

ASX Announcement
27 May 2021

Access Innovation Holdings Limited (AIM)

2021 Extraordinary General Meeting

We enclose:

- Notice of Meeting; and
- Proxy Form,

in respect of the Extraordinary General Meeting of AIM to be held at 11:00am on Tuesday, 29 June 2021.

These documents will be dispatched to shareholders today, 27 May 2021.

* * * * *

ENDS

For more information, please contact:

Investors:

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Company Secretary
+61 2 8870 7711
investorrelations@ai-media.tv

Media:

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This ASX announcement was authorised for release by Ai-Media's Board of Directors

About Ai-Media

Founded in Australia in 2003, technology company Ai-Media has become a global leader in the provision of high-quality live and recorded captioning, transcription and translation services. Its technology platform combines artificial intelligence and human expertise to deliver speech-to-text accuracy. The company is the biggest captioning provider in the Australian market, with clients including major free-to-air and pay television networks, and has a growing international footprint, with offices in Australia, the US, UK and Canada. Globally, it provides captioning for around 1 million minutes of live and recorded media content, and online events and web streams, every month. Ai-Media (ASX:AIM) commenced trading on the ASX on 15 September 2020.

For more information on Ai-Media please visit <https://www.ai-media.tv/>

Access Innovation Holdings Limited ABN 12 122 058 708 ACN 122 058 708

Registered Office
Level 6, 277 William Street, Melbourne VIC 3000

Corporate Office
Level 1, 103 Miller Street, North Sydney NSW 2060



Access Innovation Holdings Limited
ACN 122 058 708

Notice of Extraordinary General Meeting
Explanatory Memorandum

Date of Meeting
Tuesday, 29 June 2021

Time of Meeting
11:00am (Sydney time)

Access Innovation Holdings Limited ACN 122 058 708

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Access Innovation Holdings Limited ACN 122 058 708 (**Ai-Media** or the **Company**) will be held at:

Time: 11:00am (Sydney time)

Date: Tuesday, 29 June 2021

The Meeting is being held as a virtual meeting. Details for accessing the Meeting can be found below.

The business to be considered at the Extraordinary General Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the Resolutions. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary and throughout this Notice of Meeting and Explanatory Memorandum.

BUSINESS OF THE MEETING

Resolution 1 – Ratification of prior issue of Shares under the Placement

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

'That the issue of 25,000,000 Placement Shares to various sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Memorandum, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

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

Resolution 2 – Approval of proposed issue of Consideration Shares to the EEG Vendor

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

'That the proposed issue of 14,630,017 Consideration Shares to the EEG Vendor, details of which are set out in the Explanatory Memorandum, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

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

Resolution 3 – Approval of Change of Company Name

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

'That for the purposes of sections 157(1) and 136(2) of the Corporations Act and for all other purposes, with effect from the date that ASIC alters the details of the Company's registration, the name of the Company be changed to Ai-Media Technologies Limited and all references to the

Company's name in the Constitution be replaced with references to Ai-Media Technologies Limited.'

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

Other Business

To consider any other business which may be properly and lawfully brought before the Extraordinary General Meeting in accordance with the Company's Constitution and the Corporations Act.

For further details regarding each Resolution, Shareholders are referred to the notes to voting and Explanatory Memorandum that accompany, and form part of, this Notice of Meeting.

Dated 26 May 2021

By order of the Board of Directors

Sue Sanossian
Company Secretary

Notes related to voting

1 Entitlement to vote and how to vote/attend

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on Sunday, 27 June 2021.

You may vote by attending the Meeting online or by proxy or duly authorised representative.

The meeting will be held virtually at 11:00am (Sydney time) on Tuesday, 29 June 2021. Shareholders or their proxyholders, attorneys or corporate representatives may view and participate in the Meeting online and vote through the virtual meeting platform provided by the Company's share registry at <http://web.lumiagm.com/352-263-057> or through the Lumi App (available from the Apple App Store or Google Play Store) using the meeting ID 352-263-057.

Detailed instructions on how to log into the platform and vote and ask questions are set out in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

To log in to, to view and participate in (including to submit votes and questions in real time during) the Meeting, Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia, or for overseas residents it is your 3 character country code set out in the Online Meeting Guide referred to above).

Proxyholders will need their unique username and password which may be obtained by contacting the Company's Share Registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the Meeting.

Voting will be open until the Chair closes the Meeting. All resolutions will be determined by a poll. The virtual meeting platform will facilitate online voting in real time at the Meeting.

