

2023
Notice of
Annual General Meeting

9:00AM AEDT
Wednesday, 22 November 2023

CURVEBEAM AI LIMITED
ABN 32 140 706 618

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of CurveBeam AI Limited (**Company** or **CurveBeam AI**) will be held as a virtual-only meeting on Wednesday, 22 November 2023 commencing at 9:00am AEDT (**AGM** or **Meeting**).

Details on how to participate in the AGM and voting procedures are set out below in the sections of this Notice titled "Important information" and "Voting procedures".

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting.

Items of business

Item 1: Financial statements and reports

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

All Shareholders can view the Annual Report, which contains the Financial Report, Directors' Report and Auditor's Report at the Company's investor website: <https://investors.curvebeamai.com/> or via the Company's announcement platform on ASX under the code "CVB".

Item 2: Election of Directors

Item 2.1: Election of Mr Robert Lilley

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

"That Mr Robert Lilley, being a Director who is retiring in accordance with rule 8.1(d) of the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for election, be elected as a director of the Company."

Item 2.2: Election of Mr Arun Singh

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

"That Mr Arun Singh, being a Director who is retiring in accordance with rule 8.1(d) of the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for election, be elected as a director of the Company."

Item 2.3: Election of Mr Hashan De Silva

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

“That Mr Hashan De Silva, being a Director who is retiring in accordance with rule 8.1(d) of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers himself for election, be elected as a director of the Company.”

Item 2.4: Election of Ms Kate Robb

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

“That Ms Kate Robb, being a Director who is retiring in accordance with rule 8.1(d) of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers herself for election, be elected as a director of the Company.”

Item 3: Grant of equity awards to Non-Executive Directors

Item 3.1: Grant of Share Rights under the Omnibus Incentive Plan to Mr Rob Lilley

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of Share Rights to Mr Rob Lilley, the Chair and non-executive director, under the CurveBeam AI Limited Omnibus Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3.2: Grant of ZEPOs under the Omnibus Incentive Plan to Mr Hashan De Silva

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of zero-exercise price options to Mr Hashan De Silva, non-executive director, under the CurveBeam AI Limited Omnibus Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3.3: Grant of ZEPOs under the Omnibus Incentive Plan to Ms Kate Robb

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of zero-exercise price options to Ms Kate Robb, non-executive director, under the CurveBeam AI Limited Omnibus Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 4: Grant of Share Rights under the Omnibus Incentive Plan to Mr Arun Singh

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of Share Rights to Mr Arun Singh, an executive director, under the CurveBeam AI Limited Omnibus Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

BY ORDER OF THE BOARD

Ura P Auckland

Chief Financial Officer & Company Secretary

20th October 2023

Important information

The Annual General Meeting (AGM or Meeting) of CurveBeam AI Limited (CurveBeam AI or the Company) will be held on **Wednesday, 22 November 2023 commencing at 9:00am AEDT.**

Virtual only meeting

The AGM will be held virtually. No physical meeting will be held. This means Shareholders will be able to attend and participate in the Meeting via an online virtual platform, which will include a live webcast and will enable Shareholders to watch and participate in the Meeting without being physically present.

Amongst other functions, the virtual platform will allow Shareholders to watch the Meeting, ask questions in relation to the business of the Meeting (at times specified by the Chair) and vote in real time. In addition, the Company will answer questions submitted by Shareholders in advance of the Meeting in accordance with the guidelines provided below under the heading “Ask a question online”.

Shareholders must use the online platform to attend and participate in the Meeting. Shareholders will not be able to attend the Meeting in person. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- ☐ participating in the virtual Meeting and casting a vote online (see below); or
- ☐ appointing the Chair as their proxy by completing and returning the Proxy Form (and where desired, directing the Chair how to vote on each Resolution).

How to participate in the AGM

Before the AGM

AGM Notice of Meeting

Access online at the Company’s investor website: <https://investors.curvebeamai.com/> or at the Company’s share registry’s voting website www.investorvote.com.au

Request a hard copy of the Notice of Meeting by phone +61 3 9415 4000.

Vote or appoint a proxy

Return the hard copy Proxy Form or vote online at www.investorvote.com.au

To be valid, your proxy appointment must be received by **9:00am AEDT on Monday, 20 November 2023.**

See the section entitled “Voting procedures” below for more details.

Ask a question online

Submit questions online at www.investorvote.com.au by **9:00am AEDT on Monday, 20 November 2023.**

See the section entitled “Submitting questions” below for more details.

At the AGM

Join online

- Online registration will be available one-hour prior to the Meeting.
- To register for the meeting, please use the following link: <https://meetnow.global/M7XQRHA>
To join the meeting online, you will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.
- Click on ‘Join Meeting Now’

Vote online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.
- When the Chair declares the poll open, select the ‘Vote’ icon and the voting options will appear on your screen.
 - To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

Ask a question online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions.
- Click on the ‘Q & A’ icon and select the Resolution your question relates to.
 - Type your question into the chat box at the bottom of the screen and press ‘Send’.

- If you are a Shareholder, enter your SRN/HIN (located on the top of your Proxy Form) and postcode.
 - Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list.
 - Accept the Terms and Conditions and click 'Continue'.
 - If you are a proxy or other authorised representative, you will need to contact Computershare prior to the Meeting day on +61 3 9415 4024 to obtain your login details.
 - To change your vote, select 'Click here to change your vote' and press a different option to override.
 - The Chair will endeavour to address as many questions as possible during the course of the meeting.
- See the section entitled "Submitting questions" below for more details.

