



# NOTICE OF ANNUAL GENERAL MEETING 2023

Notice is given that the Annual General Meeting of the Shareholders of Engenco Limited will be held virtually by electronic means on:

**Tuesday, 14 November 2023 at 10.00 am  
(Melbourne time).**

Registration will commence at 9.30am  
(Melbourne Time)

## **ENGENCO LIMITED**

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9 October 2023

Dear Shareholder,

I am pleased to invite you to the 2023 Annual General Meeting of Engenco Limited (ASX:EGN) **to be held on Tuesday, 14 November 2023 at 10am (Melbourne Time)**. The Meeting will be held as a virtual meeting by electronic means.

Shareholders wishing to attend may be present online and vote through the online platform provided by the Company's share registry at <https://investor.automic.com.au/#/home> on their smartphone, tablet or computer. Further information regarding online attendance at the Meeting (including how to register and vote, as well as how to lodge an online Proxy) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting. Online pre-registration for virtual attendance is open from the date of the Notice of Meeting.

## PROXY FORMS

If you are not attending the Annual General Meeting, you can lodge a completed Proxy Form online, through the online platform provided by the company's share registry at <https://investor.automic.com.au/#/home>. Further information regarding proxy lodgement is set out in the Proxy Form and the Company's Online Meeting Guide, which are attached to this Notice of Meeting.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the 'Proxies and Voting' instructions enclosed.

Please be aware that online Proxy Forms need to be received by the Share Registry no later than 10.00am (Melbourne time) on Sunday 12th November 2023.

## ANNUAL FINANCIAL REPORT

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Financial Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Financial Report for the year ended 30 June 2023 is available on the Company's website [www.engenco.com.au](http://www.engenco.com.au) by following the links to Investor Centre > Annual Report.

## VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 10.00am on Sunday 12<sup>th</sup> November 2023 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



**Meredith Rhimes**

Company Secretary

# AGENDA

## Ordinary Business

### 1. ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company, comprising the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

*Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.*

### 2. ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2023 is adopted."

*Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.*

*Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.*

### 3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Vincent De Santis, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

### 4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Scott Cameron, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-

election, be re-elected as a Director of the Company."

### 5. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Dean Draper, who was appointed as a Director of the Company on 18 September 2023 retires in accordance with Clause 11.12 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

### 6. ISSUE OF SHARES UNDER SHARE PLAN (ORDINARY RESOLUTION)

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the issue of Shares under the Share Plan for a period of three years from the date of this Meeting, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

*Note: Please refer to the Voting Exclusion Statement on page 5 of this Notice.*

### 7. APPOINTMENT OF AUDITOR (ORDINARY RESOLUTION)

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

"That Grant Thornton, being qualified to act as auditor of the Company and having consented to act as auditor to the Company, be appointed as the auditor of the Company, effective upon the resignation of the existing auditors, KPMG."

# ORDINARY BUSINESS

## 1. 2023 ANNUAL FINANCIAL REPORT

The 2023 Annual Financial Report, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2023 will be laid before the Meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2023 Annual Financial Report and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.



## 2. ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2023 (NON- BINDING RESOLUTION)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report of the Company for the financial year ended 30 June 2023, which is set out on pages 18 - 27 of the 2023 Annual Financial Report, contains within it a separate and clearly identified section which contains the Remuneration Report.

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

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against the adoption of the Remuneration Report, then:

- a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2024 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b) if, at the Company's 2024 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2024 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

## Voting Exclusion Statement:

The Company will disregard all votes cast on Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2023; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Agenda Item 2 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Agenda Item 2; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Agenda Item 2 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

**A breach of voting restrictions may be an offence under the Corporations Act.**

## 3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting. The Company has five Directors, one of whom is the Managing Director.

Vincent De Santis retires by rotation and being eligible offers himself for re-election.

The Board (with Mr. De Santis abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

### **Vincent De Santis**

BCOM, LLB (HONS)

Chairman since 24 March 2016, non-executive Director since 19 July 2010, member of Audit and Risk

Committee Since 31 July 2013.

Vince was the Managing Director of the Elphinstone Group up until December 2018. He initially joined the Elphinstone Group in 2000 as the Group's Legal Counsel and Finance & Investment Manager. During his time with the Group, Vince also served as a director of various subsidiary and joint venture companies including William Adams Pty Ltd, Gekko Systems Pty Ltd and APac Energy Rental Pte Ltd.

Prior to that time, he was a Senior Associate in the Energy, Resources & Projects team at national law firm Corrs Chambers Westgarth, based in Melbourne. Vince is also a member of Tasmanian Gas Pipeline Pty Ltd, the Tasmanian Development Board and the Tasmanian Rhodes Scholarship Selection Committee.

## 4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Scott Cameron retires by rotation and being eligible offers himself for re-election.

The Board (with Mr Cameron abstaining) recommends that Shareholders vote in favour of this resolution.

### **Scott Cameron**

BCom, FCA, FAICD

Independent non-executive Director and member of the Audit and Risk committee since 1 September 2020, Chairman of the Audit and Risk committee since 18 November 2020.

