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**23 October 2020: ASX/Media Release (ASX: KNM)**

## **Notice of 2020 Annual General Meeting and Proxy Form**

In accordance with Listing Rule 3.17, KNeoMedia Limited (**KNeoMedia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting User Guide; and
4. Proxy Form

**-ENDS-**

Authorised for release by Todd Richards, Company Secretary.

### **For further information, please contact:**

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E: [jkellett@kneomedia.com](mailto:jkellett@kneomedia.com)

Todd Richards  
Company Secretary  
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### **About KNeoMedia Limited:**

KNeoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to global markets in both special and general education classrooms via its KNeoWorld portal. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KNeoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KNeoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business to business strategy.

**Released through:** Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448



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Dear Shareholder

I am pleased to provide you with details about the 2020 Annual General Meeting (**AGM**) of KNeoMedia Limited (**KNeoMedia** or the **Company**) to be held on Wednesday, 25 November 2020 at 10.30 am (AEDT) as a virtual meeting.

In line with temporary amendments to the AGM requirements in Australia, and current regulatory guidance, the meeting this year will be held entirely by technology, given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic. There will not be a physical venue for shareholders to attend.

Additionally, the determination issued by the Federal Treasurer permits a Notice of Meeting, and other information regarding a meeting, to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Annual General Meeting for KNeoMedia will not be mailed to shareholders. Instead, it is available for you to view and download at the Company's website at: <https://www.kneomedia.com/>.

Your participation in the Annual General Meeting is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually, via the online platform at <https://web.lumiagm.com/325053606>. To do this, you will need a desktop or mobile/tablet device with internet access, and you will need to provide your Voting Access Code (VAC), which can be located on the first page of the proxy form and your postcode for your registered holding, if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

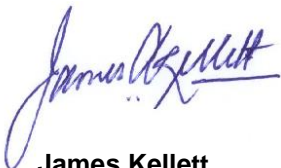
We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time of the AGM, using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online on KNeoMedia's website: <https://www.kneomedia.com/>

In addition to the above, shareholder/proxyholder participation (as relevant) is possible by shareholders lodging the Proxy Form electronically with KNeoMedia's Share Registry at <https://www.votingonline.com.au/knmagm2020> or alternatively, returning it in the envelope provided or faxed to the share registry on +61 (02) 9290 9655 so that it is received by 10.30 am (AEDT) on Monday, 23 November 2020, in order to be valid.

The Chairman / CEO's Address given at the AGM will be uploaded to KNeoMedia's website and the ASX platform prior to the Meeting. For a detailed overview of KNeoMedia's performance and operations for the year ended 30 June 2020, I encourage you to read the FY2020 Annual Report prior to the Meeting. The 2020 Annual Report can also be found on KNeoMedia's website or the ASX website.

KNeoMedia appreciates the understanding of our shareholders during this difficult time and we look forward to your virtual attendance and participation at the Meeting.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'James Kellett'.

**James Kellett**  
Chairman  
KNeoMedia Limited

# Notice of annual general meeting and explanatory memorandum

**KNeoMedia Limited**

ACN 009 221 783

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**Date:** Wednesday, 25 November 2020

**Time:** 10.30 am (AEDT)

**Place:** The meeting will be a virtual meeting held online only.  
Instructions for attending the online meeting are provided within  
this notice

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# NOTICE OF 2020 ANNUAL GENERAL MEETING

**NOTICE is given that the 2020 Annual General Meeting of KNeoMedia Limited ACN 009 221 783 will be held online on Wednesday, 25 November 2020 at 10.30 am (AEDT)**

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The Company has determined that given the COVID-19 pandemic and subsequent government-imposed restrictions on public gatherings and travel, it would be prudent for its Annual General Meeting of Shareholders to be held online only. The Meeting will be held virtually via videoconference with strictly no Shareholders in physical attendance.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

## 1. How to Register for the Online Meeting

To register for the Online Meeting, please use your internet enabled device and visit <https://web.lumiagm.com/325053606>. Attendees will be required to register between 9.50 am and 10.30 am (AEDT) on the day of the Meeting. Registration will be conducted by the Company's share registry, Boardroom Pty Limited.

