

29 September 2023

The Manager Market Announcements Office **ASX Limited**

Annual General Meeting of Amaero International Limited To be held on Tuesday, 31 October 2023 At 10:00am AEDT (Melbourne/Sydney time)

In accordance with Listing Rule 3.17, please find following a copy of the following documents:

- 1. A Letter to Shareholders regarding arrangements for the 2023 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
- 2. Notice of Meeting;
- Sample Proxy Form; and
 Shareholder registration and voting guide.

By order of the Board of Directors

Mark Licciardo

Company Secretary



29 September 2023

Dear Shareholder

AMAERO INTERNATIONAL LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Amaero International Limited (ACN 633 541 634) (ASX:3DA) (**Amaero** or **the Company**) advises that the Company will hold its Annual General Meeting of its shareholders (Shareholders) as a hybrid meeting virtually and at Royal Automotive Club of Australia, 89 Macquarie Street, Sydney NSW 2000 at 10:00am (AEDT) on Tuesday, 31 October 2023 (the Meeting).

The Notice of Meeting, accompanying explanatory statement and annexures ("the Meeting Materials") and the Company's 2023 Annual Report are being made available to shareholders electronically. The Meeting Materials are available under the 'ASX Announcements' section on the Company's website at https://www.amaero.com.au/investors.

The Company strongly encourages all Shareholders to vote either by directed proxy or direct voting prior to the Meeting. Voting forms for the Meeting should be lodged before 10:00am (AEDT) on Sunday, 29 October 2023. A copy of your personalised voting form is enclosed.

Shareholders who wish to attend and participate virtually can do so via the online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online. Details on how to access the virtual Meeting are provided in the Notice. Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing questions to m.licciardo@acclime.com by no later than 10:00am (AEDT) on Tuesday, 24 October 2023.

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. The Explanatory Memorandum contains important information about the matters to be considered at the Meeting to assist Shareholders to determine how to vote on the resolutions set out in the Notice.

Should you wish to discuss any of the matters detailed in this letter, the Notice or the Explanatory Memorandum, please contact the Company Secretary on +61 3 8689 999777 or via email at m.licciardo@acclime.com.

Yours faithfully

Mark Licciardo Company Secretary

Amaero International Limited



NOTICE OF ANNUAL GENERAL MEETING AMAERO INTERNATIONAL LTD ACN 633 541 634

TIME: 10:00am (AEDT)
DATE: Tuesday, 31 October 2023

Important Notice

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Amaero International Ltd to assist Shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary Mark Licciardo on +61 3 8689 9997 or m.licciardo@acclime.com.

Amaero International Limited (ABN: 82 633 541 634)



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Notice of Annual General Meeting of Shareholders of Amaero International Ltd

Notice is given that the Annual General Meeting of Shareholders of Amaero International Ltd ACN 633 541 634 (Amaero or the Company) will be held on **Tuesday**, **31 October 2023 at 10:00am (AEDT)**.

The meeting will be held as a hybrid meeting where shareholders can attend in person or virtually.

Important Information

Your vote is important.

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Sunday 29 October 2023.

Voting in person at the Meeting

Shareholders are able to attend and vote at the Meeting in person, at the following address:

Royal Automotive Club of Australia 89 Macquarie Street, Sydney NSW 2000.

Shareholders will be instructed on how to vote in person should they attend the Meeting physically.

Attending the Meeting virtually

Shareholders who wish to attend the Meeting online must register their details through the following Zoom registration link:

https://us02web.zoom.us/webinar/register/WN ZOm4vIXVQO2KoiS6RevTIQ

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Once registered, shareholders will receive a confirmation email from Zoom containing their link to access the Meeting online.

Voting by proxy or online prior to Meeting

To submit a vote prior to the Meeting, or to appoint a proxy online, please go to https://investor.automic.com.au/loginsah and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- · each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250B8(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the 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: and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Voting prior to the Meeting

A Shareholder may vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

to vote only a portion of their votes on any item; or

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• to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item. If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

Your proxy voting instruction must be received by **10:00am (AEDT) on Sunday, 29 October 2023**, being not later than 48 hours prior to the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

Shareholders who submit direct votes appoint the Chair as their representative for the purposes of Article 9.4(b) of the Constitution (determination of quorum).

However, Shareholders who submit direct votes will not be entitled to the following rights of Shareholders attending the Meeting by proxy, attorney or representative:

- to join in the election of the chair of the Meeting under Article 9.5(b) of the Constitution if there is a vacancy in the chair; or
- to object to the qualification of a voter under Article 9.1 0(g) of the Constitution.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the meeting with the Company's Share Registry.



BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary business

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2023, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding **resolution**:

"THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2023."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
- (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 - ELECTION OF DIRECTOR - LUCY ROBB VUJCIC

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

"THAT, Ms Lucy Robb Vujcic, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 3 - ELECTION OF DIRECTOR - ERIK LEVY

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

"THAT, Mr Erik Levy, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

The Chair intends to vote all undirected proxies in favour of this Resolution.



RESOLUTION 4 - ELECTION OF DIRECTOR - BOB LATTA

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

"THAT, Mr Bob Latta, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 5 - ELECTION OF DIRECTOR - ERIC BONO

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

"THAT, Mr Eric Bono, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 6 - ELECTION OF DIRECTOR - JAMIE LEVY

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

"THAT, Mr Jamie Levy, a Director appointed to fill a vacated office position, in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 7 - APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Special Resolution:

"THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

The Chair intends to vote all undirected proxies in favour of this Resolution.

Voting Exclusion Statement

As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issues of equity securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement has not included in the Notice in respect of this Resolution and no existing Shareholders Votes will be excluded in respect of the Resolution.

RESOLUTION 8 – APPROVAL OF SECURITIES ISSUED UNDER THE AMAERO EMPOYEE INCENTIVE PLAN

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

"THAT, for the purposes of ASX Listing Rule 7.1 (Exception 13 of ASX Listing Rule 7.2), and for all other purposes, approval is given for the issue of any Securities under the Amaero Employee Incentive Plan, on the terms which are described in the Explanatory Statement accompanying this Notice, during the three years following the date of this meeting."

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Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is eligible to participate in the EIP; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote case in favour of Resolution 8 by:

- (a) a person 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or their fiduciary on behalf of a beneficiary provided the following condition are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, ad is not an associate of a person excluded from voting, on the resolution; and
 - b. the holder votes 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 8 if:

- (a) the proxy is either:
 - a. a member of the Company's Key Management Personnel; or
 - b. a closely related party of that 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.

