



ASX ANNOUNCEMENT

25 October 2022

UPDATE ON GENERAL MEETING

Cipherpoint Limited [ASX:CPT] (**CPT** or **the Company**) wishes to advise that the general meeting of shareholders that had been postponed to a date and time to be advised has been rescheduled and is now set to be held at 12.00pm on Friday, 4th November 2022 at Level 5, 189 Queen Street, Melbourne, Victoria, 3000 (**Meeting**).

The Meeting was initially convened pursuant to a Notice of General Meeting (**Notice**) that was released to ASX on 30 August 2022. The Meeting has been re-convened pursuant to an Addendum to the Notice (**Addendum**) that was released to ASX at or about the time of this announcement.

As announced to ASX on 27 September 2022, the Meeting was postponed to accommodate proposed variations to certain items of business to be considered at the Meeting. A summary of these variations as they relate to the resolutions to be voted on by shareholders at the Meeting is set out below. Capitalised terms are as defined in the Notice and the Addendum:

- The minimum issue price for the Excite Milestone One Shares, Excite Milestone Two Share, VIT Milestone One Shares and VIT Milestone Two Shares has been set at \$0.01 (1 cent), resulting in a maximum of 50,000,000 shares in respect of each of these tranches. If the VWAP issue price calculation with respect to the relevant tranche of shares is higher than \$0.01, a lower number of shares will be issued.
- The milestones for the issue of the Deferred Consideration Shares, Excite Milestone One Shares and Excite Milestone Two Shares and for the conversion of the Excite Performance Rights have been amended to be connected with the Normalised EBITDA performance of the Excite business on a standalone basis.
- Shareholder approval for the issue of the Excite Performance Rights is now being sought for the purposes of ASX Listing Rule 7.1 as part of the overall Excite transaction rather than under ASX Listing Rules 10.14.

As a result of the above, Resolutions 1A to 2B as contained in the Notice have been replaced by Resolutions 1A to 2B contained in the Addendum (collectively the **Replacement Resolutions**).

The Addendum will be lodged shortly with ASX. A copy of the Addendum and a replacement proxy form have been sent to shareholders. If a shareholder has already returned the proxy form accompanying the Notice, that shareholder can complete and return the replacement proxy form to vote on the Replacement Resolutions (and, as applicable, to change their instructions for any resolutions contained in the Notice). Otherwise, the prior proxy form provided by a shareholder will be treated as their proxy for the purposes of the Meeting (other than in respect of the Replacement Resolutions).

The deadline for return of proxy forms is **12.00pm on 2 November 2022**.

The Company thanks shareholders for their ongoing support.

Ends

This release has been authorised by the Board.

Further information

For further information, please visit <https://cipherpoint.com>

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