### Online Voting Procedures during the AGM:

Shareholders who wish to participate in the AGM online may do so:

- From their computer, by entering the URL into their browser: <https://web.lumiagm.com/325053606>
- From their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/325053606> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting [www.kneomedia.com](http://www.kneomedia.com) or at the end of this Notice of Meeting.

## 2. How to Ask a Question at the Online Meeting

Shareholders will have the opportunity to vote and ask questions at the Online Meeting via the videoconference. However, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Meeting by emailing the Company Secretary ([melbourne.cosec@boardroomlimited.com.au](mailto:melbourne.cosec@boardroomlimited.com.au)).

### **3. How to Access the Presentation for the Online Meeting**

Shareholders are encouraged to access the Online Meeting via videoconference as a presentation will be displayed. Alternatively, the presentation will be available from the ASX announcement platform before the commencement of the Online Meeting.

### **4. How to Vote at the Online Meeting**

As all resolutions will be decided by way of Poll, the Company strongly recommends that all Shareholders lodge a proxy vote before attending the Online Meeting, via the Company's share registry. For a proxy vote to be effective it must be lodged with the Company's share registry prior to 10.30 am (AEDT) on Monday, 23 November 2020.

## BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

### 1. Financial and Related Reports

Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2020.

### 2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2020 Annual Report and is available from the Company's website (<a href="http://www.kneomedia.com">www.kneomedia.com</a>).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2020 be adopted."</b></i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> <li>▪ by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the remuneration report for the year ended 30 June 2020, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li> <li>▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.</li> </ul> <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> <li>▪ in accordance with the directions of how to vote on the Proxy Form; or</li> <li>▪ by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.</li> </ul>

### 3. Re-election of Director

Resolution 2	Re-election of Mr Franklin Lieberman as Director
Description	Mr Franklin Lieberman, who was appointed as a Director on 9 February 2015, retires as a Director of the Company in accordance with Article 47(b)(i) of the Company's constitution, and, being eligible, offers himself for re-election under Article 46(c) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Franklin Lieberman, having retired from his office as a Director in accordance with Article 47(b)(i) of the Company's constitution, and, being eligible under Article 46(c) of the constitution, having offered himself for re-election, be re-elected as a Director of the Company."</i>

### 4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a <b>special resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>

## 5. Approval of Issue of Shares

Resolution 4	Approval of issue of Shares to Director in lieu of fees
<b>Description</b>	The Company seeks shareholder approval for the issue of 3,009,921 Shares to Mr Jeffrey Bennett, Non-Executive Director, in lieu of outstanding Director's fees owing to Mr Bennett, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 3,009,921 Shares to Mr Jeffrey Bennett or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Prohibition and Exclusion Statement</b>	<p><b>Voting Exclusion</b></p> <p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> <li>▪ Mr Jeffrey Bennett (or his nominee); or</li> <li>▪ an associate of Mr Jeffrey Bennett (or his nominee).</li> </ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>▪ 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</li> <li>▪ 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</li> <li>▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ 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</li> <li>○ the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul> <p><b>Voting Prohibition - s250BD</b></p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> <li>▪ a member of the KMP for the Company; or</li> <li>▪ a closely related party of a member of the KMP for the company; and</li> <li>▪ the appointment does not specify the way the proxy is to vote on the resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>▪ the proxy is the Chair of the Meeting; and</li> <li>▪ the appointment expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.</li> </ul>



