

Dear Shareholder

Constellation Technologies Limited Annual General Meeting

The Company hereby announces its intention to hold its 2021 Annual General Meeting of Shareholders on Friday 26th November 2021 at 11.00am. This meeting will be a Virtual Annual General Meeting. (refer COVID-19 safety precautions below)

The agenda of the meeting will be to consider the following items of business:

- Financial Statements
- Remuneration Report
- Re-election of Director – Mr Anoosh Manzoori
- Employee Share Plan
- Employee Exempt Plan

COVID-19 safety precautions

In light of current government-imposed restrictions on travel, holding physical public gatherings & social distancing, the Company has put in place arrangements to hold a **Virtual Annual General Meeting**.

Shareholders wishing to attend the meeting are requested to register at the Company's website www.ct1limited.com no later than 24 November 2021 to enable the Company to verify your eligibility to attend the meeting.

Once all attendees are verified, an email will be sent to attendees with a link to participate in the meeting using our Webinar facilities.

At the meeting, the Chairman and management will provide an update to shareholders. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at terri@ct1limited.com 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

Shareholders are strongly encouraged to **vote prior to the meeting by submitting their proxy form** in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

Shareholders will be able to ask questions during the meeting.

By order of the Board



Terri Bakos
Company Secretary
21 October 2021

Notice of Annual General Meeting

Constellation Technologies Limited ACN 009 213 754

Notice is given that the 2021 Annual General Meeting of Constellation Technologies Limited ACN 009 213 754 (Company or CT1) will be held on Friday 26th November 2021 at 11.00am. This meeting will be a Virtual Meeting due to Government imposed restrictions on travel and public gatherings currently in place as at the date of this Notice of Meeting. Shareholders may attend the meeting virtually by registering at:

www.ct1limited.com

Shareholders wishing to attend the virtual meeting are requested to register their attendance **no later than 24 November 2021**.

Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our Webinar facilities.

BUSINESS

1. Financial Statements and Reports

To receive the Annual Financial Statements of Constellation Technologies Limited for the year ended 30 June 2021, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

A copy of the Annual Report can be downloaded at www.ct1limited.com

2. Resolution 1 – Remuneration Report

To consider and, if in favour, pass the following Resolution in accordance with Section 250R(2) of the Corporations Act 2001 (Cth):

'That the Remuneration Report section of the Director's Report for the Company for the year ended 30 June 2021 be adopted.'

3. Resolution 2- Re-election of Mr Anoosh Manzoori

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

'That Mr Anoosh Manzoori, a Non-Executive Director, who retires by rotation in accordance with Article 64 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

4. Resolution 3- Employee Share Plan

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

'That for the purposes of ASX Listing Rule 7.2, Exemption 13, the Shareholders approve the issue of securities under the Company's existing Employee Share Plan (ESP) as an exception to the requirement to obtain Shareholder approval under ASX Listing Rule 7.1'

5. Resolution 4- Employee Exempt Share Plan

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

'That for the purposes of ASX Listing Rule 7.2, Exemption 13, the Shareholders approve the issue of securities under the Company's new Employee Exempt Share Plan (ExSP) as an exception to the requirement to obtain Shareholder approval under ASX Listing Rule 7.1'

Dated: 21 October 2021

By order of the Board



Terri Bakos
Company Secretary

Voting restrictions Corporations Act & ASX Listing Rules

Corporations Act

Resolution 1: Remuneration Report	The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of Section 250R or 250BD of Corporations Act 2001 (Cth),
Resolution 3: Employee Share Plan & Resolution 4: Employee Exempt Plan	The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties or a closely related party of such a member, in contravention of Section 250BD of Corporations Act 2001 (Cth).

Notwithstanding the above voting restrictions, a KMP may cast a proxy where they proxy specified in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote you are authorising the chair to exercise the proxy in respect of the above resolutions notwithstanding that the Chair or KMP may benefit.

'Key Management Personnel ('KMP') are identified at page 14 of the 2021 Annual Report.

'Closely related parties' of KMP are defined in Corporations Act 2001 (Cth), to include certain of family members, dependents and companies they control.

ASX Listing Rules

Resolutions 3 and 4

As is required under the ASX listing rules, the Company is required to disregard any votes cast in favour of resolutions 3 and 4 by

- any person who is eligible to participate in the Employment Share Plan and or the Employee Exempt Plan; or
- any associate of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Notes

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form, in accordance with the instructions on the proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Wednesday, 24 November 2021. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your vote then please email the Company Secretary at terri@ct1limited.com.

Explanatory Memorandum

Constellation Technologies Limited ACN 009 213 754

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held in a virtual format on Friday, 26 November 2021 at 11.00am (Melbourne time). Shareholders are encouraged to register to attend this meeting via Webinar Conferencing facilities that have been put in place.

Details of how to register for this meeting are set out in the notice of meeting

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

All the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. This includes voting via proxies.

1. Financial Statements and Reports

The Corporations Act requires that the report of Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements or reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the company's auditor, if the question is relevant to:

- a) The content of the auditors report, or
- b) The conduct of the audit of the Annual Financial Report to be considered at the meeting.