RESOLUTION 9(a) - GRANT OF OPTIONS TO MR HANK HOLLAND

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Hank Holland (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 9(b) - GRANT OF OPTIONS TO MR HANK HOLLAND

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Hank Holland (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Hank Holland or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

• it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;

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- it is cast by the Chairman 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;
- It is cast be a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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;
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 10(a) - GRANT OF OPTIONS TO LUCY ROBB VUJCIC

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Lucy Robb Vujcic (and/or her nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 10(b) - GRANT OF OPTIONS TO LUCY ROBB VUJCIC

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Lucy Robb Vujcic (and/or her nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Lucy Robb Vujcic or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be 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;
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 11(a) - GRANT OF OPTIONS TO OMER GRANIT

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Omer Granit (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 11(b) - GRANT OF OPTIONS TO OMER GRANIT

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

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"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Omer Granit (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Omer Granit or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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;
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 12(a) - GRANT OF OPTIONS TO ERIK LEVY

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Erik Levy (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 12(b) – GRANT OF OPTIONS TO ERIK LEVY

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Erik Levy (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Erik Levy or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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;
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 13(a) – GRANT OF OPTIONS TO ROBERT LATTA



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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Robert Latta (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 13(b) - GRANT OF OPTIONS TO ROBERT LATTA

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Robert Latta (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Robert Latta or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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;
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 14 - GRANT OF OPTIONS TO ERIC BONO

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 10,000,000 Options to Eric Bono (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Eric Bono or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be 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;



 the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 15 – GRANT OF OPTIONS TO DAVID HANNA

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to David Hanna (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by David Hanna or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be 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;
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 16 - GRANT OF OPTIONS TO JAMIE LEVY

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant 500,000 Options to Jamie Levy (and/or his nominees) under the EIP, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this Resolution by Jamie Levy or any of his associates. The Company will also disregard any votes cast in favour of this Resolution by any Director of the Company, or their associates, who are eligible to participate in the EIP.

However, the Company need not disregard a vote if:

- it is cast in favour of a resolution by the person as proxy or attorney for a person who is entitles to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- it is cast by the Chairman 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;
- It is cast be 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;
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

Dated: 29 September 2023

By order of the Board

Mark Licciardo Company Secretary



EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of 'the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, 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 of the company was approved will continue as a director of the company.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on voting form	Where no directions are given on voting form
Key Management Personnel 1	Vote as directed	Unable to vote ₃
Chair 2	Vote as directed	Able to vote at discretion of proxy is expressly authorised to so do under the voting form 4
Other	Vote as directed	Able to vote as discretion of proxy

Notes:

- ¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.
- ² Refers to the Chair (where they are also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.
- ³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- ⁴ The Voting Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.



RESOLUTION 2 – ELECTION OF DIRECTOR – LUCY ROBB VUJCIC

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Ms Lucy Robb Vujcic seeks election as a Director of the Company at this Annual General Meeting.

Ms Lucy Robb Vujcic is a commercial barrister specialising in the resolution of complex disputes involving corporate governance, defence procurement, government contracts and international arbitration. Before coming to the Bar, Lucy was an associate at U.S. law firm Skadden, Arps, Slate, Meagher & Flom LLP, where she acted for multinational corporations in bilateral investor state disputes.

Lucy started has career as a member of the team defending Momcilo Krajisnik, a Bosnian Serb civilian leader charged with genocide, conspiracy and crimes against humanity at the International Criminal Tribunal for the Former Yugoslavia. She has lectured extensively in commercial law subjects and constitutional law at the University of Sydney.

Lucy has a Bachelor of Arts and a Bachelor of Laws with first class honours from the University of Sydney. She completed her Masters of Law as a Vanderbilt Scholar at New York University. Lucy is a Fellow of the Governance Institute of Australia and a reserve officer in the Royal Australian Navy.

Board Recommendation

The Board (other than Lucy Robb Vujcic) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 3 – ELECTION OF DIRECTOR – MR ERIK LEVY

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Mr Erik Levy seeks election as a Director of the Company at this Annual General Meeting.

Based in New York City, Mr. Levy is an experienced private equity investor who brings a depth of experience in global capital markets, M&A and corporate strategy. He is Managing Partner of EnPar Capital and prior to that, he was a Founding Partner and Managing Director of BlackRock's Direct Private Equity business.

Prior, he spent over 12 years with CPP Investment Board building the firm's Direct Private Equity business and for several years before that, as a strategy consultant with Bain & Company. He received a BSc in Actuarial Mathematics at Concordia University and a Master of Business Administration (MBA) from the University of Toronto – Rotman School of Management.

Board Recommendation

The Board (other than Erik Levy) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 4 - ELECTION OF DIRECTOR - MR BOB LATTA

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides

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that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Mr Bob Latta seeks election as a Director of the Company at this Annual General Meeting.

Based in California, Bob is a Partner and General Counsel at Pegasus Growth Capital, Amaero's largest shareholder.

He joined Wilson Sonsini Goodrich & Rosati in 1979 and was a senior partner of the leading law firm for 40 years. He brings extensive knowledge and experience in growth capital financings, public offerings, strategic partnerships and mergers & acquisitions. He received a B.A in Economics, as well as J.D. from Stanford University.

Board Recommendation

The Board (other than Bob Latta) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 5 - ELECTION OF DIRECTOR - MR ERIC BONO

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Mr Eric Bono seeks election as a Director of the Company at this Annual General Meeting.

Based in Pennsylvania, Eric is Amaero's President and a Chief Technical Officer, who leads corporate strategy, project planning/management, process development and equipment procurement for the McDonald, Tennessee facility.

Over the past 28 years, Eric has held leadership roles across technical and sales functions for various industry leaders, including 6K, Carpenter Technology, Puris, Summit Materials and Crucible Research. His education includes a Bachelor of Science and a Master of Science in Mechanical Engineering from University of Pittsburgh, and an MBA from Carnegie Mellon.

Board Recommendation

The Board (other than Eric Bono) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 6 - ELECTION OF DIRECTOR - MR JAMIE LEVY

The Company's Constitution provides that the Company may, at a meeting of Shareholders at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office. Mr David Hanna resigns as a Director of the Company upon conclusion of this Annual General Meeting, and as such, under this Resolution, Mr Jamie Levy seeks election as a Director of the Company at this Annual General Meeting.

Based in Australia, Jamie is a senior corporate lawyer and impactful business leader who has developed a unique combination of legal, commercial, and advisory skills gained through working closely with some of the world's leading investment organisations over 20+ years, both in the private and public sectors. Presently, Jamie serves as Senior Advisor to the Abu Dhabi Investment Office (ADIO), the central government hub supporting private sector investment in the Emirate of Abu Dhabi. Jamie is also appointed by the United Arab Emirates to serve as an Advisory Board Member of the Australia UAE Business Council, with a focus on increasing bilateral trade and investment.