Resolution 5	Approval of issue of Shares to UK Subsidiary Director in lieu of fees
<b>Description</b>	The Company seeks shareholder approval for the issue of 4,292,674 Shares to Lord Anthony St. John, the chairman of the Company's UK subsidiary Kneoworld UK Ltd, in lieu of outstanding Director's fees owing to Lord St. John, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> : <i>"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 4,292,674 Shares to Lord Anthony St. John or his nominee(s) in lieu of fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	<p><b>Voting Exclusion</b></p> <p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> <li>▪ Lord Anthony St. John (or his nominee); or</li> <li>▪ an associate of Lord Anthony St. John (or his nominee).</li> </ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>▪ 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</li> <li>▪ 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</li> <li>▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ 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</li> <li>○ the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

Dated: 23 October 2020

**By order of the Board of KNeoMedia Limited**



**Todd Richards**  
Company Secretary

## QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, William Buck, in relation to the conduct of the external audit for the year ended 30 June 2020, or the content of its audit report. Please send your questions to:

The Company Secretary, **KNeoMedia Limited**

Level 7, 411 Collins Street, Melbourne VIC 3000

T. 03 9492 9200

E. [melbourne.cosec@boardroomlimited.com.au](mailto:melbourne.cosec@boardroomlimited.com.au)

Written questions must be received by no later than **5.00 pm (AEDT) on Wednesday 18 November 2020**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING INFORMATION

### Voting by proxy

- A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- A proxy need not be a shareholder of the Company.
- A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **10.30 am (AEDT) on Monday 23 November 2020**:

- online by going to <https://www.votingonline.com.au/knmagm2020>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001;
- by personal delivery to Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000; or
- by facsimile: Australia – +61 2 9290 9655.

### Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (AEDT) on Monday 23 November 2020** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

### Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1, 3, 4 and 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3, 4 and 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3, 4 and 5, he or she will not vote your proxy on that item of business.

# EXPLANATORY MEMORANDUM TO NOTICE OF 2020 ANNUAL GENERAL MEETING

## 1. Financial and Related Reports

Item 1	Financial and Related Reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2020 to be laid before the Company's 2020 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2020 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (<a href="http://www.kneomedia.com">www.kneomedia.com</a>).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2020, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.</p>

## 2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2020 Annual Report and is available from the Company's website (<a href="http://www.kneomedia.com">www.kneomedia.com</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.

<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

### 3. Re-election of Director

<b>Resolution 2</b>	<b>Re-election of Mr Franklin Lieberman as Director</b>
<b>Explanation</b>	<p>Article 47 of the Company's constitution requires at least one Director to retire at each annual general meeting of the Company. Under Article 47(b)(i) of the constitution, the Director to retire is the person who has held office as Director for the longest period of time since their last election or appointment to that office.</p> <p>Mr Franklin Lieberman has held office as Director for the longest period of time since his last re-election to office in 2018, and accordingly retires as a Director at the 2020 Annual General Meeting. Mr Lieberman, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.</p>
<b>About Mr Franklin Lieberman</b>	<p>Mr Lieberman was appointed to the Company's Board as an Executive Director on 9 February 2015. Due to his executive role in the Company, Mr Lieberman is not considered to be an independent Director.</p> <p>Mr Lieberman is an American citizen and has over 45 years' experience in media with multi-national companies including Warner Bros., NBC, CBS, ABC and PBS as well as running the Miracle Factory, a strategic marketing company with clients that included AT&amp;T, IBM, PepsiCo, Pfizer, Johnson &amp; Johnson, Coca Cola and Universal Pictures. He has worked with the United Federation of Teachers and the American Federation of Teachers and was instrumental in developing the educational initiatives for KneoWorld Inc.</p> <p>Mr Lieberman has a relevant interest in 2,166,666 Shares and 2,627,795 Performance Rights in the capital of the Company.</p>
<b>Board Recommendation</b>	The Board, with Mr Franklin Lieberman abstaining, recommends that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

### 4. Approval of 10% Placement Capacity

<b>Resolution 3</b>	<b>Approval of 10% Placement Capacity under Listing Rule 7.1A</b>
<b>General</b>	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under</p>