Scott has more than 27 years' experience in senior management with exposure to a broad range of relevant industry sectors. He commenced his professional career at PricewaterhouseCoopers and then spent 27 years with leading Malaysian listed industrial services conglomerate, Sime Darby Berhad in various roles including Finance Director and then Managing Director of Australian based Caterpillar Dealer, Hastings Deering. Prior to his retirement from executive management at the end of 2019, Scott had spent the last 13 years as an Executive Vice-President of Sime Darby Industrial. He was appointed as a non-executive director of Sime Darby Berhad in 2023

## 5. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Dean Draper, who was appointed as Managing Director by the Company on 18 September 2023 retires in accordance with Clause 11.12 of the Company's Constitution and, being eligible, offers himself for re-election.

The Board (with Mr. Draper abstaining) recommends that Shareholders vote in favour of this resolution.

## Dean Draper

MBA, BBus

Chief Executive Officer since 21 November 2022.  
Managing Director since 18 September 2023.

Dean is an experienced executive having held senior roles in the industrial sector both in Australia and overseas. Most recently, Dean held the roles of Managing Director and CEO of Ixom (former Orica Chemicals business), based in Melbourne. Prior to leading the Ixom business, Dean spent over 17 years in several senior executive positions at BASF, a large multi-national chemicals company. For a significant portion of his time with BASF, Dean served as Managing Director of BASF's operations across the ASEAN region for around 4 years. Dean holds a Masters of Business Administration (MBA) from Monash Mt. Eliza Business school, a Bachelor of Business from Monash University in Melbourne, and has completed the Advanced Management program at INSEAD Business School, France.

## 6. ISSUE OF SHARES UNDER SHARE PLAN (ORDINARY RESOLUTION)

### Background

At the Annual General Meeting on 18 November 2020, Shareholders approved the adoption of an employee share scheme entitled "Employee Share Purchase Plan" (**Share Plan**) as well as the issuance of up to a maximum of 15,669,047 Shares under the Share Plan for a period of three years.

Since 18 November 2020, the Company has issued a total of 434,991 Shares under the Share Plan.

The purpose of the Share Plan is to align Eligible Participants' economic interests with those held by other Shareholders. The Share Plan allows Eligible Participants to sacrifice part of their pre-tax wages or salary to acquire Shares. Participation in the Share Plan is voluntary and the purchase price applicable to the Shares is set at a 5% discount to the market price at the time of purchase.

A summary of the rules of the Share Plan are set out at Annexure A.

### ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Share Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 15,782,512 Shares under the Share Plan during the three-year period following approval.

### Directors Recommendation

The Board of Directors recommend that Shareholders vote for this resolution.

#### Voting Exclusion Statement:

The Company will disregard all votes cast on Agenda Item 6 by, or on behalf of:

- a person who is eligible to participate in the Share Plan; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Agenda Item 6 by:

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

**A breach of voting restrictions may be an offence under the Corporations Act.**

## **7. APPOINTMENT OF AUDITOR (ORDINARY RESOLUTION)**

The Corporations Act requires the Company to obtain the approval of members in general meeting to the appointment of the auditor.

The auditor is being appointed following a tender process undertaken by the Company. The Directors propose that Grant Thornton be appointed as auditor of the Company from the date of this Meeting, 14 November 2023.

Grant Thornton has consented to act as auditor of the Company, subject to the consent of the Australian Securities and Investment Commission (ASIC) to the resignation of the current auditor KPMG.

The Directors would like to thank KPMG publicly for their work over the past 11 years.

The Directors recommend that Shareholders vote in favour of this resolution.



# PROXIES AND VOTING

## ELIGIBILITY TO VOTE

You will be eligible to vote at the Meeting if you are registered as a holder of Engenco Limited shares at 10.00am (Melbourne time) on Sunday 12th November 2023.

## APPOINTING A PROXY

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of Engenco Limited and may be an individual or body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents. If you require a second proxy form, please contact the Company Secretary on +61(0)3 8620 8900.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on the Remuneration Report resolution (Agenda Item 2). If you do not specify the way in which the proxy is to vote on the Remuneration Report resolution, the member of the KMP will not be entitled to exercise your proxy in respect of that resolution, except if the proxy is the Chair of the Meeting. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting as your proxy.

## HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chair of the Meeting intends to vote undirected proxies and all other available proxies in favour of each resolution, even if he has an interest in the outcome of the resolution or they are connected directly or indirectly with the remuneration of a member of the Company's KMP, and even if votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

If you appoint the Chair of the Meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolution in respect of Agenda Item 2) you are a KMP or a Closely Related Party of a KMP; or
- (c) (in relation to the resolution in respect of Agenda Item 6) you are an Eligible Participant in the Share Plan or an Associate of that person.

Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.