Prior to joining ADIO, Jamie was a Corporate Law Partner in KPMG Law's Sydney office, advising on corporate transactions, corporate governance, and legal technology adoption. Jamie spent over 8 years living and working in Abu Dhabi, and was General Counsel at Mubadala Investment Company, advising Aerospace, Defence, ICT, Private Equity and Healthcare business units, before returning to Sydney and taking up the position with KPMG.



His formative legal years were spent at King & Wood Mallesons (Sydney) and New York Law firm, Debevoise & Plimpton (London) where he obtained significant experience in advising private equity fund sponsors and investors in relation to establishment and investment into private equity funds.

Board Recommendation

The Board (other than Jamie Levy) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (10% Placement Capacity). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7 .1 A.2. This Resolution is a Special Resolution.

ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7 .1 A:

- (a) the entity is not included in the S&P/ASX 300 Index; and
- (b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

The Company is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 7 August 2023, of approximately \$60 million.

Any equity securities issued in reliance of ASX Listing Rule 7 .1 A must be in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue which are quoted, being Shares.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D)- E

Where:

A is the number of shares on issue at the commencement of the relevant period:

- (1) plus the number of shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (2) plus the number of shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:



- (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (3) plus the number of shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (a) the agreement was entered into before the commencement of the relevant period; or
 - (b) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4,
- (4) plus the number of any other shares issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;
- (5) plus the number of partly paid shares that became fully paid in the relevant period; and
- (6) less the number of shares cancelled in the relevant period.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of shares under ASX Listing Rule 7.4.

Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A requires the following information to be provided in relation to this Resolution:

10% Placement Capacity period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

- (a) 12 months after the date of the Annual General Meeting;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

Minimum Price

The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before(a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

Purpose of an issue under 10% Placement Capacity

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Equity securities issued under the 10% Placement Capacity can only be made for cash consideration. The purpose of any issue would be set out for Shareholders at the time of such an issue. In general terms, the Company can issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for, either or both of, working capital purposes or to fund growth opportunities.

Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution 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 Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 12 September 2023 (Closing Price) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable "A" ASX Listing Rule 7.1A.2		Potentia	l Dilution and Fund	ls Raised
		\$0.0975 50% decrease in issue price	\$0.195 issue price ^(b)	\$0.39 100% increase in issue price
"A" is the number of shares on issue, (a) being	10% voting diluted	41,684,521	41,684,521	41,684,521
416,845,213 Shares	Funds raised	\$4,064,241	\$8,128,482	\$16,256,963
"A" is a 50% increase in shares on issue, being	10% voting diluted	62,526,781	62,526,781	62,526,781
625,267,819 Shares	Funds raised	\$6,096,361	\$12,192,722	\$24,385,445
"A" is a 100% increase in shares on issue, being	10% voting diluted	83,369,042	83,369,042	83,369,042
833,690,426 Shares	Funds raised	\$8,128,482	\$16,256,963	\$32,513,926

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7 .1.

The table above has been prepared on the basis of the following assumptions:

- (a) the Issue Price set out in the table is the closing price of the Shares on the ASX on 12 September 2023
- (b) the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- (c) no options or rights convertible into Shares are exercised
- (d) the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4:

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- (e) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7 .1 or ASX Listing Rule 10.11 obtained at the Meeting; and
- (f) the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities under the 10% Placement Capacity may be issued at a price that is at a discount to the market share price for the shares on the date of issue or the equity securities may be issues as part of the consideration for the acquisition of an asset, both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table 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.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of the equity securities could consist of the current Shareholders, new investors or both, provided that such allottee is not a relates party of the company. Allottees may also include vendors of assets into 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:

- (a) the purpose of the issue
- (b) Alternative methods for raising funds available to the company at that time, including, but not limited to, an entitlement of issue or other offer where existing shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2022 AGM on 24 November 2022.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

Voting exclusion statement

As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issues of equity securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement has not included in the Notice in respect of this Resolution and no existing Shareholders Votes will be excluded in respect of the Resolution.



Board Recommendation

The Board recommends that you vote in favour of this Resolution.

RESOLUTION 8 – APPROVAL OF SECURITIES ISSUED UNDER THE AMAERO EMPLOYEE INCENTIVE PLAN

Background

Amaero operates the Amaero Employee Incentive Plan (**Plan**) to assist in attracting, motivating and retaining key management and to provide them with the opportunity to participate in the future growth in value of Company's Securities.

The Plan is the Company's principal vehicle to grant Incentives and forms that the Board considers to be a key element of the Company's total remuneration strategy for executive Key Management Personnel and other eligible participants.

The Board is to be given discretion under the Plan to issue Incentives in the form of either options or performance rights which may ultimately vest and be converted into Shares on exercise, subject to satisfaction of applicable vesting conditions.

Why is Securityholder approval being sought?

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue Equity Securities that total more than 15% of its total fully paid ordinary shares on issue in a 12-month period without shareholder approval (unless an exception applies).

Under ASX Listing Rule 7.2 (Exception 13), shareholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A. If such approval is obtained, any Equity Securities granted under the Plan are not counted towards the Company's capacity to issue Equity Securities under the applicable annual issue limit.

This approval continues for three years, at which time it must be renewed, or it will expire. If this resolution is not approved by shareholders, issues of Equity Securities under the Plan may still be made, but must fall within the applicable annual issue limit at the time of issue.

Shareholder approval will provide the Board with the flexibility to determine whether purchases on-market or newly issued Securities are more appropriate at a particular time.

Specific Information Required by ASX Listing Rule 7.2

In accordance with the requirements of ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- (a) a summary of the material terms of the Plan are set out in Annexure A and form part of the Notice of Annual General Meeting;
- (b) No securities have been issued under the EIP since the last Shareholder approval;
- (c) separate Shareholder approval is being sought for the grant of Options to the Directors (refer to Resolutions 9 to 16);
- (d) the maximum number of securities that can be issued under the Plan is 60,490,491 Equity Securities, which is equivalent to 10% of the Company's issued Options and Shares; and
- (e) a voting exclusion statement in respect of this Resolution has been included in this notice.

Voting Exclusion

A voting exclusion applies to Resolution 8 on the terms set out in this Notice.

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Board Recommendation

As each Director is eligible to participate in the Plan, the Directors make no recommendation as to how Shareholders should vote on Resolution 8.

RESOLUTION 9(a) and (b) - GRANT OF OPTIONS TO MR HANK HOLLAND

The Company is seeking Shareholder approval for the issue of 1,000,000 Options to Hank Holland under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 9(a) and (b) for the purposes of ASX Listing Rule 10.14.