	<p>ASX Listing Rule 7.1.</p> <p>At the date of this Notice, the Company has on issue 906,444,065 Shares. At present, the Company has a capacity to issue 90,644,307 Equity Securities under Listing Rule 7.1A.</p> <p>Resolution 3 is a <b>special resolution</b>. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<b>Eligibility</b>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&amp;P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&amp;P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
<b>Formula</b>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> $(A \times D) - E$ <p>Where:</p> <p><b>A</b> is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;</li> <li>plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);</li> <li>plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and</li> <li>less the number of shares cancelled in the previous 12 months.</li> </ul> <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<b>Conditions of issue under the 10% Placement Capacity</b>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement</p>

	<p>Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ul>
<b>Period of validity of shareholder approval</b>	<p>In the event that the Company obtains shareholder approval for Resolution 3, such approval will cease to be valid upon the earlier of:</p> <ul style="list-style-type: none"> <li>(a) 12 months after the date of this Annual General Meeting, being 25 November 2021;</li> <li>(b) The time and date of the Company's next annual general meeting; or</li> <li>(c) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</li> </ul> <p><b>(Placement Period).</b></p>

#### **INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A**

<b>Minimum issue price</b>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> <li>▪ the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>▪ if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ul>
<b>Risk of dilution to shareholders</b>	<p>If Resolution 3 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> <li>▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and</li> <li>▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.</li> </ul> <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> <li>▪ an issue price of \$0.021 per Share which was the closing price of the Company's shares on the ASX on 16 October 2020; and</li> <li>▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 906,444,065.</li> </ul> <p>The table also shows:</p> <ul style="list-style-type: none"> <li>(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of</li> </ul>



	<p>7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>												
<b>Allocation policy</b>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>												
<b>Previous approval</b>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 22 November 2019 (<b>Previous Issue</b>). In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 22 November 2019, being the date that is 12 months prior to the 2020 Annual General Meeting, the Company had the following Equity Securities on issue:</p> <table border="1"> <thead> <tr> <th>Class of Equity Securities</th><th>Number</th></tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td><td>755,343,894</td></tr> <tr> <td>Options expiring 20 November 2020 exercisable at \$0.0585</td><td>5,000,000</td></tr> <tr> <td>Options expiring 28 June 2021 exercisable at \$0.10</td><td>13,405,000</td></tr> <tr> <td>Options expiring 28 June 2021 exercisable at \$0.075</td><td>10,000,000</td></tr> <tr> <td><b>TOTAL</b></td><td><b>783,748,894</b></td></tr> </tbody> </table>	Class of Equity Securities	Number	Fully paid ordinary shares	755,343,894	Options expiring 20 November 2020 exercisable at \$0.0585	5,000,000	Options expiring 28 June 2021 exercisable at \$0.10	13,405,000	Options expiring 28 June 2021 exercisable at \$0.075	10,000,000	<b>TOTAL</b>	<b>783,748,894</b>
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<b>TOTAL</b>	<b>783,748,894</b>												



The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A/3B</b>	<p><b>Date of Issue: 8 May 2020</b></p> <p><b>Date of Appendix 2A/3B: 8 May 2020 / 23 April 2020 (respectively)</b></p>
<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 23 April 2020. The placement participants were professional and sophisticated investors who are clients of Peloton Capital Pty Ltd, the lead managers of the placement. The recipients were identified through a bookbuild process, which involved the lead managers seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company.
<b>Number and Class of Equity Securities Issued</b>	73,661,788 Fully Paid Ordinary Shares
<b>Issue Price and discount to Market Price (if any)</b>	\$0.017 per Share (a discount of 5.89% at date of issue)
<b>Total Cash Consideration and Use of Funds</b>	<p>Amount raised: \$1,252,250</p> <p>Proposed Use of Funds: to accelerate activities in the United States where the Company is now converting previously announced sales into actual deployments, as well as to widen sales channels in the U.S. and other markets.</p>
<b>Terms of Equity Securities issued in preceding 12 months</b>	All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.
<b>Application of funds raised through issue of Equity Securities</b>	The Company has raised a total of \$2,607,357 in cash through the issue of Equity Securities during the 12 months preceding the Meeting. The Company has applied the funds in full towards the repayment of debt, research, development and marketing of its products, and its working capital requirements including its corporate and administrative overheads.
<b>Voting Exclusion and Prohibition</b>	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## 5. Approval of Issue of Shares

