

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

2022 NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Annual General Meeting of Shareholders

To be held as a physical meeting on 17 November 2022, commencing at 3.00pm AEDT

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

**We remind Shareholders that the Company's annual report is only available
electronically this year. If you wish to download a copy, please visit
www.sks.com.au**

**Should you wish to discuss the matters set out in this Notice of Meeting please do
not hesitate to contact the Company Secretary on (+61 3) 9289 5000**

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

2022 NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Shareholders of **SKS Technologies Group Limited** will be held at 700 Spencer St, West Melbourne, VIC 3003 on 17 November 2022, commencing at 3.00pm AEDT.

Shareholders and proxyholders may participate in our AGM in person. Please refer to the Important Information section of this Notice of Meeting for further details.

The Company continues to monitor the ongoing risks of COVID-19. In the interests of the health and safety of shareholders, staff and other potential attendees and given the changeability of rules relating to large in-person gatherings, the board has decided to hold this year's meeting as a hybrid meeting. While shareholders will be provided with alternatives for participation, and are welcome to attend the meeting in person, we are encouraging online participation in light of the uncertainties COVID-19 still presents.

Please note that should Federal or State Government guidance change to restrict the ability of shareholders to attend in person, we will advise shareholders of alternate arrangements via an announcement to the ASX and on our website.

BUSINESS:

FINANCIAL REPORT

To receive and consider the Annual Report, Financial Statements and the reports of the Directors and the Auditor for the year ended 30 June 2022.

Note: there is no requirement for Shareholders to approve these reports and financial statements.

1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2022."

The Corporations Act 2001 requires listed companies to put to Shareholders at the Annual General Meeting a resolution concerning the Remuneration Report which is contained in the Directors' Report section of the 2022 Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the Annual General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- (a) by or on behalf of a member of the Company's key management personnel as whose remuneration is disclosed in the Remuneration Report (**Key Management Personnel**), and
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel.

However, the Company will not disregard a vote if it is cast by the member of the Key Management Personnel, not cast on behalf of any member of the Key Management Personnel, and either:

- (c) the proxy appointing the member of the Key Management Personnel specifies the way the proxy is to vote on the resolution; or

- (d) the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel,

2. RESOLUTION 2 - RETIREMENT BY ROTATION AND ELECTION OF TERENCE GRIGG AS DIRECTOR:

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

"That having retired pursuant to the constitution of the Company, Terence Grigg be re-elected as a director."

The Company's Constitution requires one third of the directors (excluding the Managing Director or directors appointed during the year) or if that number is not a multiple of three then the number nearest to one-third (but not less than one-third unless every non-retiring director has been elected at the last and penultimate AGM) to retire at each AGM. Directors who retire by rotation may offer themselves for re-election.

3. RESOLUTION 3 - APPROVAL FOR ADDITIONAL 10% PLACEMENT CAPACITY

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue and allotment of Equity Securities totalling up to 10% of the number of Ordinary Shares on issue (at the time of the issue) (**10% Placement Facility**) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and otherwise on the terms and conditions set out in the accompanying Explanatory Statement."*

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under the 10% Placement Facility (except a benefit solely by reason of being a holder of ordinary securities in the Company) (and any associates of such a person).

However, the Company will not disregard a vote if it is cast:

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

4. RESOLUTION 4 – APPROVAL OF AMENDMENTS TO THE CONSTITUTION

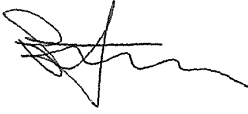
To consider and, if thought fit, pass the following resolution as a special resolution:

" That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendments to the Company's Constitution as set out in the Explanatory Memorandum."

Other business

In accordance with section 250S(1) of the Corporation Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which lawfully be brought before the Annual General Meeting.