In addition, if Resolutions 9(a) and (b) are passed by the Shareholders, then the issue of shares to Hank Holland on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 9(a) and (b) are not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Hank Holland under Resolution 9(a) and (b) Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 9(a) and (b) – Hank Holland (Chairman and CEO), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Hank Holland is a director of the Company
The number and class of securities to be issued to the person	Resolution 9(a) - 500,000 Options Resolution 9(b) - 500,000 Options
Details of Hank Holland's current total remuneration package	 Hank Holland's current total remuneration package is: annual chair and executive remuneration of \$754,148, not including superannuation. the proposed issue of Options under Resolutions 9(a) and (b).
Number of securities previous issued to Hank Holland under the EIP and the average acquisition price (if any) paid for those securities:	Hank Holland has not been issued any securities under the EIP.
Summary of the material terms of the securities:	Resolution 9(a) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company. The Options will be immediately exercisable upon issue. The exercise price per each vested Option is 0.190 being the VWAP for the Company's Shares on Wednesday, 27 September 2023.



	The Options will expire 10 years from the date of issue.
	Resolution 9(b) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will vest after 12 months of the date of approval of this resolution by Shareholders.
	The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Hank Holland is \$121,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Hank Holland using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Hank Holland (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Hank Holland in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Hank Holland will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 10(a) and (b) - GRANT OF OPTIONS TO LUCY ROBB VUJCIC

The Company is seeking Shareholder approval for the issue of 1,000,000 Options to Lucy Robb Vujcic under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 10(a) and (b) for the purposes of ASX Listing Rule 10.14.

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In addition, if Resolutions 10(a) and (b) are passed by the Shareholders, then the issue of shares to Lucy Robb Vujcic on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 10(a) and (b) are not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Lucy Robb Vujcic under Resolution 10(a) and (b) Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 10(a) and (b) – Lucy Robb Vujcic (Non-Executive Director), or her nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Lucy Robb Vujcic is a director of the Company
The number and class of securities to be issued to the	Resolution 10(a) - 500,000 Options
person	Resolution 10(b) – 500,000 Options
Details of Lucy Robb Vujcic's	Lucy Robb Vujcic's current total remuneration package is:
current total remuneration package	 annual non-executive director remuneration of \$50,000 plus \$10,000 as Lucy is Chair of the Audit and Risk Committee. Total fixed remuneration is \$60,000, excluding superannuation.
	the proposed issue of Options under Resolutions 10(a) and (b).
	Amaero's remuneration framework and executive reward strategy provides a mix of fixed and variable remuneration with a blend of short and long term incentives. The key elements of the remuneration package for Lucy Robb Vujcic are as follows:
	Fixed: annual non-executive director remuneration of \$50,000 plus \$10,000 as Lucy is Chair of the Audit and Risk Committee. Total fixed remuneration is \$60,000, excluding superannuation.
	Variable long-term incentive: targeted at 10% of base salary.
Number of securities previous issued to Lucy Robb Vujcic under the EIP and the average acquisition price (if any) paid for those securities:	Lucy Robb Vujcic has not been issued any securities under the EIP.
Summary of the material terms	Resolution 10(a)
of the securities:	The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will be immediately exercisable upon issue.
	The exercise price per each vested Option is 0.190, being the VWAP for the Company's Shares on Wednesday, 27 September 2023.



	The Options will expire 10 years from the date of issue.
	Resolution 10(b) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will vest after 12 months of the date of approval of this resolution by Shareholders.
	The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Lucy Robb Vujcic is \$121,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Lucy Robb Vujcic using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Lucy Robb Vujcic (or her nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Lucy Robb Vujcic in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Lucy Robb Vujcic will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and wo are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 11(a) and (b) - GRANT OF OPTIONS TO OMER GRANIT

The Company is seeking Shareholder approval for the issue of 1,000,000 Options to Omer Granit under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 11 (a) and (b) for the purposes of ASX Listing Rule 10.14.



In addition, if Resolutions 11(a) and (b) are passed by the Shareholders, then the issue of shares to Omer Granit on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 11(a) and (b) are not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Omer Granit under Resolution 11(a) and (b) Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 11(a) and (b) – Omer Granit (Non-Executive Director), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Omer Granit is a director of the Company
The number and class of securities to be issued to the person	Resolution 11(a) - 500,000 Options Resolution 11(b) - 500,000 Options
Details of Omer Granit's current total remuneration package	 Omer Granit's current total remuneration package is: annual non-executive director remuneration of \$50,000 excluding superannuation. the proposed issue of Options under Resolutions 11(a) and (b).
Number of securities previous issued to Omer Granit under the EIP and the average acquisition price (if any) paid for those securities:	Omer Granit has not been issued any securities under the EIP.
Summary of the material terms of the securities:	Resolution 11(a) The Options will be granted for nil consideration. On exercise, Each Option entitled the holder to be issued with one ordinary share in the Company. The Options will be immediately exercisable upon issue. The exercise price per each vested Option is 0.190, being the VWAP for the Company's Shares on Wednesday, 27 September 2023. The Options will expire 10 years from the date of issue. Resolution 11(b) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company. The Options will vest after 12 months of the date of approval of this resolution by Shareholders. The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting.



	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Omer Granit is \$121,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Omer Granit using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Omer Granit (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Omer Granit in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Omer Granit will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 12(a) and (b) - GRANT OF OPTIONS TO ERIK LEVY

The Company is seeking Shareholder approval for the issue of 1,000,000 Options to Erik Levy under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 12(a) and (b) for the purposes of ASX Listing Rule 10.14.

In addition, if Resolutions 12(a) and (b) are passed by the Shareholders, then the issue of shares to Erik Levy on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 12(a) and (b) are not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Erik Levy under Resolution 12(a) and (b) Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 12(a) and (b) – Erik Levy (Non-Executive Director), or his nominee
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The category in which ASX Listing Rules the person falls within and why	10.14.1 as Erik Levy is a director of the Company
The number and class of securities to be issued to the	Resolution 12(a) – 500,000 Options
person	Resolution 12(b) – 500,000 Options
Details of Erik Levy 's current	Erik Levy's current total remuneration package is:
total remuneration package	annual non-executive director remuneration of \$50,000 excluding
	 superannuation. the proposed issue of Options under Resolutions 12(a) and (b).
Number of securities previous issued to Erik Levy under the EIP and the average acquisition price (if any) paid for those securities:	Erik Levy has not been issued any securities under the EIP.
Summary of the material terms of the securities:	Resolution 12(a) The Options will be granted for nil consideration. On exercise, Each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will be immediately exercisable upon issue.
	The exercise price per each vested Option is 0.190, being the VWAP for the Company's Shares on Wednesday, 27 September 2023.
	The Options will expire 10 years from the date of issue.
	Resolution 12(b) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will vest after 12 months of the date of approval of this resolution by Shareholders.
	The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Erik Levy is \$121,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Erik Levy using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Erik Levy (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.