The results of the voting on Resolutions requiring a Shareholder vote will be announced to the ASX promptly after the Meeting.

Whilst Shareholders are able to vote in real time, Shareholders are encouraged to lodge a proxy ahead of time. You may lodge your vote online in advance of the Meeting by visiting www.investorvote.com.au. Alternatively, you may submit your proxy form by mail, fax or delivery to the share registry.

2 Voting exclusions

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the following Resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 1 – Ratification of prior issue of Shares under the Placement	Any person who participated in the Placement and any of their Associates.
Resolution 2 – Approval of proposed issue of Consideration Shares to the EEG Vendor	The EEG Vendor and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their Associates.

However, the Company need not disregard on the above Resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

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

3 Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting, so that it is received by no later than 11:00am (Sydney time) on Sunday, 27 June 2021 at:

Online www.investorvote.com.au

By mail: Access Innovation Holdings Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE VIC 3001
Australia

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

Appointing a body corporate as proxy

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

Your Proxy Form is enclosed

The Proxy Form is an important document. Please read it carefully.

If you are unable to attend the virtual Extraordinary General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on the Proxy Form.

Chair's intention regarding undirected proxies

The Chair intends to vote all proxies without voting instructions that are exercisable by the Chair of the Meeting in favour of each Resolution.

4 Corporate representatives and attorneys

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and the representative should be provided with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder's or proxy's representative.

The representative should send evidence of his or her appointment to the Company (address above) in advance of the Meeting (including any authority under which it has been signed).

Any Shareholder entitled to vote at the Meeting may appoint an attorney to act on its behalf at the Meeting. An attorney may but need not be a member of the Company. Any attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed (or a certified copy) are received by the Company in the same manner, and by the same time, as outlined for proxy forms.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the forthcoming Extraordinary General Meeting .

1 Resolution 1 – Ratification of prior issue of Shares under the Placement

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 of Shares issued in connection with the Placement announced on 28 April 2021.

1.1 Announcement of Acquisition and Equity Raising

On 28 April 2021, the Company announced the following material transactions:

- (a) The Company had entered into a binding agreement to acquire 100% of the shares in EEG Enterprises, Inc. (**EEG**), a market leading US-based video and captioning technology company, for up to US\$34m in cash and Shares (the **Acquisition**).
- (b) The Acquisition consideration is structured as follows:
 - (i) An initial cash payment of US\$20.0 million on completion;
 - (ii) US\$10.0 million in Company Shares, subject to Shareholder approval at an Extraordinary General Meeting to be held in June 2021; and
 - (iii) An earn-out payment of up to US\$4.0 million subject to EEG achieving revenue and margin growth rate hurdles, payable in cash following the release of the Company's FY22 financial results.
- (c) The cash portion of the Acquisition would be fully funded by an equity raising of A\$40.0 million (**Equity Raising**), comprising an underwritten institutional placement of A\$20.0 million (the **Placement**) and an underwritten accelerated renounceable entitlement offer (without retail rights trading) of A\$20.0 million at a ratio of 1 new Share for every 5.79 existing Shares held by eligible Shareholders on the record date (**Entitlement Offer**).
- (d) Shares issued in connection with the Equity Raising would be issued at an offer price of A\$0.80 per Share (**Offer Price**), which represents a 14 per cent discount to the Company's last closing price prior to the date of the announcement (which was A\$0.93 per Share).
- (e) Shares issued in connection with the Placement would be issued under the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A.
- (f) It is anticipated that the Equity Raising would be complete by 27 May 2021.
- (g) The Acquisition would complete at the time that the Company pays the cash consideration of US\$20.0 million to the EEG Vendor (which it has 45 business days from the date of the Acquisition agreement to do).

EEG is a leading North American provider of captioning technology. The Acquisition will establish the Company as a vertically integrated provider of captioning technology, with a full suite of products to match customer requirements. The Acquisition will be immediately earnings accretive on an EBITDA basis, while significantly increasing recurring revenue streams and delivering the Company new growth opportunities, particularly in the crucial North American market.

For a detailed overview of the merits and terms of the Acquisition and Equity Raising, Shareholders should refer to the Investor Presentation released to the market on 28 April 2021 and available on the ASX website (www.asx.com.au). The associated market briefing webinar delivered on that day can be viewed at <https://publish.viostream.com/app/s-dfpub3k> .

On 30 April 2021, the Company announced the completion of the Placement (raising approximately A\$20m) and the institutional component of the Entitlement Offer (raising approximately A\$15m). The Shares were issued under this component of the Equity Raising on 10 May 2021.

