approval under ASX Listing Rules

In accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders in respect of Resolution 2:

- (a) The maximum number of securities to be issued is 4,125,115 Convertible Notes.

- (b) The Convertible Notes will be issued as soon as practicable after the date of the Meeting on the same date, but in any event within 3 months.
- (c) The Convertible Notes are to be issued at a price of \$0.12 each.
- (d) The Convertible Notes will be issued to professional and sophisticated investors facilitated by Lodge Partners Pty Ltd AFSL 246271.
- (e) The terms of the Convertible Notes are detailed in section 1 above. Shareholders should note in particular that the Convertible Notes are convertible at the noteholder's election into Shares and Options, whereby one Convertible Note is convertible into one Share and one Option, and each Option is exercisable into one Share at \$0.15 each (with the full terms and conditions of the Options being set out in the Schedule). The Company is not obliged to issue any conversion securities unless and until it has obtained all requisite Shareholder approvals. Shareholders should note the effect on the capital structure of the Company if all Convertible Notes are converted into Shares and Options, and all of those Options are exercised, as outlined in the following table:

No. Shares Currently on Issue	78,099,386
No. Shares Issued on Conversion of Convertible Notes	4,125,115
No. Shares Issued on Exercise of Options	4,125,115
Total No. of Shares (excluding Resolution 1 Notes)*	86,349,616
Total No. of Shares (including Resolution 1 Notes)*	105,600,060

* Assumes no other Shares are issued in the interim period.

If all of the Convertible Notes under Resolution 2 were to be converted into Shares and if all of the free-attaching Options (attaching to the Shares on conversion) were to be exercised, the number of the Shares on issue would increase by approximately 10.6%. For all Convertible Notes issued under Resolutions 1 and 2, this figure is approximately 35.2%.

- (f) The funds to be raised from the issue of the Convertible Notes (being approximately \$495,014, before costs of the issue) have and will be used for the purpose of supporting the Company's current sales, marketing and business development activities and initiatives, continued product development and its general working capital needs. Up to approximately \$618,767 may be raised from the exercise of the Options, which funds shall be used for the same purposes.

A voting exclusion statement is included in the Notice of Meeting.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

DEFINITIONS

Unless the context requires otherwise, the terms below have the following meanings in the Notice and Explanatory Statement:

ASX means, as the context requires, the Australian Securities Exchange or ASX Limited.

ASX Listing Rules means the listing rules of ASX (as amended or waived from time to time).

Company means Knosys Limited ACN 604 777 862.

Constitution means the constitution of the Company.

Convertible Note means convertible note on the terms set out in section 1 of the Explanatory Statement.

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

Director or **Directors** means a director or the directors of the Company from time to time.

Explanatory Statement means this Explanatory Statement accompanying the Notice.

General Meeting or Meeting means the General Meeting of Shareholders of the Company convened by the Notice of Meeting and any adjournment or postponement of it.

Notice or **Notice of Meeting** means this document which comprises the Company's Notice of General Meeting to Shareholders and the accompanying Explanatory Statement.

Option means option to acquire a Share.

Resolutions means the resolutions set out in the Notice of Meeting.

Shareholder means a person or entity entered in the Company's register of members from time to time as the holder of Shares.

Share means a fully paid ordinary share in the Company.

SCHEDULE
Terms and Conditions of Options

The following details the terms and conditions attaching to the options (**Options**) to acquire fully paid shares (**Shares**) in Knosys Limited (ACN 604 777 862) (**Company**).

(a) Exercise price

The exercise price of each Option will be \$0.15 (**Exercise Price**).

(b) Expiry Date

Each Option is exercisable at any time before 5.00 pm (AEST) 31 May 2018. Options not exercised by that date shall lapse (**Expiry Date**).

(c) Notice of exercise

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. 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.

(d) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the other issued Shares.

(e) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(f) Timing of issue of Shares

After an Option is validly exercised, the Company must as soon as possible:

- (i) allot and issue the Share; and
- (ii) do all such acts matters and things to obtain:
- (iii) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and
- (iv) receipt of cleared funds equal to the sum payable on the exercise of the Options.

(g) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days (as defined in the ASX Listing Rules) after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(h) 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, or in satisfaction of, dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

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

(i) Adjustment for rights issue of Shares

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu, or in satisfaction, of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$$

Where:

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the five trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

(j) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(k) Unlisted Options

The Company will not apply for quotation of the Options.

(l) Options transferable

The Options are transferable only with the prior written consent of the Company.

(m) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

GM Registration Card

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

[BARCODE]

[HolderNumber]

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

KNO: [BARCODE] Holder Number: [HolderNumber]

Vote by Proxy

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser.
Voting online is quick and easy to do.

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

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **10.00 am (AEDT) on Friday, 30 June 2017 at the offices of Norton Rose Fulbright, RACV Tower, Level 15, 485 Bourke Street, Melbourne Victoria 3000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on the Resolutions (except where I/we have indicated a different voting intention below). Neither of the Resolutions is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, which includes the Chair.

STEP 1: Please appoint a Proxy

Resolution

For Against Abstain

- 1 Ratification of the prior issue of convertible notes
- 2 Approval for the issue of additional convertible notes

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2: Voting Direction

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address _____

STEP 3

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (AEDT) on Wednesday, 28 June, 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



ONLINE

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



Login to the Automic website using the holding details as shown on the Proxy Voting 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 front of the Proxy Voting form.



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

Automic Registry Services
Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010



BY FAX

+61 (02) 8583 3040



ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

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.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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 on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

YOUR NAME AND ADDRESS

This is your name and address 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.

VOTING UNDER STEP 1 - APPOINTING 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.