Price at which the securities	Nil consideration.
will be issued:	
Summary of the material terms	A summary of the EIP is provided in Annexure A. A copy of the EIP can be
of the incentive scheme.	obtained by contacting the Company.
Summary of the material terms	N/A
of any loan made to Erik Levy	
in relation to the acquisition:	

The Company notes that details of any securities issued under the relevant incentive scheme to Erik Levy will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 13(a) and (b) - GRANT OF OPTIONS TO ROBERT LATTA

The Company is seeking Shareholder approval for the issue of 1,000,000 Options to Robert Latta under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 13(a) and (b) for the purposes of ASX Listing Rule 10.14.

In addition, if Resolutions 13(a) and (b) are passed by the Shareholders, then the issue of shares to Robert Latta on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 13(a) and (b) are not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Robert Latta under Resolution 13(a) and (b) Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 13(a) and (b) – Robert Latta (Non-Executive Director), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Robert Latta is a director of the Company
The number and class of securities to be issued to the person	Resolution 13(a) – 500,000 Options Resolution 13(b) – 500,000 Options
Details of Robert Latta 's current total remuneration package	 Robert Latta's current total remuneration package is: annual non-executive director remuneration of \$50,000 excluding superannuation. the proposed issue of Options under Resolutions 13(a) and (b).
Number of securities previous issued to Robert Latta under the EIP and the average	Robert Latta has not been issued any securities under the EIP.



acquisition price (if any) paid	
for those securities:	
Summary of the material terms of the securities:	Resolution 13(a) The Options will be granted for nil consideration. On exercise, Each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will be immediately exercisable upon issue.
	The exercise price per each vested Option is 0.190, being the VWAP for the Company's Shares on Wednesday, 27 September 2023.
	The Options will expire 10 years from the date of issue.
	Resolution 13(b) The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will vest after 12 months of the date of approval of this resolution by Shareholders.
	The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Robert Latta is \$121,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Robert Latta using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Robert Latta (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Hank Holland in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Robert Latta will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.



RESOLUTION 14 - GRANT OF OPTIONS TO ERIC BONO

The Company is seeking Shareholder approval for the issue of 10,000,000 Options to Eric Bono under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolution 14 for the purposes of ASX Listing Rule 10.14.

In addition, if Resolution 14 is passed by the Shareholders, then the issue of shares to Eric Bono on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 14 is not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Eric Bono under Resolution 14 Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 14 – Eric Bono (Executive Director), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Eric Bono is a director of the Company
The number and class of securities to be issued to the person	10,000,000 Options
Details of Eric Bono's current total remuneration package	 Eric Bono's current total remuneration package is: annual executive director fees (President and Chief Technology Officer of USD\$500,000 (~AUD\$780,000). a one-time sign on bonus of US\$50,000, only if Eric Bono remains continuously employed by the Company through the one-year anniversary of the start date of his employment. a cash bonus equal to 12.5% of the amount of the gross profit that the Company receives from HIP manufacturing of near net shape parts, so long as the Company exceeds a minimum gross profit threshold of 40% as determined by the Company based on its accounting and financial policies and records. To receive the cash bonus, Eric Bono must be employed by the Company at the time of payment. The cash bonus will terminate on the fifth anniversary of Mr Bono's employment. the proposed issue of Options under Resolutions 14.
Number of securities previous issued to Eric Bono under the EIP and the average acquisition price (if any) paid for those securities:	Eric Bono has not been issued any securities under the EIP.
Summary of the material terms of the securities: Amaero International Limited (ABN: 82 633 5	The Options will be granted for nil consideration. On exercise, Each Option entitled the holder to be issued with one ordinary share in the Company. The Options will be subject to time-based vesting conditions, with the Options vest as to 20% of the Options on the date of issue and as to an additional 20% of



	the Options on each anniversary of the date of commencement of Eric Bono's employment with the Company subject to Eric Bono's continuing employment with the Company on each such vesting date.
	The exercise price per each vested Option is 0.186, being equal to the VWAP for the Company's Shares over the 5 trading days immediately following 28 August 2023, being the date Eric commenced employment with the Company.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Eric Bono is \$1,210,000 based on a fair market valuation undertaken by the Company at the time the Options were offered to Eric Bono using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Eric Bono (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Eric Bono in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Eric Bono will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 15 - GRANT OF OPTIONS TO DAVID HANNA

The Company is seeking Shareholder approval for the issue of 500,000 Options to David Hanna under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolution 15 for the purposes of ASX Listing Rule 10.14.

In addition, if Resolution 15 is passed by the Shareholders, then the issue of shares to David Hanna on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 15 is not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to David Hanna under Resolution 15 Specific Information Required by ASX Listing Rule 10.15

Amaero International Limited (ABN: 82 633 541 634)



ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 15 – David Hanna (Non-Executive Director), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as David Hanna is a director of the Company
The number and class of securities to be issued to the person	500,000 Options
Details of David Hanna 's current total remuneration package	David Hanna's current total remuneration package is:
	 annual non-executive director fees of \$50,000 excluding superannuation. the proposed issue of Options under Resolutions 15.
Number of securities previous issued to David Hanna under the EIP and the average acquisition price (if any) paid for those securities:	David Hanna has not been issued any securities under the EIP.
Summary of the material terms of the securities:	The Options will be granted for nil consideration. On exercise, Each Option entitled the holder to be issued with one ordinary share in the Company.
	The Options will be immediately exercisable upon issue.
	The exercise price per each vested Option is 0.190, being the VWAP for the Company's Shares on Wednesday, 27 September 2023.
	The Options will expire 10 years from the date of issue.
	For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to David Hanna is \$60,500 based on a fair market valuation undertaken by the Company at the time the Options were offered to David Hanna using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to David Hanna (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to David	N/A
Amaero International Limited (ABN: 82 633 5	(44.624)



Hanna in relation to the	
acquisition:	

The Company notes that details of any securities issued under the relevant incentive scheme to David Hanna will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

RESOLUTION 16 - GRANT OF OPTIONS TO JAMIE LEVY

The Company is seeking Shareholder approval for the issue of 500,000 Options to Jamie Levy under the Company's EIP.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders unless an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolution 16 for the purposes of ASX Listing Rule 10.14.

In addition, if Resolution 16 is passed by the Shareholders, then the issue of shares to Jamie Levy on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 16 is not passed by the Shareholders, then the Company will not be able to proceed with the issue.