On 13 May 2021, the Company announced the completion of the Acquisition of EEG including the payment of the cash consideration to the EEG Vendor.

As at the date of this Notice, the retail component of the Entitlement Offer is ongoing and is expected to complete on 27 May 2021.

The Placement resulted in the issue of 25,000,000 Shares (the **Placement Shares**). Of the Placement Shares:

- (a) 21,234,792 of the Placement Shares were issued under the Company's capacity under Listing Rule 7.1; and
- (b) 3,765,208 of the Placement Shares were issued under the Company's capacity under Listing Rule 7.1A.

Shareholder approval of the issue of the Placement Shares is sought under Listing Rule 7.4 under Resolution 1.

For the avoidance of doubt:

- (a) The issue of Shares in connection with the Entitlement Offer falls under Listing Rule 7.2 Exception 1 and Listing Rule 10.12 Exception 1. The Company is not seeking Shareholder approval in respect of the issue of Shares in connection with the Entitlement Offer.
- (b) The issue of Shares to the EEG Vendor as consideration in relation to the Acquisition is subject to Shareholder approval which is sought separately under Resolution 2 (see Section 2 below for further details).

1.2 ASX Listing Rules 7.1 and 7.4

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent Annual General Meeting on 16 November 2020 (the **10% Placement Facility**).

The issue of the Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. To this end, Resolution 1 seeks Shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

1.3 Information provided in accordance with Listing Rule 7.5

For the purpose of Resolution 1, the following information is provided in relation to the issue of the Placement Shares in accordance with Listing Rule 7.5:

- (a) The number of Placement Shares issued under Listing Rule 7.1 in connection with the Placement was 21,234,792 Shares. The number of Placement Shares issued under Listing Rule 7.1A in connection with the Placement was 3,765,208 Shares.
- (b) The price at which Placement Shares were issued under the Placement was the Offer Price of A\$0.80 per Share.
- (c) The Placement Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (d) The allottees of the Shares were sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the lead managers of the Placement. The participants in the Placement either did not fall within one of the categories of investors identified in ASX Listing Rules Guidance Note 21 or were not issued more than 1% of the Company's current issued capital.
- (e) Placement Shares issued under the Placement were issued on 10 May 2021.
- (f) Funds raised from the Placement will be applied to the cash component of the consideration for the Acquisition of EEG.
- (g) A voting exclusion statement in relation to Resolution 1 is included in the Notice.

1.4 Recommendation

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

The Chair intends to vote undirected proxies in favour of Resolution 1.

2 Resolution 2 – Approval of proposed issue of Consideration Shares to the EEG Vendor

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the proposed issue of Shares as consideration in connection with the Acquisition of EEG announced on 28 April 2021.

2.1 Background

The background to the Acquisition is set out in Section 1.1 above.

2.2 Completion of Acquisition

On 13 May 2021, the Company announced the completion of the Acquisition of EEG including the payment of the cash consideration to the EEG Vendor.

2.3 Consideration Shares

The consideration for the Acquisition of EEG includes the issue of US\$10m worth of Shares in the Company to the EEG Vendor, subject to the approval of Shareholders.

The number of Shares which the Company has agreed to issue to the EEG Vendor, subject to Shareholder approval, is 14,630,017 Shares (the **Consideration Shares**) at an effective issue price of A\$0.876 per Share.

The Consideration Shares will be subject to voluntary escrow, with one third to be released from escrow on every anniversary of the issue date.

Shareholder approval of the proposed issue of the Consideration Shares is sought for the purposes of Listing Rule 7.1 under Resolution 2.

In the event that Shareholders do not approve the issue of the Consideration Shares within 75 days of completion of the Acquisition agreement, the Company will be required to pay to the EEG Vendor a cash amount of US\$10.0 million (plus interest).

If this was to eventuate, the Company would need to raise additional equity or debt capital to fund its obligations.

2.4 ASX Listing Rule 7.1 and 7.1A

See Section 1 above for a summary of the operation of Listing Rules 7.1 and 7.1A.

The issue of the Consideration Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. In addition to requiring approval of Shareholders under Listing Rule 7.1, the issue of the Consideration Shares is subject to Shareholder approval and so will not proceed without such approval.

The Company wishes to proceed with the issue of the Consideration Shares in order to discharge the Company's obligation to issue the Consideration Shares to the EEG Vendor as partial consideration for the Acquisition of EEG. To this end, Resolution 2 seeks Shareholder approval of the issue of the Consideration Shares under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder Approval under Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares. In the event that Shareholders do not approve the issue of the Consideration Shares within 75 days of completion of the Acquisition agreement, the Company will be required to pay to the EEG Vendor a cash amount of US\$10.0 million (plus interest). If this was to eventuate, the Company would need to raise additional equity or debt capital to fund its obligations.