Note: under Section 250PA(1) of the Corporations Act 2001 (Cth), a Shareholder must submit any questions to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the Auditor must be delivered to the Company's auditor: Company Secretary, Constellation Technologies Limited, Level 7, 420 Collins Street, Melbourne VIC 300

or

terri@ct1limited.com.

2. Resolution 1: Remuneration Report

A Copy of the Company's Remuneration Report is contained in its 2021 Annual Report, which is available on the CT1 website: www.ct1limited.com.

Section 250R(2) of the *Corporations Act 2001* (Act) requires that the Remuneration Report be put to a vote of Shareholders for adoption.

This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CT1's Remuneration Policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

The Remuneration Report

- a) Reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-executive Directors.
- b) Explains board policies in relation to the nature and value of remuneration paid to Non-executive Directors, executive and senior management within CT1; and
- c) Discusses the relationship between the board policies and CT1 performance.

Whilst the vote on this Resolution is advisory only, and does not bind the Directors of the Company, under the Corporations Act 2001, if 25% or more votes that are cast at the meeting are voted against the adopted of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all the Company's Directors (other than any Managing Director) must be up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast again the Remuneration Resolution at the 2020 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

As the Resolution relates to matters including the remuneration of Directors, the Board, as a matter of Corporate Governance and in accordance with the spirit of Section 250R(4) of the Corporations Act 2001 (Cth), makes no recommendation regarding this Resolution. Voting restrictions apply to this resolution.

3. Resolution 2 – Re-election of Mr Anoosh Manzoori

Article 64 of the Company's Constitution provides that no Director who not the Managing Director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

To the extent that the ASX Listing Rules require an election of Directors to be held and no Director is due to retire due to their period of service or they hold the position of Managing Director, then the Director to retire may voluntarily submit for re-election, otherwise it shall be decided based on those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agreed between themselves) be determined by lot.

The Board has determined that Mr Anoosh Manzoori will retire from office under Article 64 of the Company's Constitution, and he stands for re-election. He was first appointed to the board on 14 October 2016.

Mr Manzoori has over 20 years' experience as an entrepreneur, investor, board member and advisor, specialising in helping fast growth technology companies. Following the completion of his tertiary studies he founded several technology companies including one of Australia's largest cloud-hosting platforms that he exited via a highly successful trade sale.

Mr Manzoori leverages his experience and strong international network in the technology sector in both corporate and capital markets to help shape and optimise the Company's continued growth.

Mr Manzoori is currently a director of First Growth Funds Ltd, a Company listed on the Canadian Stock Exchange and Shape Capital Pty Ltd, an investment and corporate advisory firm.

Both Mr Manzoori and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company. He currently holds 10,260,506 Ordinary Shares and 7,201,682 Unlisted Options in the Company.

The directors (other Mr Manzoori, who abstains), recommend that shareholders vote in favour of Resolution 2.

4. Resolution 3 – Employee Share Plan

4.1 Background and Key Terms of the ESP

The Company adopted the Employee Equity Plan (ESP) in 2017 to meet the challenges of changing incentive structures and Australian Taxation Laws. The plan aims to motivate staff, management and directors to achieve performance targets and align their interests with those of shareholders.

The ESP operates independently of the Exempt Employee Share Plan (ExSP), the subject of Resolution 4.

Summary of the terms of the Plan

<p>Eligible Persons</p>	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons).</p> <p>The maximum total number of Securities that are permitted to be issued under the ESP (together with the ExSP) is 5% of the Company’s share capital issued during the previous 3-year period. Refer below for proposed issues.</p>
<p>Invitation and Acceptance</p>	<p>Securities under the Plan include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p> <p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> • In respect of Plan Shares, the issue price and any other specific terms and conditions of issue; and • in respect of Options, the exercise period, the exercise price and exercise conditions (if any). <p>No payment is due on the issue of an award under the Plan. Securities issued under the Plan re not transferrable. The Board may accept or reject an application at its discretion.</p>
<p>Options</p>	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price (if any). Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date.</p>
<p>Capital Events</p>	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right has vested.</p>
<p>Performance Rights</p>	<p>The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder.</p> <p>Performance Rights are not transferable.</p> <p>A Share issued pursuant to a Performance Right may be subject to a Restriction Period.</p>

Lapse Awards	Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.
Administration	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
Amendment	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.

For the purposes of the Plan (as defined in ASIC Class Order 14/1000):

- A **'Casual Employee'** is an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro-rate equivalent of 40% or more of a comparable full-time position; and
- A **'Prospective Employee'** means a person to who the offer (of securities) is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Employee.

A copy of the ESP rules is available on the Company's website www.ct1limited.com.

4.2 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (15% Limit), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to eligible employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the ESP without seeking Shareholder approval.

Issues of securities to **related parties** under the ESP will still require Shareholder approval under ASX Listing Rule 10.14.

