

## **ASX Release**

17 February 2023

# CORRECTION OF NOTICE OF GENERAL MEETING MEETING DATE: 20 FEBRUARY 2023

On 16 February 2023, Security Matters Limited (ASX.**SMX**) (**the Company**) advised that the Notice of General Meeting released to ASX on 3 January 2023 contained a typographical error to the single resolution proposed, and attached Notice of Meeting setting out the proposed resolution in its amended form (**Amended Notice**).

The Company advises that the Amended Notice was an incorrect version and should be disregarded in favour of the version that is attached to this announcement.

This announcement has been approved for release to ASX by Haggai Alon, CEO.

# For further information contact:

## **MEDIA ENQUIRIES**

Melissa Hamilton Media and Capital Partners, Sydney, Australia P: +61 (0)4 1775 0274

E: Mellissa.hamilton@mcpartners.com.au

## **INVESTOR RELATION ENQUIRIES**

Eric Dusansky Inflection Partners, New Orleans, USA P: +1 917 420 1309 or +1 504 381 4603

E: eric@inflectionpartnersllc.com

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# **About Security Matters Limited**

Security Matters is the next generation solution to address the anti-counterfeit, brand protection, client liability and track and trace markets. The Company has developed a suite of integrated solutions to solve both authentication and track and trace challenges in order to uphold supply chain integrity, and provide quality assurance and brand accountability to producers of goods.



# Security Matters Limited ACN 626 192 998 (SMX) Amended notice of General Meeting and Explanatory Statement

 Date:
 20 February 2023

 Time:
 10:00AM (AEDT)

**Venue:** The meeting will be held virtually

Access: <a href="https://boardroomlimited.com.au/agm/smx2023">https://boardroomlimited.com.au/agm/smx2023</a></a>
<a href="https://web.lumiagm.com/321723269">LUMI link:</a>
<a href="https://web.lumiagm.com/321723269">https://web.lumiagm.com/321723269</a>

# Virtual meeting notice

The SMX Board has decided that the general meeting will be held virtually, using technology only. SMX shareholders can attend using the online LUMI meeting platform, accessible at the link – and using the details – set out above.

A technology-only general meeting is permitted under section 249R of the *Corporations Act 2001* (Cth) and rule 15.3 of the SMX Constitution.

Shareholders will be given a reasonable opportunity to participate in the meeting as required under section 249S(7) of the Corporations Act.

# Notice of general meeting

Notice is hereby given that the postponed meeting of holders of ordinary shares in SMX (**SMX shareholders**) will be held virtually at 10:00AM (AEDT) on **20 February 2023**.

SMX shareholders can attend using the online LUMI meeting platform, accessible at the link set out on page 1 of this notice.

# Participation in the general meeting

The Board encourages shareholders to monitor the ASX website and the Company's website for any updates about the general meeting.

In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the Virtual Meeting, as the situation may change (e.g. there may be restrictions on how the meeting itself may be held or conducted).

Online Voting Procedures during the AGM:

Shareholders who wish to participate in the AGM online may do so by entering the following URL into an internet browser on your computer, laptop, smartphone, tablet or other smart device:

# https://web.lumiagm.com/321723269

You can log in to the meeting by entering:

- 1. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your proxy form or Notice of Meeting email.
- 2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the online voting user guide for their password details.
- 3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables shareholders to view the AGM live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Meeting. We also strongly recommend that all Shareholders lodge their votes via the Company's share register platform or by appointing a proxy prior to 9:00am on 19 February 2023.

# Business of the general meeting

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

"That, subject to and conditional on the proposed scheme of arrangement between the Company and its members (a copy of which was Annexure 1 to the scheme implementation deed dated 26 July 2022 between Lionheart III Corp, Empatan PLC, and the Company) (the **Scheme**) becoming effective in accordance with section 411(10) of the Corporations Act, and, for the purpose of section 256C(1) of the Corporations Act and for all other purposes, it is approved that the Company's share capital be reduced on the Scheme Implementation Date (as defined in the Scheme), with the reduction to be effected and satisfied by the cancellation of all the shares in the Company on issue immediately after the issue of the "Option Exercise Shares" under the Option Scheme (as defined in the Scheme) in consideration for the issue of the Scheme Consideration (as defined in the Scheme) and in accordance with the Scheme."