Resolution 4	Approval of issue of Shares to Director in lieu of fees
<p><b>Explanation</b></p>	<p>Mr Jeffrey Bennett, a Non-Executive Director of the Company, is currently entitled to receive remuneration of \$42,000.00 per annum for his services as Non-Executive Director.</p> <p>As previously advised to Shareholders, in order to preserve the Company's funds, where practicable the Board seeks to make payment of Non-Executive Director fees in Shares instead of cash, subject to obtaining the prior approval of Shareholders. This is considered by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, and concurrently further aligns the interests of Non-Executive Directors with that of shareholders.</p> <p>During the period from 1 January 2019 and 30 June 2020, the total fees which have accrued and are owing to Mr Bennett is \$69,300.00. The Board intends to make payment of the outstanding fees in Shares.</p> <p>The Shares proposed to be issued to Mr Bennett will be issued at an average deemed issue price of \$0.023 per Share, and accordingly the total deemed value of the Shares to be issued to Mr Bennett will be \$69,300.00. The deemed issue price of \$0.023 has been calculated on the basis of the average volume weighted average price (<b>VWAP</b>) of the Company's Shares taken on the last five trading days of each month between 1 January 2019 and 30 June 2020.</p> <p>If Shareholder approval is received for Resolution 4 and the Company issues the Shares the subject of this resolution to Mr Bennett, there will be no outstanding fees owed by the Company to Mr Bennett as at 30 June 2020.</p> <p>The Share issue proposed under Resolution 4 are the result of Mr Bennett agreeing to forego cash payments (\$69,300.00) for part of his normal remuneration and does not constitute an additional payment to Mr Bennett.</p> <p>An alternative to the issue of the shares to Mr Bennett would be to make full payment of his outstanding fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Mr Bennett in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of Mr Bennett with that of shareholders.</p> <p>The Shares are to be issued to Mr Bennett or his nominee(s) in lieu of his outstanding fees, and as such the Shares will be issued for nil consideration and no funds will be raised as a result.</p>
<p><b>Approval not sought under Chapter 2E of the Corporations Act</b></p>	<p>For the purposes of Chapter 2E, Mr Bennett is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act.</p> <p>The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>In the view of the Board, the Shares to be issued to Mr Bennett in lieu of his foregone cash fees constitute "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under</p>