Key terms of the Options grant to Jamie Levy under Resolution 16 Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information to be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person:	Resolution 16 – Jamie Levy (Non-Executive Director), or his nominee
The category in which ASX Listing Rules the person falls within and why	10.14.1 as Jamie Levy is a director of the Company
The number and class of securities to be issued to the person	500,000 Options
Details of Jamie Levy's current total remuneration package	Jamie Levy's current total remuneration package is: annual non-executive director fees of \$50,000 excluding superannuation. the proposed issue of Options under Resolutions 16.
Number of securities previous issued to Jamie Levy under the EIP and the average acquisition price (if any) paid for those securities:	Jamie Levy has not been issued any securities under the EIP.
Summary of the material terms of the securities:	The Options will be granted for nil consideration. On exercise, each Option entitled the holder to be issued with one ordinary share in the Company. The Options will vest after 12 months of the date of approval of this resolution by Shareholders.



	The exercise price per each vested Option is equal to the VWAP for the Company's Shares over the 5 trading days immediately following the date of the Annual General Meeting. The Options will expire 10 years from the date of issue. For further information see the remuneration report included in the 2023 Annual Report.
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible person the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	The indicative total value of the Options to be issued to Jamie Levy is \$60,500 based on a fair market valuation undertaken by the Company at the time the Options were offered to Jamie Levy using the Black Scholes option pricing model.
Date on which the securities will be issued:	The securities to be issued to Jamie Levy (or his nominee) will be issued on the date which will be no later than 3 years after the date of this Annual General Meeting if shareholder approval is obtained, as required by ASX Listing Rule 10.15.7.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme.	A summary of the EIP is provided in Annexure A. A copy of the EIP can be obtained by contacting the Company.
Summary of the material terms of any loan made to Jamie Levyin relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Jamie Levy will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.



Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning ascribed to it under Resolution 7 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Annual Report of the Company lodged with ASX on 29 September 2023.

Associate has the meaning given to it in ASX Listing Rule 19.12.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Auditors Report means the auditor's report contained in the Annual Report.

Board means the current board of Directors of the Company.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or Amaero means Amaero International Ltd ACN 633 541 634.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director's Report means the director's report contains in the Annual Report.

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Amaero International Limited (ABN: 82 633 541 634)



Notice or Notice of Annual General Meeting means this notice of Annual General Meeting including the Explanatory Memorandum and the Voting Form.

Option means an option to acquire a Share.

Related Party has the meaning given to it in ASX Listing Rule 19.12.

Remuneration Report means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

Resolution means a resolution set out in the Notice of Annual General Meeting.

Restricted KMP Voter is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

Share Registry means the share registry of the Company, being Automic Pty Ltd.

Shareholder means a holder of a Share.

Special Resolution means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Voting Form means the voting form accompanying the Notice.

VWAP means volume weighted average price.



Annexure A: Summary of the Terms of the Employee Incentive Plan

Pursuant to the Plan, the Company may offer Plan Shares, Employee Options or Employee Performance Rights on the terms and conditions summarised below.

A copy of the full terms of the Plan, as summarised above, is available to Shareholders of the Company, free of charge, on request.

(a) Eligibility

Any employee, consultant or Director of the Company may be declared by the Board, in its sole and absolute discretion, to be eligible to participate in the Employee Incentive Plan (Eligible Participant).

(b) Consideration

Unless the Board otherwise determines, an Eligible Participant will not be required to make any payment in consideration for the grant of an Employee Incentive under the Employee Incentive Plan.

(c) Maximum allocation

The Employee Incentive Plan provides a limit on the number of Employee Incentives that can be issued under the plan such that an issue of an Employee Incentive must not result in the number of Plan Shares, Employee Options or Employee Performance Rights, in aggregate, in the previous three years exceeding 10% of the total number of Shares and Options on issue.

(d) Employee Loans

The Employee Incentive Plan also provides that the Board may, in its discretion, elect to provide an Eligible Participant with a limited recourse, interest free loan for an amount equal to the issue price of any Plan Share to enable the Eligible Participant to subscribe for Plan Shares. These loans are repayable:

- (i) upon the Employee ceasing to be employed by the Company; or
- (ii) 30 days after the Company elects (by act or omission) not to buy back the relevant Shares where it has the right to do so; or
- (iii) The Employee otherwise disposes of the Shares.

In the event the Eligible Participant defaults on their obligation to repay the loan, the Company's only recourse is to sell the relevant Plan Shares or dispose of any number of Plan Shares to repay the outstanding amount and the costs of the sale or disposal.

(e) Terms of Plan Shares

The rights attaching to the Plan Shares are the same as Shares. The terms of the EIP will

prevail to the extent of any inconsistency with those rights.

- (f) Terms of Employee Options and Performance Rights
 - (i) Employee Options

Exercise Price, Expiry Date and Entitlement

Each Employee Option shall have an exercise price (Exercise Price) and expiry date (Expiry Date) determined by the Company at the time of issue of the Employee Options.

Each Employee Option entitles the holder (Employee Optionholder) to subscribe for one Share on payment of the Exercise Price.

Vesting Conditions and Exercise Period

The Employee Options may be subject to vesting conditions (Vesting Conditions), including time elapsed from the date of Quotation. Each Employee Option is exercisable from the date of satisfaction or of waiver by the Board of the relevant Vesting Conditions and before the Expiry Date (Exercise Period).

(ii) Employee Performance Rights

Performance Condition and Performance Period

Each Employee Performance Right will entitle an Eligible Participant (Performance Rightsholder) to be automatically issued one Share upon the satisfaction of the Performance Criteria.

The Employee Performance Rights may be subject to performance criteria (Performance Criteria) which must be satisfied during a period specified by the Board of the Company (Performance Period).

(iii) Shares issued on exercise

Shares issued upon exercise of an Employee Option or an Employee Performance Right will rank equally with the Shares of the Company and third party interests and the Company

Amaero International Limited (ABN: 82 633 541 634)



will apply to ASX for quotation of the Shares.

(iv) Participation in new issues, voting rights and dividends

There are no participation rights or entitlements inherent in the Employee Options nor the Employee Performance Rights and Employee Optionholders and Performance Rightsholders will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Employee Options and the Employee Performance Rights unless and until the Employee Options have been exercised or the Performance Criteria has been satisfied and the Performance Rightsholder is issued Shares.

(v) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (A) the number of Shares which must be issued on the exercise of an Employee Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Employee Option before the record date for the bonus issue: and
- (B) no change will be made to the Exercise Price.
- (vi) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Employee Option will be reduced according to the formula in Listing Rule 6.22 so that the Holder does not suffer any detriment as a result of the pro rata issue.

(vii) Adjustment for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Holders of Employee Options will be varied to comply the Listing Rules which apply to the reorganisation at the time of the reorganisation.

The number of Employee Performance Rights held by an Employee may, in the discretion of the Board, be determined to be such number as appropriate and so that the Employee does not suffer any material detriment following any variation in the share capital of the Company arising from a reorganisation of the share capital.

