

## COMPANY ANNOUNCEMENT EXTRAORDINARY GENERAL MEETING

22 November 2022

ASX: TYM

TYMLEZ Group Limited ("TYMLEZ") advises that an Extraordinary General Meeting of shareholders (EGM) will be held at 10:00am (AEDT) on Thursday, 22 December 2022 as a virtual meeting.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders regarding arrangements for the EGM as dispatched to Shareholders in lieu of the Notice of Meeting;
- Notice of Extraordinary General Meeting; and
- Proxy Form.

Authorised by the TYMLEZ Board of Directors.

//End

For any queries relating to this announcement, please contact:

### **Corporate**

Matthew Park  
SVP Corporate & External Affairs  
[Matthew.park@tymlez.com](mailto:Matthew.park@tymlez.com)

### **Media**

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## ABOUT TYMLEZ

TYMLEZ (ASX: TYM) is a pioneer in the development and delivery of carbon reporting and guarantee of origin solutions built using blockchain technology. TYMLEZ provides companies across the globe with world-class solutions designed to empower them in their decarbonisation journeys.

Visit [tymlez.com](https://tymlez.com) for more information

22 November 2022

Dear Shareholder,

### Extraordinary General Meeting

On behalf of the Directors of TYMLEZ Group Limited (ASX: TYM) (**TYMLEZ** or **the Company**), I would like to invite you to participate in an Extraordinary General Meeting (**EGM** or **the Meeting**) of the Company scheduled to take place on **Thursday, 22 December 2022** at **10:00am (AEDT)** as a **virtual meeting**.

The Notice of Meeting including five Resolutions is being made available to shareholders electronically and can be viewed and downloaded online at the following link: <https://tymlez.com/investor-relations>. Alternatively, the Notice of Meeting will be posted on the Company's ASX market announcement page (ASX: TYM).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to Shareholders who have elected to receive the Notice in physical form.

The Meeting will be accessible to all shareholders virtually via a live webinar, further details of which are set out below.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out below.

### Venue: Virtual Meeting

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here: [https://us02web.zoom.us/webinar/register/WN\\_Ok\\_29f8CR5GT3bVAA1Wz5g](https://us02web.zoom.us/webinar/register/WN_Ok_29f8CR5GT3bVAA1Wz5g)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM. Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the EGM to the Company. Questions must be submitted in writing to Belinda Cleminson, Company Secretary at [belinda.cleminson@automicgroup.com.au](mailto:belinda.cleminson@automicgroup.com.au) at least 48 hours before the Meeting.

### Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

### How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

### I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the EGM:

- 1) Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
- 2) **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
- 3) **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

### Voting by Proxy

Shareholders who wish to participate in the meeting virtually and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy Form must be received no later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

Thank you for your ongoing support and commitment.

Yours respectfully,

Daniel O'Halloran  
Chairman  
TYMLEZ Group Limited

**TYMLEZ Group Limited**  
16 Nexus Way, Southport  
QLD 4215  
ACN: 622 817 421

[www.tymlez.com](http://www.tymlez.com)



# TYMLEZ Group Limited

## **Notice of Extraordinary General Meeting**

Explanatory Statement | Proxy Form

Thursday, 22 December 2022

**10:00am AEDT**

### **Address**

Virtual meeting, accessible online.

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

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## Important Information for Shareholders about the Company's 2022 EGM

This Notice is given based on circumstances as at 22 November 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.tymlez.com](http://www.tymlez.com). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am AEDT on Thursday, 22 December 2022 as a **virtual meeting**.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_Ok\\_29f8CR5GT3bVAA1Wz5g](https://us02web.zoom.us/webinar/register/WN_Ok_29f8CR5GT3bVAA1Wz5g)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Belinda Cleminson, Company Secretary at [belinda.cleminson@automicgroup.com.au](mailto:belinda.cleminson@automicgroup.com.au) at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business

## Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](http://investor.automic.com.au) and

then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of TYMLEZ Group Limited ACN 622 817 421 will be held at 10:00am AEDT on Thursday, 22 December 2022 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm AEDT 20 December 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.