	Chapter 2E of the Corporations Act in order to give Mr Bennett the financial benefit that is inherent in the issue to him of the Shares.																																																				
<b>ASX Listing Rules</b>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Mr Bennett is a related party of the Company and accordingly Resolution 4 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Bennett.</p> <p>If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 4 will not deplete the Company's 15% Placement Capacity.</p>																																																				
<b>Specific information for Resolution 4</b>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table> <tr> <td><b>Maximum no. of securities to be issued</b></td><td>3,009,921 Shares</td></tr> <tr> <td><b>Date by which securities will be issued</b></td><td>If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.</td></tr> <tr> <td><b>Issue price per security</b></td><td> <p>The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.023 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 January 2019 and 30 June 2020, with the following calculation:</p> <table> <tr> <th>Month</th><th>5-trading day VWAP</th></tr> <tr><td>January 2019</td><td>\$0.0273</td></tr> <tr><td>February 2019</td><td>\$0.0189</td></tr> <tr><td>March 2019</td><td>\$0.0180</td></tr> <tr><td>April 2019</td><td>\$0.0401</td></tr> <tr><td>May 2019</td><td>\$0.0530</td></tr> <tr><td>June 2019</td><td>\$0.0443</td></tr> <tr><td>July 2019</td><td>\$0.0331</td></tr> <tr><td>August 2019</td><td>\$0.0296</td></tr> <tr><td>September 2019</td><td>\$0.0387</td></tr> <tr><td>October 2019</td><td>\$0.0355</td></tr> <tr><td>November 2019</td><td>\$0.0273</td></tr> <tr><td>December 2019</td><td>\$0.0243</td></tr> <tr><td>January 2020</td><td>\$0.0202</td></tr> <tr><td>February 2020</td><td>\$0.0136</td></tr> <tr><td>March 2020</td><td>\$0.0131</td></tr> <tr><td>April 2020</td><td>\$0.0188</td></tr> <tr><td>May 2020</td><td>\$0.0181</td></tr> <tr><td>June 2020</td><td>\$0.0150</td></tr> <tr><td><b>Average</b></td><td><b>\$0.0230</b></td></tr> </table> </td></tr> <tr> <td><b>Recipient of issue</b></td><td>Mr Jeffrey Bennett or his nominee(s).</td></tr> <tr> <td><b>Terms of securities</b></td><td>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td></tr> <tr> <td><b>Use of funds raised</b></td><td>No funds will be raised by the issue of shares to Mr Bennett or his nominee(s), although the Company's liability to Mr Bennett in relation to his outstanding</td></tr> </table>	<b>Maximum no. of securities to be issued</b>	3,009,921 Shares	<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.	<b>Issue price per security</b>	<p>The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.023 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 January 2019 and 30 June 2020, with the following calculation:</p> <table> <tr> <th>Month</th><th>5-trading day VWAP</th></tr> <tr><td>January 2019</td><td>\$0.0273</td></tr> <tr><td>February 2019</td><td>\$0.0189</td></tr> <tr><td>March 2019</td><td>\$0.0180</td></tr> <tr><td>April 2019</td><td>\$0.0401</td></tr> <tr><td>May 2019</td><td>\$0.0530</td></tr> <tr><td>June 2019</td><td>\$0.0443</td></tr> <tr><td>July 2019</td><td>\$0.0331</td></tr> <tr><td>August 2019</td><td>\$0.0296</td></tr> <tr><td>September 2019</td><td>\$0.0387</td></tr> <tr><td>October 2019</td><td>\$0.0355</td></tr> <tr><td>November 2019</td><td>\$0.0273</td></tr> <tr><td>December 2019</td><td>\$0.0243</td></tr> <tr><td>January 2020</td><td>\$0.0202</td></tr> <tr><td>February 2020</td><td>\$0.0136</td></tr> <tr><td>March 2020</td><td>\$0.0131</td></tr> <tr><td>April 2020</td><td>\$0.0188</td></tr> <tr><td>May 2020</td><td>\$0.0181</td></tr> <tr><td>June 2020</td><td>\$0.0150</td></tr> <tr><td><b>Average</b></td><td><b>\$0.0230</b></td></tr> </table>	Month	5-trading day VWAP	January 2019	\$0.0273	February 2019	\$0.0189	March 2019	\$0.0180	April 2019	\$0.0401	May 2019	\$0.0530	June 2019	\$0.0443	July 2019	\$0.0331	August 2019	\$0.0296	September 2019	\$0.0387	October 2019	\$0.0355	November 2019	\$0.0273	December 2019	\$0.0243	January 2020	\$0.0202	February 2020	\$0.0136	March 2020	\$0.0131	April 2020	\$0.0188	May 2020	\$0.0181	June 2020	\$0.0150	<b>Average</b>	<b>\$0.0230</b>	<b>Recipient of issue</b>	Mr Jeffrey Bennett or his nominee(s).	<b>Terms of securities</b>	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	<b>Use of funds raised</b>	No funds will be raised by the issue of shares to Mr Bennett or his nominee(s), although the Company's liability to Mr Bennett in relation to his outstanding
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	Director's fees accrued between 1 January 2019 and 30 June 2020 (\$69,300) will be fully satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.
<b>Voting Exclusion and Prohibition</b>	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	Mr Bennett declines to make a recommendation to shareholders in relation to this resolution due to his interest in the outcome of the resolution. The other Directors, who do not have a material interest in the outcome of this resolution, recommend that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 5	Approval of issue of Shares to UK Director in lieu of fees	
Explanation	Resolution 5, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 4,292,674 fully paid ordinary shares in the Company to Lord Anthony St. John in lieu of fees payable to him for his role as the chairman of the Company’s UK subsidiary Kneoworld UK Ltd over 12 months without using the Company’s 15% placement capacity under ASX Listing Rule 7.1.	
Reason for Resolution 5	The effect of Resolution 5 will be to allow the Company to issue Shares to Lord Anthony St. John during the period of 3 months after the General Meeting (or a longer period if allowed by ASX) without using the Company’s 7.1 Capacity.	
Specific information required by ASX Listing Rule 7.3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:	
	Maximum no. of securities to be issued	4,292,674 fully paid ordinary shares.
	Date by which securities will be issued	If shareholder approval is obtained for Resolution 5, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).
	Issue price per security	The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.0209 per share. The deemed issue price reflects the sum of the volume weighted average price of the shares over the 5 days before the end of each month over the 12-month period for which shares are being issued in lieu of fees. Mr. St. John’s fees for his role as a director the Company’s UK subsidiary are USD5,000 per month (Fee). The Fee is converted to AUD at the end of each relevant month at the exchange rate at that time and