(viii) Non-Transferable and No Quotation

The Employee Options are non-transferable but the Employee may nominate a Related Party of the Employee Optionholder to hold the Options subject Board approval. Employee Options will not be quoted. The Employee Performance Rights are non-transferable and are unquoted securities.

(g) Takeovers and Reconstruction

The Board of the Company must give the Eligible Participant notice (**Notice**) of:

- (i) any takeover bid or other offer to acquire <u>all of</u> the Shares of the Company;
- (ii) under Part 5.1 of the Corporations Act, a Court sanctions a compromise or arrangement proposed for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which, if implemented, would result in a change in the control of the Company.

Upon receiving a Notice, an Eligible Participant is entitled:

- in the case of Employee Options, to exercise 50% their Employee Options in the offer period referred to in the Notice or in the notice period for the shareholders' meeting the subject of the Notice; and
- (ii) in the case of Employee Performance
 Rights, to make a request to the Board
 of the Company to determine that all
 existing Employee Performance Rights
 vest immediately and Plan Shares in
 respect of all such Employee
 Performance Rights be issued to the
 Eligible Participant, in which case:
 - (A) the Board of the Company must process such a request as soon as possible with reference to the Performance Criteria relating to those Employee Performance Rights; and



- (B) the Board of the Company may determine at its discretion the number (if any) of Employee Performance Rights which shall vest and must provide that number of Shares to the Eligible Participant.
- (h) Lapse of Employee Performance Rights and Options

Unless otherwise determined by the Board, any Employee Options and Employee Performance Rights automatically lapse if:

- the Eligible Participant ceases employment or hold office with the Company;
- (ii) the Eligible Participant becomes a Good Leaver and does not exercise all vested Employee Options for 90 days after the Eligible Participant becomes Good Leaver;
- (iii) a Performance Criteria has not been satisfied within the Performance Period or Vesting Conditions are not achieved by the relevant time;
- (iv) if the Board determines in its reasonable opinion that the Performance Criteria or Vesting Conditions have not been met and cannot be met within the Performance Period or prior to the Exercise Period;
- (v) where the Board has determined that the Eligible Participant has, by any act or omission, brought the Company into disrepute:
- (vi) the receipt by the Company of notice from the Eligible Participant that the Eligible Participant has elected to surrender the Employee Options or Employee Performance Right; or
- (vii) any other circumstances specified in the offer made to the Eligible Participant pursuant to which the Employee Options or Employee Performance Rights were issued.
- (i) US Addendum

Any offer made by the Board under the Employee Incentive Plan to Eligible Participants who are citizens or residents of the United States of America (US Participants) will be covered by the additional terms of the US Appendix to the Employee Incentive Plan (US Appendix).

The US Appendix specifically stipulates the following:

 The maximum aggregate number of Shares that may be issued under the Employee Incentive Plan pursuant to

- the exercise of Incentive Stock Options (as defined in the US Appendix) shall not exceed 10% of the total number of Share on issue as at 29 August 2023 (US Share Limit).
- (ii) The US Appendix (and each amendment to the US Appendix), the total cap and the ISO Share Limit are subject to approval of a majority of the outstanding Securities of the Company entitled to vote within a period beginning twelve (12) months before and ending twelve (12) months after the date on which the US Appendix (or any such amendment) is adopted by the Board.
- (iii) The US Appendix has a term of ten years.

Amaero International Limited (ABN: 82 633 541 634)



Amaero International Ltd | ACN 633 541 634

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by 10.00am (AEDT) on Sunday, 29 October 2023, 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.

 $\textbf{Companies:} \ To be signed in accordance with your Constitution. \ Please sign in the appropriate box which indicates the office held by you.$

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/#/log insah

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

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

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)

APPOINT A PROXY:

Chair is entitled to vote.

Email Address:

Contact Daytime Telephone

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Amaero International Ltd, to be held at 10.00am (AEDT) on Tuesday, 31 October 2023 at Royal Automotive Club of Australia, 89 Macquarie Street, Sydney NSW 2000 and

virtually hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION **RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- 1. Open your internet browser and go to 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

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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Resc	olutions	Fo	r	Again	st	Abst	ain	Resolutions							For	Abs	stain			
1.	ADOPTION OF REMUNERATION REPORT							10	J.	NT OF B VUJCIO	OPTIONS	5 TO	LUC	Y						
2.	ELECTION OF DIRECTOR – LUCY ROBB VUJCIC							110	GRAN GRAN		OPTIONS	5 TO	OME	R						
3.	ELECTION OF DIRECTOR — ERIK LEVY							111	GRAN GRAN		OPTIONS	ТО	OME	R						
4.	ELECTION OF DIRECTOR — BOB LATTA							12	a. GRAN	NT OF OF	PTIONS T	O ERII	< LEV	Y						
5.	ELECTION OF DIRECTOR — ERIC BONO							12	b. GRAN	NT OF OF	PTIONS T	O ERII	< LEV	Y						
6.	ELECTION OF DIRECTOR – JAMIE LEVY							13	ci. Gran Latt		PTIONS	TO R	OBER	T						
7.	SPECIAL RESOLUTION APPROVAL OF 10% PLACEMENT CAPACITY							13	b. GRAI Latt		PTIONS	TO R	OBER	T]				
8.	APPROVAL OF SECURITIES ISSUED UNDER THE AMAERO EMPOYEE INCENTIVE PLAN							14	. GRAI BON		OPTION	S TO	ERI	С]				
9a.	GRANT OF OPTIONS TO MR HANK HOLLAND							15	. GRAN		OPTIONS	ТО	DAVII	D						
9b.	GRANT OF OPTIONS TO MR HANK HOLLAND							16	. GRAN LEVY		OPTIONS	5 TO	JAMI	E]				
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	se note: If you mark the abstain box and your votes will not be counted in					-		_	your prox	ay not to	vote o	n thai	t Res	olutic	on on a	sho	w of h	ands	or on	ı a
STE	P 3 – Signatures and cor	ntac	t det	ails																
Individual or Securityholder 1 Securityholder 2							r 2		Securityholder 3											
Sole Director and Sole Company Secretary Director Contact Name:									Director / Company Secretary											

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Date (DD/MM/YY)

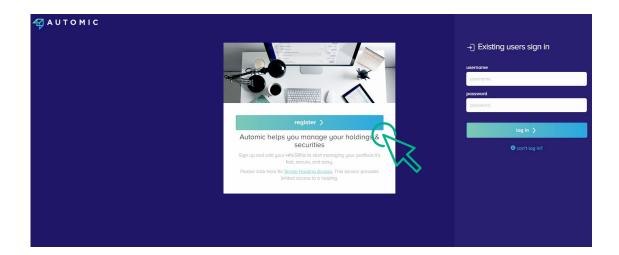
Online Proxy Lodgment



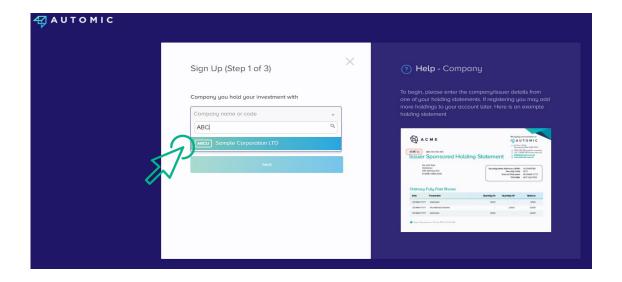
REGISTER

Step 1

- Go to: https://investor.automic.com.au/#/home.
- If you are a new user, select "register".
- If you are an existing user, simply sign in under the "Existing users sign in".
 and follow the instructions in Step 2 of this guide.