# Resolutions

## **Approval of Issue of Shares**

### **1. Resolution 1 – Approval of Issue of Placement Shares to Jason Conroy, Director of the Company**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,500,000 fully paid ordinary shares to Jason Conroy (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **2. Resolution 2 – Approval of Issue of Placement Shares to Eglantine Etienne, Director of the Company**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,500,000 fully paid ordinary shares to Eglantine Etienne (or her Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. **Resolution 3** – Approval of Issue of Placement Shares to Maciek Kiernikowski

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,500,000 fully paid ordinary shares to Maciek Kiernikowski (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Ratification of Prior Issue of Shares**

### **4. Resolution 4 – Ratification of Prior Issue of Shares**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 93,657,704 fully paid ordinary shares to be issued on 9 December 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Issue of Shares**

### **5. Resolution 5 – Approval of Issue of Shares to Rhys Evans, Director of the Company**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 899,021 Shares to Rhys Evans (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

**BY ORDER OF THE BOARD**

Belinda Cleminson  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:00am AEDT on Thursday, 22 December 2022 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

## Resolutions

### **Approval of Issue of Shares**

#### **Resolutions 1 to 3 – Approval to Issue Placement Shares to Related Parties of the Company**

##### **Background**

As announced by the Company on 14 November 2022, that it had successfully completed a placement to existing sophisticated and professional investors of 101,157,704 new fully paid ordinary shares at an issue price of 0.02 cents (\$0.02) per Share raising \$2,023,154.08 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two allotments, with the first allotment (Allotment 1) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second allotment (Allotment 2) subject to Shareholder approval.

93,657,704 Allotment 1 Shares are to be issued under ASX Listing Rule 7.1 on 9 December 2022 with the remaining 7,500,000 Allotment 2 Shares to be issued subject to shareholders approving resolutions 1 to 3 as set out in this Notice of Meeting.

Accordingly, Resolutions 1 to 3 seek Shareholder approval to issue and allot 7,500,000 Fully Paid Ordinary Shares to Related Parties of the Company to raise \$150,000 for general working capital and investment in the business.

##### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Jason Conroy and Eglantine Etienne are Directors of the Company and Maciek Kiernikowski is the Chief Executive Officer (together the Related Parties), they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 1 to 3 seeks the required Shareholder approval to issue the Shares to Jason Conroy, Eglantine Etienne and Maciek Kiernikowski or their nominees under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 1 to 3 are passed, the Company will be able to proceed with the proposed issue to each of the Related Parties upon receipt of their investment proceeds.

If any of Resolutions 1 to 3 are not passed, the Company will not be able to proceed with the proposed issue to the Related Parties and will not receive the investment proceeds from the Related Party that is subject of the Resolution which is not passed.

## **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company carefully considered the issue of these Shares to Related Parties and formed the view that the giving of these financial benefits are on arm's length terms, as the Allotment 2 Shares are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Allotment 2 Shares to the Related Parties fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Allotment 2 Shares to the Related Parties requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Allotment Shares to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
  - (i) Jason Conroy;
  - (ii) Eglantine Etiemble; and
  - (iii) Maciek Kiernikowski
- (b) Jason Conroy and Eglantine Etiemble are each Directors of the Company. They therefore all fall under listing rule 10.11.1 as related parties of the Company.
- (c) The maximum number of Allotment 2 Shares to be issued is:

(i) Jason Conroy	2,500,000
(ii) Eglantine Etiemble	2,500,000
(iii) Maciek Kiernikowski	2,500,000
	<b>7,500,000</b>
- (d) The Allotment 2 Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Allotment 2 Shares will be issued within 1 month of Shareholder approval being obtained by the Company.
- (f) The Allotment 2 Shares will be offered at an issue price of \$0.02 per share
- (g) Funds raised from the issue of the Allotment 2 Shares will be used by the Company to pursue revenue-generating client contracts and continue the development of the Company's technology.

### Directors' Recommendation

The Board of Directors (with Jason Conroy and Eglantine Etiemble abstaining) recommend Shareholders vote for this Resolution.

## **Ratification of Prior Issue of Shares**

### **Resolution 4 – Ratification of Prior Issue of Shares**

#### **Background**

As advised in the background to Resolutions 1 to 3 above the Company announced on 14 November 2022, that it had successfully completed a placement to existing sophisticated and professional investors of 101,157,704 new fully paid ordinary shares at an issue price of 0.02 cents (\$0.02) per Share raising \$2,023,154.08 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two allotments, with the first allotment (**Allotment 1**) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second Allotment (**Allotment 2**) subject to Shareholder approval.

93,657,704 Allotment 1 Shares are to be issued under ASX Listing Rule 7.1 on 9 December 2022 with the remaining 7,500,000 Allotment 2 Shares to be issued subject to shareholders approving resolutions 1 to 3 as set out in this Notice of Meeting.

Accordingly, this Resolution 4 seeks Shareholder approval to ratify the prior issue and allotment



of 93,657,704 Allotment 1 Shares which are to be issued on 9 December 2022 (**Issue Date**).

### **ASX Listing Rule 7.1**

All of the Allotment 1 Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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.

The issue of the Allotment 1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 Issue Date.

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 Listing Rule 7.1.

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.