# QUESTIONS FROM SHAREHOLDERS

In addition to asking questions at the Meeting, Shareholders may submit written questions to the Chair about the management of the Company or to the Company's auditors about the content of the Auditor's Report and the conduct of the audit in advance of the Meeting by email to:

[Engenco.InvestorRelations@engenco.com.au](mailto:Engenco.InvestorRelations@engenco.com.au)

Questions must be received no later than **Sunday, 12 November at 10.00am (Melbourne Time)**.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. If a Shareholder wishes to ask their question verbally during the Meeting, they may do so by advising the moderator via the Q&A function during the Meeting.

# CORPORATE SHAREHOLDERS

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of Engenco Limited.

Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

Authorised representatives attending the Meeting virtually will be required to confirm this authority as part of the online voting process.

# YOUR PRIVACY

The webcast of the Meeting may be video recorded and uploaded to Engenco's website. The recording may be used at the discretion of ASX for security or broadcast purposes.

# GLOSSARY

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

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

**ASX** means ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

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

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

**Closely Related Party** of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

**Company** means Engenco Limited (ACN 120 432 144).

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

**Directors** mean the directors of the Company.

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

**Eligible Participants** means permanent full-time and part-time employees of the Company or any of the Company's subsidiaries who are Australian tax residents and are 18 years or older as at the date of application.

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

**KMP** means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

**Notice of Meeting** means the notice convening the 2023 Annual General Meeting of the Company including the Explanatory Statement.

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

**Remuneration Report** means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2023 and which is set out on pages 23 to 27 of the Company's 2023 Annual Financial Report.

**Resolutions** means the resolutions proposed in the Notice of Meeting.

**Share Plan** means the employee share scheme entitled "Employee Share Purchase Plan" adopted by Shareholders on 18 November 2020.

**Shares** means the shares that may be granted by the Company pursuant to the terms of the Share Plan.

**Shareholder** means a shareholder of the Company and **Shareholders** has a corresponding meaning.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

# ONLINE MEETING GUIDE

## 1. Venue – Virtual Meeting

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

[https://us02web.zoom.us/webinar/register/WN\\_ydstJOHJRAOGRPhLFpttIA](https://us02web.zoom.us/webinar/register/WN_ydstJOHJRAOGRPhLFpttIA)

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

Shareholders will be able to vote and ask questions at the virtual Meeting using the online platform.

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

Questions must be submitted in writing at least 48 hours before the Meeting to [engenco.investorrelations@engenco.com.au](mailto:engenco.investorrelations@engenco.com.au).

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

## 2. Voting virtually on the day of the Meeting

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

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. Pre-registration is open from the date of the Notice of Meeting.

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

To create an account with Automic, please go to the Automic website at:

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

Click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

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

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

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

# ANNEXURE A

## Summary of Share Plan Rules

1. **Share Offer:** Eligible Participants will be offered the opportunity to acquire AU\$1,000 worth of Shares in the Company.

2. **Eligibility:** Eligible Participants include permanent full-time and part-time employees of the Company and its subsidiaries who are:

- Australian tax residents; and
- 18 years of age or older on the application date.

Casual employees, the Chief Executive Officer, and the Directors are not eligible to participate in the Share Plan.

Participation in the Share Plan is voluntary.

3. **Consideration:** the purchase of Shares will be funded by Eligible Participants salary sacrificing AU\$1,000 from their pre-tax income. AU\$250 will be deducted quarterly from Eligible Participants' gross salary or wages to fund the Share purchase. If an Eligible Participant takes leave without pay, no further salary sacrifice will occur until employment is resumed, at which time there will be a true-up of any missed payments. If Eligible Participants' employment ends, any amount owing for the Shares will be deducted from their final entitlements.

4. **Allocation Price:** the allocation price for the Shares will be set at a 5% discount to the market price at the time of purchase. Shares will either be purchased on-market on the ASX by the Company or issued directly by the Company.

- On-market purchase: the allocation price will be the current market price of Company Shares traded on the ASX at the time of purchase, less 5%.
- Shares issued directly by the Company: the allocation price will be the five-day Volume Weighted Average Price (VWAP) of the Company's ordinary shares as traded on the ASX up to (but excluding) the allocation date, less a 5% discount.

5. **Allocation of Shares:** the number of Shares to be allocated to Eligible Participants will be determined by dividing the Consideration (AU\$1000) by the Allocation Price, rounded down to the nearest whole Share. Any residual balance will be carried forward and applied to the next Share purchase in the financial year (if any) or paid back to Eligible Participants.

6. **Restriction on trading:** Shares will be restricted from trading for three-years from the date of allocation. While Eligible Employees remain employed by the Company or its subsidiaries, they cannot dispose of, deal in, or grant a security interest over, any interest in the Shares until the third anniversary of the Share purchase. If an Eligible Participant leaves their employment with the Company or its subsidiaries, the Shares will be released from this restriction and transferred into the individual's name.

7. **Dividends and Voting Rights:** Shares allocated under the Share Plan will be Ordinary Shares, subject to the above noted three- year restriction on trading. Accordingly, Eligible Participants will be entitled to receive dividends and vote at all meetings of Shareholders.

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 12 November 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.

**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/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

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

##### PHONE:

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