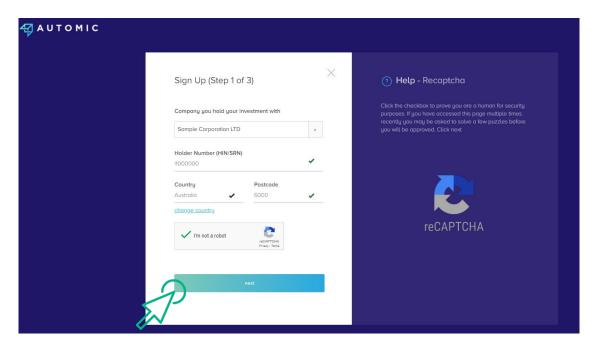


• Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.

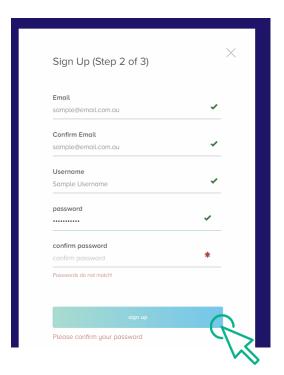


REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter "I".
- Enter the postcode recorded on the proxy form or select "change the country" if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box "I'm not a robot" and select "next".

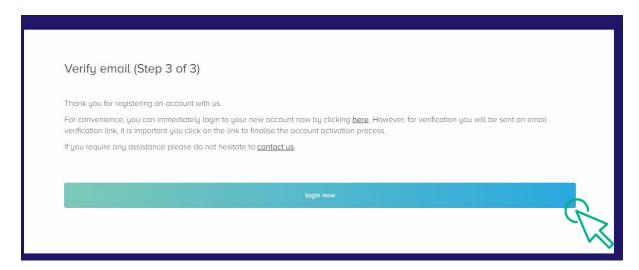


- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field.
 Where you have entered incorrect information, you will see a red a star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click "sign up".



LOG IN

• On the next screen simply select "login now".

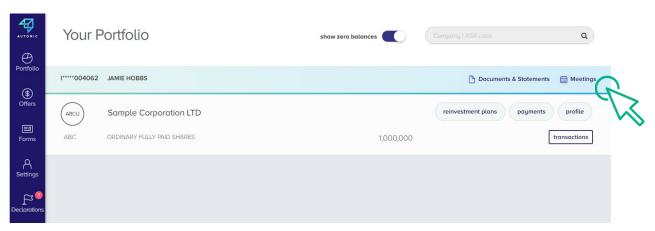


Step 2

• Under "existing users" enter the username and password you created in the previous steps and select "log in".

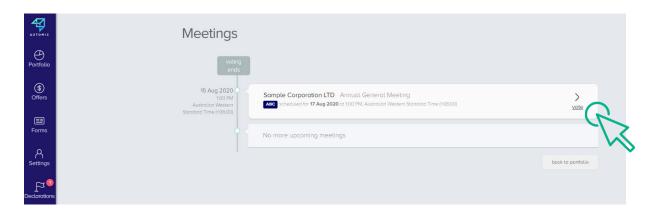


• Select "Meetings".

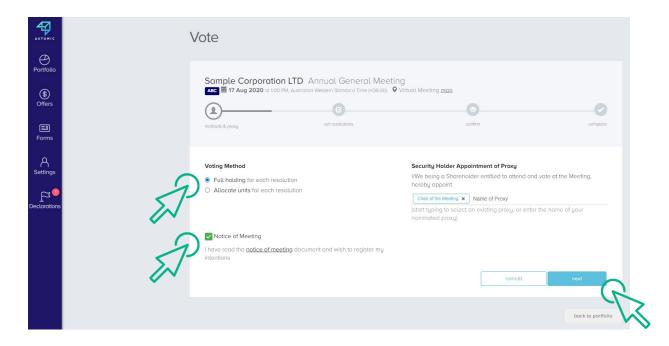


VOTING

Select "Vote".

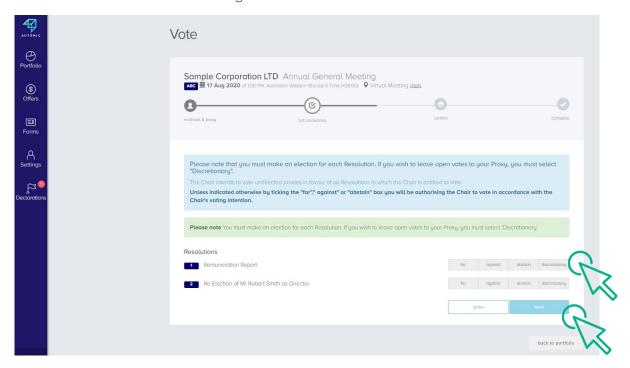


- Select "Full holding" and select the box next to "Notice of Meeting".
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select "next".
- If you wish to appoint a different proxyholder, place your cursor on "name of proxy" and type the name of your appointed proxyholder. Once you've typed the name in full press enter on your keyboard. This will replace "Chair of the meeting" with your chosen proxyholder.
- Select "next".

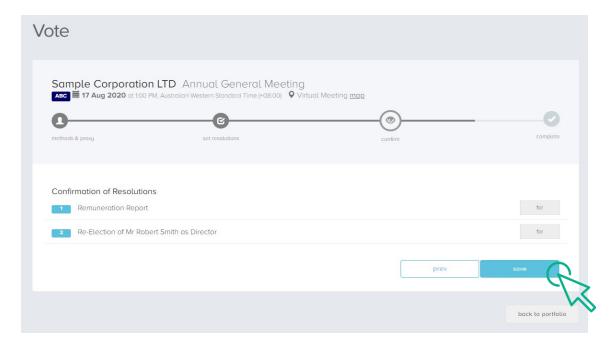


VOTING

 Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select "next".



- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to "declaration".
- Then select "save" to save your proxy vote.



VOTING COMPLETE

Your voting is complete.