To this end, this Resolution seeks Shareholder approval to subsequently ratify the issue of Allotment 1 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Allotment 1 Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Allotment 1 Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Allotment 1 Shares were issued to existing sophisticated and professional investors.
- (b) The Company is to issue 93,657,704 Fully Paid Ordinary Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Allotment 1 Shares are to be issued on 9 December 2022.
- (e) Each of the Allotment 1 Shares were issued at an issue price of \$0.02 per Share, which raised \$1,873,154.08.
- (f) Funds raised from the issue of the Allotment 2 Shares will be used by the Company to pursue revenue-generating client contracts and continue the development of the Company's technology.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Issue of Shares**

### **Resolution 5 – Approval of Issue of Shares to Rhys Evans, Director of the Company**

#### **Background**

This Resolution seeks Shareholder approval to issue and allot 899,021 Shares to Rhys Evans (or his Nominee) in lieu of his non-executive director salary for the first 6 months of his appointment.

As per Rhys Evan's non-executive director contract, the salary component of his director's fees and remuneration for the first 12 months after commencement date of 3 February 2022 shall be paid or satisfied in arrears at the end of each 6-month period after the commencement date. As per the contract the director may elect to receive the accrued remuneration in cash or convert into the number of shares (as calculated in accordance with the following method) by notifying the Board in writing. Mr Evans notified the Board in writing of his intention to receive his remuneration in Shares considering that the proposed issues will be a cost effective and efficient method to remunerate him and preserve the Company's cash reserves.

Formula for conversion of cash component of salary to Shares is as follows:

$$\text{Conversion Shares} = \frac{\text{Instalment amount}^*}{\text{Closing price of Shares on Commencement date}^{**}}$$

\* this amount is excluding super and tax withheld as per director's contract.

\*\* the closing price of Shares on 3 February 2022 was \$0.03.

#### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Rhys Evans is a Director of the Company, Rhys Evans is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Shares to Rhys Evans under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Shares to Rhys Evans.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will receive his director's fees and remuneration in cash.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Jason Conroy, Eglantine Etienne and Daniel O'Halloran) carefully considered the issue of these Shares to Rhys Evans and formed the view that the giving of this financial benefit would benefit the Company in that it would reserve the Company's cash flow.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Shares to Rhys Evans falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Shares to Rhys Evans requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Shares to Rhys Evans is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (h) The allottee is Rhys Evans.
- (i) Rhys Evans is a Director of the Company.
- (j) The maximum number of Shares to be issued is 899,021.
- (k) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (l) The Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (m) The Shares will be offered for nil cash consideration.
- (n) Funds will not be raised from the issue of these Shares as the issue is proposed to be made in lieu of the director's salary.
- (o) The current total remuneration package received by the relevant Director is \$75,000 per annum inclusive of superannuation and any tax withholding. The Director is also entitled to \$10,000 per annum as an additional fee for chairing the Remuneration and Nomination Committee of the Board.
- (p) The Shares will be quoted on ASX upon issue and allotment and rank equally with the then issued shares of the Company.

(q) Director Contract Agreement is attached as Annexure A to this Notice.

**Directors' Recommendation**

The Board of Directors ( with Rhys Evans abstaining) recommend Shareholders vote for this Resolution.

# Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

## DIRECTOR CONTRACT AGREEMENT

Below are summarised terms of Rhys Evan's Non-Executive Director Service Agreement:

### 2. ENGAGEMENT OF THE DIRECTOR

- 2.1 The Company will engage the Director and the Director will serve the Company in the position of non-executive director from the Commencement Date.
- 2.2 The Director's appointment is contingent upon satisfactory performance and successful re-election by shareholders of the Company as and when required by the Constitution of the Company and the Corporations Act at forthcoming annual general meetings of the Company.
- 2.3 By accepting this appointment the Director has confirmed that he is able to allocate sufficient time to meet the expectations of the role. The Director agrees to seek the agreement of the chairperson of the Board before he accepts any additional commitments that may affect the time he is able to allocate to the role as non-executive director of the Company.

### 9. DIRECTOR'S FEES AND INSURANCE

- 9.1 Subject to clauses 9.2, 9.3 and 9.4, the Company will pay to the Director by way of Director's fees the Remuneration set out in Item 2 of the Schedule ('**Remuneration**').
  - 9.2 The salary component of the Remuneration for the first 12 months after the Commencement Date (**First Year**) shall accrue daily, and the accrued Remuneration (less any superannuation and any Tax required to be withheld by the Company) shall be paid or satisfied, in arrears, at the end of each 6 month period after the Commencement Date (**Payment Period**) as follows:
    - (a) within 10 Business Days after the end of the relevant Payment Period (**Notice Period**), the Director must notify the Board in writing as to whether it wishes to receive the accrued Remuneration (less any superannuation and any Tax required to be withheld by the Company) for the Payment Period (**Instalment Amount**) in cash, or convert the Instalment Amount into the number of Shares, as calculated in accordance with clause 9.2(c), subject to clause 9.3 (**Payment Notice**);
-