For the purposes of ASX listing rules 7.2(Exception 13) the Company advises that:

- (a) A summary of the terms are set out above;
- (b) 44,981,115 securities have been issued under the ESP in the 4 year period since shareholders last approved an allocation under ASX Listing Rule 7.2, Exception 13 at the 2017 Annual General Meeting. No new securities were issued in the last 12 months under this Exception
- (c) The maximum total number of securities that are permitted to be issued under the ESP (together with the ExSP) is no more than 5% of the Company's share capital issued during the previous 3-year period. 5% of the Company's current issued share capital is 73,443,087. While it is not the Company's present intention to issue 73,443,087 securities over the next 3 years, any securities that are issued under either the ESP or the ExSP above this amount will not get the benefit of ASX Listing Rule 7.2 Exception 13 and therefore will be issued within the Company's 15% placement capacity under ASX Listing Rule 7.1.

No resolutions are currently proposed in relation to an issue under this plan

Please refer to voting restrictions in the Notice of Meeting.

The directors, being eligible to participate in the ESP, do not make a recommendation in relation to this resolution.

5. Resolution 4 – Employee Exempt Share Plan (ExSP)

5.1 Background & Key terms of the ExSP

The Company is proposing the adoption of the Employee Exempt Share Plan (ExSP) to encourage employees to achieve performance targets set by the Company.

The ExSP operates independently of the ESP discussed in Resolution 3.

Summary of key terms:

Eligible Persons	<p>Selected permanent employees or a person who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons) and satisfy the requirements of subsections 83A-35 and 83A-45 of the Income Tax Assessment Act.</p> <p>It is not contemplated that a Director be eligible to participate in the ExSP.</p>
Invitation and Acceptance	<p>Securities issued under the Plan are ordinary fully paid shares.</p> <p>Selected employees of the Company are eligible to participate at the absolute discretion of the Board.</p> <p>The ExSP allows employees to acquire up to \$1,000 of fully paid ordinary shares in a 12-month period [without disclosure].</p> <p>The ExSP does not contemplate any loans being given to employees.</p> <p>Employees are restricted from dealing in shares issued pursuant to the EESP until the earlier of 3 years after their issue or the date they cease to be an employee.</p> <p>The issue price of a share is a market price mechanism.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan are not transferrable.</p> <p>The maximum total number of Shares permitted to be issued under the ExSP (together with the ESP) is 5% of the Company’s share capital issued during the previous 3-year period. Refer below for proposed issues.</p>
Capital Events	<p>In the event of any reconstruction of the capital of the Company (including consolidation, sub-division, reduction or return of capital), the number of Shares to which each Employee is entitled will be reconstructed in the manner specified by the Listing Rules as applicable at the Issue Date.</p>
Administration	<p>The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.</p>

Amendment	<p>The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.</p> <p>However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of shares acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.</p>
Termination	<p>The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.</p>

5.2 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12month period without shareholder approval (**15% Limit**), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the ExSP without seeking Shareholder approval.

Issues of securities to **related parties** under the ExSP will still require Shareholder approval under ASX Listing Rule 10.14.

For the purposes of ASX listing rules 7.2(Exception 13) the Company advises that:

- (a) A summary of the terms are set out above;
- (b) As the ExSP is a new plan, no securities have previously been issued under this plan.
- (c) The maximum total number of securities that are permitted to be issued under the ExSP (together with the ESP) is no more than 5% of the Company's share capital issued during the previous 3-year period. 5% of the Company's current issued share capital is 73,443,087. While it is not the Company's present intention to issue 73,443,087 securities over the next 3 years, any securities that are issued under either the ESP or the ExSP above this amount will not get the benefit of ASX Listing Rule 7.2 Exception 13 and therefore will be issued within the Company's 15% placement capacity under ASX Listing Rule 7.1.

Please refer to voting restrictions in the Notice of Meeting.

The directors unanimously recommend shareholders vote in favour of Resolution 4.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.


Important Note: In light of current government-imposed restrictions on travel, holding physical public gatherings & social distancing, the Company has put in place arrangements to hold a **Virtual Annual General Meeting**.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Constellation Technologies Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting **OR**

 **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 26 November 2021 at 11.00am (Melbourne time)** and at any adjournment or postponement of that Meeting.


Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3 & 4 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Anoosh Manzoori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Employee Exempt Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

CONSTELLATION TECHNOLOGIES LIMITED - ANNUAL GENERAL MEETING

In light of current government-imposed restrictions on travel, holding physical public gatherings & social distancing, the Company has put in place arrangements to hold a Virtual Annual General Meeting.

Shareholders wishing to attend the meeting are requested to register at the Company's website www.ct1limited.com no later than 24 November 2021 to enable the Company to verify your eligibility to attend the meeting.

Once all attendees are verified, an email will be sent to attendees with a link to participate in the meeting using our Webinar facilities.

At the meeting, the Chairman and management will provide an update to shareholders. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at terri@ct1limited.com 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

Shareholders are strongly encouraged to vote prior to the meeting by submitting their proxy form in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

Shareholders will be able to ask questions during the meeting.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 3 & 4, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 3 & 4.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares 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; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (Melbourne time) on 24 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033