2.5 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 2, the following information is provided in relation to the proposed issue of the Consideration Shares in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Consideration Shares will be issued to the EEG Vendor.
- (b) The number of Consideration Shares proposed to be issued is 14,630,017 Shares. If approved by Shareholders, the Consideration Shares will be issued as fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (c) If approved by Shareholders, it is anticipated that the Consideration Shares will be issued within 5 business days of the date of the Meeting, and in any event within 3 months of the date of the Meeting.
- (d) If approved by Shareholders, the effective issue price of the Consideration Shares will be A\$0.876 per Consideration Share.
- (e) The purpose of the proposed issue of the Consideration Shares is to discharge the Company's obligation to issue the Consideration Shares to the EEG Vendor as partial consideration for the Acquisition of EEG. No funds will be raised from the issue of the Consideration Shares.
- (f) The material terms of the agreement for the Acquisition of EEG include the following:
 - (i) The Company will acquire 100% of the shares in EEG on completion of the agreement.
 - (ii) The Acquisition consideration payable to the EEG Vendor is structured as follows:
 - (A) An initial cash payment of US\$20.0 million on completion;
 - (B) The issue of the Consideration Shares, subject to Shareholder approval sought in Resolution 2; and

- (C) An earn-out payment of up to US\$4.0 million subject to EEG achieving revenue and margin growth rate hurdles, payable in cash following the release of the Company's FY22 financial results.
- (iii) The Acquisition will complete at the time that the Company pays the cash consideration of US\$20.0 million to the EEG Vendor (which it has 45 business days from the date of the Acquisition agreement to do).
- (iv) The Consideration Shares will be subject to voluntary escrow, with one third to be released on every anniversary of the issue date.
- (g) A voting exclusion statement in relation to Resolution 2 is included in the Notice.

2.6 Recommendation

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

The Chair intends to vote undirected proxies in favour of Resolution 2.

3 Resolution 3 – Approval of Change of Company Name

3.1 Proposed Change of Company Name

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Ai-Media Technologies Limited.

The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's Constitution to reflect the change of name.

The Board wishes to change the Company's name to reflect how the Company is known in the market, and that is as Ai-Media. Further, the Company's name should also reflect the fact that a key focus and subject of ongoing investment is in the technology side of its business, as evidenced by its recent acquisition of EEG. For the avoidance of doubt, the Company's ASX code will not change and so will remain AIM.

The Company has reserved the proposed name. If Resolution 3 is approved, the Company will lodge a copy of the Resolution with ASIC on completion of the Meeting in order to effect the name change.

In accordance with section 157(3) of the Corporations Act, if Resolution 3 is approved, the change of name will take effect when ASIC alters the details of the Company's registration.

3.2 Recommendation

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders at the Meeting (whether voting online, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Glossary

In the Notice of Meeting and this Explanatory Memorandum the following defined terms have the following meanings:

10% Placement Facility has the meaning given to that term in Section 1.2 of this Explanatory Memorandum.

Acquisition has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited or the securities exchange market operated by it, as the context requires.

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

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Company or **Ai-Media** means Access Innovation Holdings Limited ACN 122 058 708.

Consideration Shares has the meaning given to that term in Section 2.1 of this Explanatory Memorandum.

Constitution means the Company's constitution.

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

Director means a director of the Company.

EEG has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

EEG Vendor means EEG Video Holdings LLC.

Entitlement Offer has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

Equity Raising has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

Equity Securities has the meaning given in the ASX Listing Rules.

Extraordinary General Meeting or **Meeting** means the extraordinary general meeting of Shareholders convened by this Notice of Meeting.

Notice of Meeting or **Notice** means the notice of Extraordinary General Meeting which accompanies this Explanatory Memorandum.

Offer Price has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

Placement has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

Placement Shares has the meaning given to that term in Section 1.1 of this Explanatory Memorandum.

Resolution means a resolution contained in the Notice of Meeting.

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

Shareholder means a holder of a Share.

Proxy Form

AIM

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AEST)** Sunday 27 June 2021.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Access Innovation Holdings Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Access Innovation Holdings Limited to be held virtually (Refer to the Notice of Meeting) on Tuesday, 29 June 2021 at 11:00 am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
1 Ratification of prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of proposed issue of Consideration Shares to the EEG Vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