- (b) if the Director elects, or is deemed by virtue of clause 9.2(d) to have elected to receive the Instalment Amount in cash in accordance with clause 9.2(a), the Company must pay the Instalment Amount by electronic transfer to the Director's nominated account (or in such other manner as may be mutually agreed between the parties) within 5 Business Days after the end of the Notice Period;
- (c) if the Director elects to convert the Instalment Amount into Shares, then by the 10<sup>th</sup> Business Day after the last of the following to occur:
  - (i) the Company obtaining all necessary Shareholder Approval for the allotment of the Conversion Shares (if required); or
  - (ii) the expiration of the Notice Period,

the Company shall issue and allot to the Director (or his nominee) that number of Shares, as calculated in accordance with the following formula  
**(Conversion Shares):**

$$\text{Conversion Shares} = \frac{\text{Instalment Amount}}{\text{Closing price of the Shares on the Commencement Date}}$$

- (d) unless otherwise agreed between the Director and the Company, the Director shall be deemed to have elected to receive the Instalment Amount in cash if he fails to make an election in accordance with clause 9.2(a),



provided however that if the Director ceases to be a director of the Company for any reasons during any Payment Period (**Cessation**), then the preceding paragraphs shall apply in respect of that Payment Period as if:

- (e) each reference to that Payment Period was to end on the date of Cessation;
- (f) each reference to the Instalment Amount in respect of that Payment Period was a reference to an amount equal to the unsatisfied portion of the salary component of the Remuneration accrued during that Payment Period (as modified in accordance with paragraph (e) above); and
- (g) for the avoidance of doubt, the Director shall have no further entitlement to any Remuneration, except for the unpaid or unsatisfied portion of:
  - (i) the Remuneration accrued to the date of Cessation; and
  - (ii) any other amounts to which the Director is entitled to receive under clauses 9.5 and/or 9.7 up to the date of Cessation.

9.3 Notwithstanding any other provision in this Agreement, if under the Corporations Act and/or the ASX Listing Rules or any constituent documents of the Company, approval by the shareholders of the Company must be obtained in respect of the proposed allotment of the Conversion Shares following delivery of the Payment Notice by the Director (**Shareholders Approval**), then:

- (a) the Company shall use all reasonable endeavours to obtain such Shareholders Approval;
  - (b) the Company must convene and hold a general meeting to obtain the relevant approvals as and when it is required to obtain such approvals under the Corporations Act and/or the ASX Listing Rules in order to allot such Conversion Shares;
  - (c) until such Shareholder Approval has been obtained, the Company is not obligated to allot any Conversion Shares to the Director; and
  - (d) if the shareholders of the Company do not approve the proposed allotment of the Conversion Shares to the Director or the Company fails to comply with its obligations under clause 9.3(b), then the Director can declare the entire Instalment Amount from which the Conversion Shares are proposed to be converted, immediately due and payable and the Company must pay that amount immediately.
-



## Annexure A

- 9.4 The salary component of the Remuneration after the First Year shall be paid in instalments with the frequency to be agreed by the Parties. At such a time that the Parties agree that salary payments will be made in cash, the salary component of the Remuneration shall be paid in equal monthly instalments, in arrears.
- 9.5 The Company will in addition to paying to the Director the Remuneration, pay or reimburse all reasonable and proper travelling, accommodation and general expenses incurred by the Director in carrying out his duties in accordance with this Agreement provided that such expenses are pre-approved by the Company or properly authorised by the Company.
- 9.6 The Company will include the Director in any directors' and officers' liability insurance, which the Company is able to obtain on reasonable endeavours and at a cost considered reasonable in the Company's circumstances.
- 9.7 The Company will, in addition to paying the Director the Remuneration, pay the Director the following additional fees if the Director assumes any of these respective roles during the term of the service:
- (a) chair of a sub-committee – A\$10,000 per annum; and/or

### SCHEDULE

- |        |                           |  |
|--------|---------------------------|--|
| Item 1 | <b>Commencement Date:</b> | 3 February 2022, or such other date approved by the Company  |
| Item 2 | <b>Remuneration:</b>      | Salary in the total sum of A\$75,000 per annum (inclusive of superannuation and any Tax withholding), subject to clauses 9.1 to 9.4. |

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Tymlez Group Limited ACN 622 817 421.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Dollar** or "\$" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Extra Ordinary Meeting** or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 22 November 2022 including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automatic Registry Services.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 20 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