By order of the Board:



Peter Jinks
Executive Chairman
Dated: 14 October 2022

IMPORTANT VOTING INFORMATION

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors of the Company have determined that, for the purposes of this meeting, those persons who are registered as the holders of ordinary shares in the Company at 7:00 pm (AEDT) on 15 November 2022 (**Effective Time**) will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

1. HOW TO VOTE

Shareholders entitled to vote at the Annual General Meeting may vote by attending the Annual General Meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

2. VOTING IN PERSON OR BY ATTORNEY

The AGM will be held at the 700 Spencer St, West Melbourne, VIC 3003, on 17 November 2022 at 3:00pm. The registration desk will be open from 2.00pm. Details of the resolutions to be considered at the AGM are included in this Notice of Meeting.

We will be closely monitoring the evolving COVID-19 situation in Australia. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, we will ensure that shareholders are given as much notice as possible.

3. VOTING BY PROXY

- a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 3.00pm AEDT on **15 November 2022 (Proxy Forms received later than this time will be invalid)** by:
 - post to: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001; or
 - facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - Log on to www.investorvote.com.au;
 - For Intermediary Online Subscribers only (Custodians) log on at www.intermediaryonline.com.
- b) A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item. Please refer to the voting exclusions for each Resolution for the directions that must be given to the proxy in relation to each resolution.
- c) If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution, then the proxy need not vote, but if the proxy does so, the proxy must vote that way. Any directed proxies which, are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed. If a proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands.
- d) Shareholder who is entitled to vote at the meeting may appoint:
 - 1) one proxy if the Shareholder is only entitled to one vote; or
 - 2) one or two proxies if the Shareholder is entitled to more than one vote.
- e) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.

- f) A proxy need not be a shareholder of the Company.
- g) Signing Instructions for postal forms:
- **(Individual)**: Where the holding is the one name, the Shareholder must sign.
 - **(Joint Holding)**: Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of Attorney)**: If you have not already provided the power of attorney to the Company, please attach a certified copy 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, that person must sign. Where the Company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole Director can also sign alone.
- Otherwise, a Director jointly with either another Director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
- h) To be valid, a proxy form, signed under a power of attorney, must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
- i) A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.
- j) The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.
- k) By appointing the Chairman of the meeting as your proxy in relation to Resolution 1 you expressly authorise the Chairman to vote in favour of Resolution 1 unless:
- 1) you direct the Chairman to vote against or to abstain from voting on the resolution; or
 - 2) you are a member of the Key Management Personnel of the Company and its subsidiaries, details of whose remuneration are included in the remuneration report for the year ended 30 June 2022.
- l) The Chairman of the meeting intends to exercise all available proxies by voting in favour of all resolutions.
- m) If you require an additional proxy form, the Company will supply it on request to the undersigned.

4. VOTING BY CORPORATE REPRESENTATIVE

Corporate Shareholders wishing to vote by corporate representative should:

- a) obtain an appointment of corporate representative form from the Company;
- b) complete and sign the form in accordance with the instructions on it; and
- c) bring the completed and signed form with them to the Annual General Meeting.

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

EXPLANATORY STATEMENT

1. INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the resolutions proposed to be considered at the Annual General Meeting.

2. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2022 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seek this approval.

In accordance with Section 250R(3) of the Corporation Act, Shareholders should note that Resolution 1 is "advisory only" resolutions which does not bind the Directors. However, Shareholders have the ability to "spill" the Company's board if there are "two strikes" against the adoption of the Remuneration Report at two successive AGMs. Under Section 250SA of the Corporation Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at this Annual General Meeting, and then again at the Company's 2023 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an Extraordinary General Meeting (**Spill Meeting**) to consider the appointment of the Directors to the Company (**Spill Resolution**).

If more than 50% of Shareholders, excluding Key Management Personnel, vote in favour of the Spill Resolution, the Company must convene the Extraordinary General Meeting (Spill Meeting) within 90 days of the Company's 2023 Annual General Meeting. All of the Directors who are in office when the Company's 2023 Directors' Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a Director is approved, will become a Director of the Company.