	<p>then divided by the VWAP of the Shares for the 5 days over that month; the sum of this calculation over the relevant 12 months is \$0.0209.</p> <p><b>Recipient of issue</b> The Shares will be issued to Lord Anthony St. John or his nominee.</p> <p><b>Terms of securities</b> The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> No funds will be raised from the issue of the Shares as they are being issued for nil cash consideration but as consideration for the services provided by Lord St. John for his role as a director of the Company's UK subsidiary.</p>
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Board Recommendation</b>	The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## DEFINITIONS

<b>10% Placement Capacity</b>	means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
<b>15% Placement Capacity</b>	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
<b>Board</b>	means the Company's board of directors.
<b>Constitution</b>	means the constitution of KNeoMedia Limited.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Company or KNeoMedia</b>	means KNeoMedia Limited ACN 009 221 783.
<b>Closely Related Party</b> (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means; a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
<b>Director</b>	means a director of the Board of KNeoMedia Limited.
<b>Equity Security</b>	means: a) a share; or b) a right to a share or option; or c) an option over an issued or unissued security; or d) a convertible security; or e) any security that ASX decides to classify as an equity security.
<b>Explanatory Memorandum</b>	means this explanatory memorandum accompanying and forming part of this Notice.
<b>Key Management Personnel or KMP</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
<b>Meeting</b>	means the annual general meeting of the Company for 2020 to which the Notice relates.
<b>Notice</b>	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
<b>Resolution</b>	means a resolution set out in this Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of at least one Share.

-ENDS-

# Virtual Meeting User Guide

## Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

**Meeting ID: 325-053-606**

### Australian Residents

**Username - Voting Access Code (VAC\*)** and **Password** (postcode of your registered address) \*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email.