# **Explanatory statement and recommendations**

# Background

On 26 July 2022, SMX announced that it had a scheme implementation deed and a business combination with Lionheart III Corp (**Lionheart**) by which it is proposed that SMX will list on the NASDAQ via a newly-formed Irish company. The Irish company is called Empatan PLC (**Empatan**).

Under the scheme implementation deed, SMX agreed to propose (amongst other things):

- a scheme of arrangement under which if approved by shareholders and the Court SMX Members will receive shares in Empatan in exchange for their shares in SMX (the Share Scheme);
- (b) another scheme of arrangement (the **Option Scheme**), under which if approved by the option holders and the Court certain options over SMX shares will be taken to have been exercised and the option holders issued shares in SMX, which will be eligible to participate in the Share Scheme (the **Option Scheme**); and
- (c) a capital reduction, under which all SMX's issued share capital will be cancelled (the **capital** reduction).

Under the business combination agreement, a wholly-owned subsidiary of Empatan will merge with and into Lionheart, and Lionheart will become a wholly-owned subsidiary of Empatan (the **business combination**).

Each of the Share Scheme, the Option Scheme, the capital reduction and business combination are interdependent and conditional on each other.

# The schemes of arrangement

SMX has applied to the Federal Court of Australia for approval of the Share Scheme and Option Scheme.

SMX's application is scheduled to be heard on 24 February 2023.

# The capital reduction

The proposed capital reduction is an equal reduction because it applies to each holder of ordinary shares in proportion to the number of shares they hold, and the terms of the reduction of the same for each holder of ordinary shares.

A capital reduction must be approved by a resolution passed at a general meeting of SMX: *Corporations Act 2001*, section 256C(1).

Further material is available on the Access website listed on page 1 of this notice.

# Recommendations

The SMX Board unanimously recommends that eligible SMX Shareholders vote in favour of the resolution in the absence of a Superior Proposal.

Each director of SMX intends to vote all of the SMX shares held or controlled by them in favour of the resolution.

# By order of the SMX Board

# EverardusHofland

**Everardus Hofland** 

Chairman

Date: 17 February 2023

#### **Further Information**

#### Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

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

- (a) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**); and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy does not attend the Meeting, the Chairman will become your proxy by default. The Chairman intends to vote in favour of all resolutions on the agenda.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not provide any voting directions on your proxy form, by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to cast your vote as he sees fit.

#### Proxies may be lodged:

- (a) at the Company's share registry, Boardroom Pty Limited (by hand or by post);
- (b) via the following link: <a href="https://www.votingonline.com.au/smxgm2023">https://www.votingonline.com.au/smxgm2023</a>; or
- (c) by fax to the fax number specified below;

no later than 9.00am (AEST) on 19 February 2023.

Address (hand deliveries): Boardroom Pty Limited

Level 12, 225 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited

GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

# Voting intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution on the agenda.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution on the agenda.

# Questions and comments by shareholders at the meeting

In order to allow for an efficient virtual meeting, we ask that any questions are provided to the Company Secretary by no later than 24 hours prior to the Meeting (details below).

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the General Meeting.

Please submit any questions in advance of the Meeting by one of the following:

The Company Secretary, lodged at the Company's share registry, Boardroom Pty Limited (by hand or by post), or faxed to the fax number specified below:

Company Secretary: Mark Licciardo

markl@mertons.com.au

Address (hand deliveries):

Boardroom Pty Limited

Level 12, 225 George Street, Sydney NSW 2000

Address (postal deliveries):

Boardroom Pty Limited

GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

By order of the Board

Mark Licciardo

Company Secretary 17 February 2023