Shareholders should note that at the 2021 annual general meeting proxy votes against the Remuneration Report were less than 25%, and the resolution was passed by the required majority.

The Directors abstain from making a recommendation in relation to this Resolution.

3. RESOLUTION 2 - RETIREMENT BY ROTATION AND RE-ELECTION OF TERENCE GRIGG AS DIRECTOR

The Company's Constitution requires one third of the directors (excluding the Managing Director or directors appointed during the year) or if that number is not a multiple of three then the number nearest to one-third (but not less than one-third unless every non-retiring director has been elected at the last and penultimate AGM) to retire at each AGM. Directors who retire by rotation may offer themselves for re-election.

Terence Grigg was appointed prior to, and elected at, the 2017 annual general meeting, and is therefore required to resign at the 2022 Annual General Meeting (**2022 AGM**). Mr Grigg resigns by rotation at the conclusion of the 2022 AGM and, being eligible, offers himself for re-election at this 2022 AGM. Further information in relation to Mr Grigg's experience and qualifications are set out in the Directors' Report section of the Annual Report.

The Directors (excluding Mr Grigg) recommend that Shareholders vote in favour of this Resolution to reappoint Terence Grigg as a Director.

4. RESOLUTION 3 - APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

4.1 General

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval at its Annual General Meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity for the purpose of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities of the Company under the 10% Placement Capacity

The exact number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2, (refer to section 4.2 below).

The Directors believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders **vote in favour** of this Resolution.

4.2 Listing Rule 7.1A

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being the Ordinary Shares.

The exact number of Equity Securities that the Company may issue under an approval pursuant to Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** means the number of Ordinary Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (iii) plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into prior to 12 months ago; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (iv) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - (v) plus the number of partly paid shares that became fully paid in the 12 months;
 - (vi) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D means 10%.

E means the number of Equity Securities issued or agreed to be issued under 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 Listing Rule 7.1 or 7.4.

4.3 Technical Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is no less than 75% of the volume weighted average price of the Company's Equity Securities, calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Ordinary Shares under that issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Ordinary Shares could be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Ordinary Shares and the current number of Equity Securities on issue for variable "A" of the formula in Listing Rule 7.1A.2 as at the close of trade on date of this Notice.

The table also shows:

- (i) an example where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Ordinary Shares the Company has on issue. The number of Ordinary Shares on issue may increase as a result of issues of Ordinary Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) an example of the result of the issue price of ordinary securities decreasing by 50% and increasing by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.0925 (~50% decrease in current issue price)	Funds raised based on issue price of \$0.185 (Current issue price)	Funds raised based on issue price of \$0.2775 (~50% increase in current issue price)
Current Variable "A" 109,382,153 Shares	10,938,215	\$1,011,784.92	\$2,023,569.83	\$ 3,035,354.75
50% increase in current Variable "A" 164,073,230 Shares	16,407,323	\$1,517,677.37	\$3,035,354.75	\$ 4,553,032.12
100% increase in current Variable "A" 218,764,306 Shares	21,876,431	\$2,023,569.83	\$4,047,139.66	\$ 6,070,709.49

- (iii) The table above uses the following assumptions:
- The current shares on issue are the Ordinary Shares on issue as at the date of this notice.
 - The issue price set out above is the closing price of the Ordinary Shares on the ASX on 06 September 2022.
 - The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
 - The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
 - The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
 - The issues of Equity Securities under the 10% Placement Capacity consist only of Ordinary Shares. Shareholders should note that there is a risk that:
 - (i) the market price for the Company's Ordinary Shares may be significantly lower on the issue date than on the date approval under Listing Rule 7.1A is given (as of this Annual General Meeting); and
 - (ii) the Ordinary Shares may be issued at a price that is at a discount to the market price for those Ordinary Shares on the date of issue,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company may use funds raised for general working capital, retirement of debt and / or for the acquisition of new assets and investments.

(e) Allocation Policy under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous Approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its 2021 Annual General Meeting.