### Overseas Residents

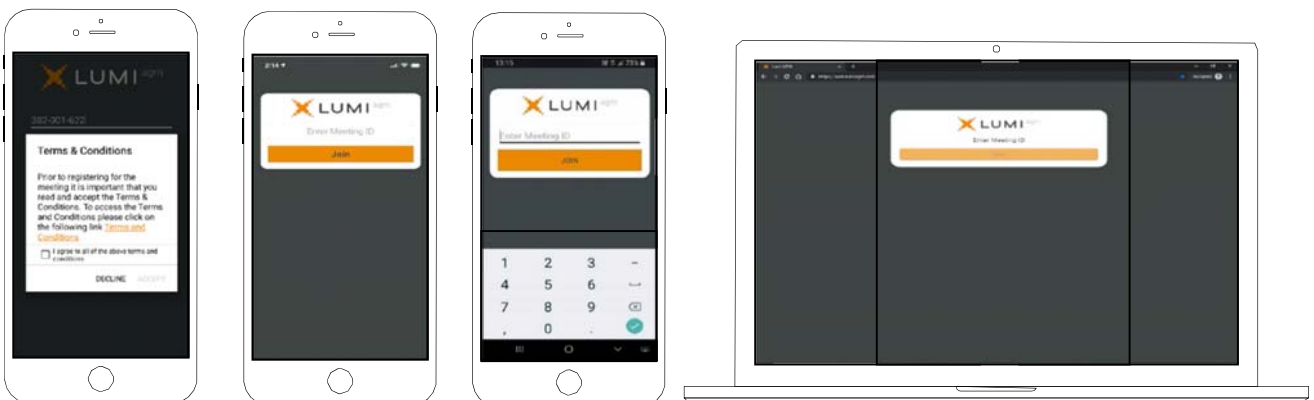
**Username - Voting Access Code (VAC\*)** and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.)

\*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email. A full list of country codes can be found at the end of this guide.

### Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday the day before the meeting.

**To join the meeting**, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxyholder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

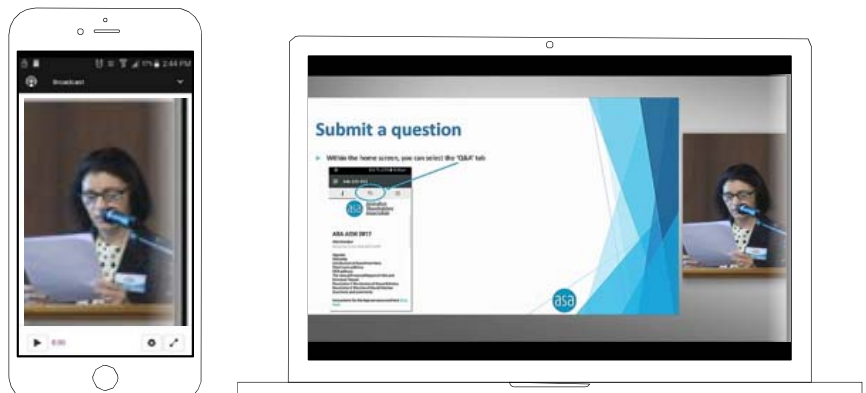
Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.



NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.



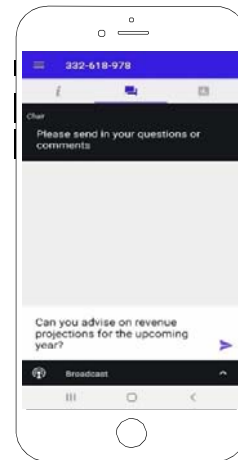


## To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

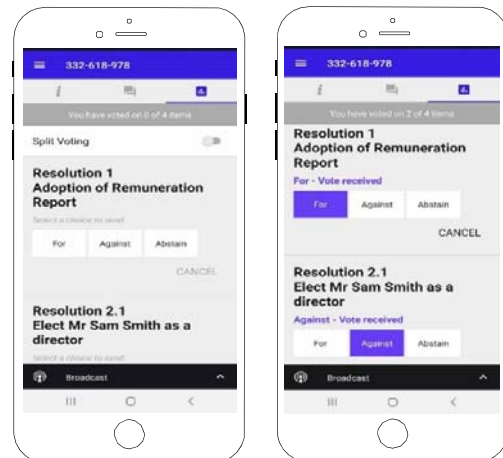
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



## To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCO</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30 am (AEDT) on Monday 23 November 2020.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/knmagm2020>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30 am (AEDT) on Monday 23 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/knmagm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **KNeoMedia Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be **held virtually on Wednesday, 25 November 2020 at 10.30 am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 4 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Franklin Lieberman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Shares to Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares to UK Subsidiary Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020