(g) Previous issues of Equity Securities

In the 12 months preceding the date of this Annual General Meeting, the Company issued the following Equity Securities. All Equity Securities comprised fully-paid ordinary shares and were issued pursuant to and in accordance with the rules of the SKS Technologies Group Limited Employee Equity Incentive Plan. In all cases, they were issued in order to satisfy the bonus obligations of the Company to the Recipient. No cash was received by the Company as consideration for the issue of the Equity Securities.

Name of Recipient	Number of FPO Shares	Price	Discount to Closing Price	Total Cash Consideration
MASSV Pty Ltd aff M&A Property Trust ¹	608,696	\$0.1725	\$0.0075	\$105,000 ²
SSSI Pty Ltd aff The Nelson Family Trust ³	289,855	\$0.1725	\$0.0075	\$50,000 ⁴
MASSV Pty Ltd aff M&A Property Trust ⁵	500,000 ⁶	\$0.25	\$Nil	\$125,000

The Company has not agreed before the 12 month period preceding the date of this Annual General Meeting to issue any equity securities under Listing Rule 7.1A.2.

¹ An entity associated with Mathew Jinks, CEO

² Notional consideration only

³ An entity associated with Sam Nelson, General Manager Western Region

⁴ Notional consideration only

⁵ An entity associated with Mathew Jinks, CEO

⁶ The recipient received 125,000 options all of which were converted into fully paid ordinary shares during the period

(h) **Voting Exclusion**

A voting exclusion statement is included in the Notice of Meeting. As at the date of this Explanatory Statement, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

5. RESOLUTION 4 - APPROVAL OF AMENDMENTS TO THE CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act. The Board considers it is necessary or desirable to modernise parts of the Company's Constitution as described below.

Resolution 4 is a special resolution which will enable the Company to amend the Constitution in the manner described in this Explanatory Memorandum. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of Resolution 4 for it to be passed.

The relevant change amends clause 12.23 of the Constitution by adding the sentence, "The Company may hold a general meeting using virtual technology only."

A full copy of the Constitution showing the proposed changes which would come into effect (in mark-up) if Resolution 4 is passed is available for download on the Company's website: <https://investors.sks.com.au/investor-center/corporate-governance> .

Use of Technology in relation to General Meetings and Voting Method

The COVID-19 pandemic and responses to it limited the ability to hold large meetings including shareholder meetings. This has resulted in the widespread adoption of virtual and hybrid shareholder meetings and the electronic issuance of notices and other meeting documents. The holding of virtual and hybrid meetings was supported by temporary changes in the law.

The *Corporations Amendment (Meetings and Documents) Act 2022 (Cth) (Amending Act)* was recently passed to provide for permanent changes to the Corporations Act in relation to the holding of virtual and hybrid shareholder meetings and the electronic despatch of notices and other meeting related documents. The Amending Act also contains provisions potentially impacting on when and how the Company is required to conduct polls.

The proposed amendments to the Constitution include provisions aimed at responding to the provisions of the Amending Act so that the Company may continue to hold meetings by virtual or hybrid means as the Board considers appropriate, may despatch notices and other meeting related documents electronically and comply with requirements in relation to the conduct of polls.

Recommendation

The Board recommends that you support the special resolution to amend the Company's Constitution.

6. GLOSSARY

The following words and expressions used in the Notice of Meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

Annual General Meeting means the annual general meeting of the Company to be held on 17 November 2022 at 3.00pm AEDT.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 98 008 624 691.

Board means the board of directors of the Company.

Business Day means a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in Section 9 of the Corporations Act) are open for general banking business in Melbourne, Victoria.

Company means SKS Technologies Group Limited ACN 004 554 929.

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of the ASX.

Notice of Meeting means the notice of meeting for the Annual General Meeting.

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

Resolution means a resolution proposed in the Notice of Meeting.

Shareholder means a holder of Ordinary Shares.

Trading Day has the meaning given to that term in the Listing Rules.