Submitting questions

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions.

Before the AGM

Shareholders can submit questions in advance of the Meeting via the Share Registry website at www.investorvote.com.au.

Please submit any questions by **9:00am AEDT on Monday, 20 November 2023**.

Questions will be collated and the Chair and/or CEO will seek to address as many of the more frequently raised topics as possible during the Meeting. Please note that individual responses will not be sent to Shareholders.

At the AGM

Shareholders will be able to submit or ask questions or comments at any time during the meeting. To do so:

- ☐ Click on the 'Q & A' icon and select the Resolution your question relates to.
- ☐ Type your question into the chat box at the bottom of the screen and press 'Send'.

We encourage you to ask your questions as early as possible in the meeting.

The Chair will endeavour to address as many questions as possible during the course of the meeting, however there may not be sufficient time available to address all of the questions raised.

Conduct of the Meeting

The Company is committed to ensuring that its Shareholder meetings are conducted in a manner which provides Shareholders who participate in the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about CurveBeam AI generally.

The Chair of the Meeting will exercise his powers as the Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of Shareholders who are participating in the Meeting.

Enclosures

If you have elected to receive communications from the Company by mail, enclosed with the Notice are the following documents:

- ☐ Proxy Form to be completed if you wish to vote prior to the Meeting and do not wish to use the online voting facility. Shareholders are encouraged to use the online voting facility described above to ensure the timely and cost-effective receipt of your proxy; and
- ☐ A reply-paid envelope for you to return these forms if you do not use the online facility.

Further information

Further information about how to log in to the Computershare Meeting Platform and how to participate online at the Annual General Meeting is available in the Online Meeting Guide, which you can access at www.computershare.com.au/virtualmeetingguide.

You may elect to receive meeting related documents, or request a particular one, in electronic or physical form and you may elect not to receive annual reports. To do so, contact Computershare.

Glossary

The Glossary at the end of this Notice contains the meanings of key terms that are capitalised in this Notice and which are not otherwise defined in the body of the Notice.

Voting procedures

All resolutions will be by poll

In accordance with Rule 7.12(f) of the Constitution the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

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 of the Company as at **7:00pm (AEDT) on Monday, 20 November 2023 (Entitlement Time)**.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the Meeting

Appointment of Proxy

Shareholders who are entitled to vote at the AGM can appoint a proxy to participate and vote on their behalf.

Shareholders can appoint a proxy online at www.investorvote.com.au. Shareholders who receive their AGM pack via email will receive a personalised link to InvestorVote in order to appoint a proxy.

Shareholders who have elected to receive their AGM pack via mail will be sent a personalised hard copy Proxy Form via post.

A Shareholder who is entitled to vote at the Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder. If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company and can be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as a corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative in advance of the meeting.

The form of appointment, including any authority under which it is signed (e.g., a power of attorney), must be received by the Company's share registry by no later than **9:00am on Monday, 20 November 2023** (which is 48 hours prior to the commencement of the Meeting), unless it has previously been given to the Company. An appointment of corporate representative form can be obtained from Computershare by calling 1800 158 360 (within Australia) or +61 3 9415 4208 (outside Australia) or downloaded from <https://www-au.computershare.com/investor/>

Subject to the specific proxy voting rules applying to Items 3.1, 3.2, 3.3 and 4 (see the Explanatory Memorandum):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Submitting your Proxy Form

To be valid, a Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a vote cast by a proxy or vote cast in person is conclusive and the Company reserves the right to declare invalid any Proxy Form not received in this manner.

Proxy forms may be submitted in one of the following ways:

- Online:** Through your personalised link or by visiting www.investorvote.com.au and following the prompts.
- By post:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline.
- By fax:** 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia).
- Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Proxy Deadline

For your proxy vote prior to the Meeting to be effective, your Proxy Form (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) must be received by the Company's Share Registry, Computershare, no later than **9:00am AEDT on Monday, 20 November 2023**. Proxy Forms received after this time will not be valid however you will still be able to vote during the Meeting by using the online platform.

How to vote – during the Meeting

During the Meeting Shareholders can vote directly using the online platform. See "How to participate in the AGM" in the Important information section of this Notice for details on how to do so..

Proxy voting by the Chair

For Items 3.1, 3.2. 3.3 and 4, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 3.1, 3.2. 3.3 and 4 are connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

The Chair intends to vote all undirected proxies in favour of all the resolutions in the Notice of Meeting, including Items 3.1, 3.2. 3.3 and 4.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's annual general meeting to be held at 9:00am AEDT on Wednesday, 22 November 2023.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 2.1, 2.2, 2.3, 2.4, 3.1, 3.2, 3.3 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution to be in favour for the resolution to be approved.

Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company will be presented at the Meeting. The Financial Report contains the financial statements of the Company and its controlled entities for the financial year ended 30 June 2023.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about, or make comments on, the management of the Company, and to ask questions about the Financial Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, PricewaterhouseCoopers (**PwC**), questions about the Auditor's Report, the conduct of its audit of the Financial Report, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PwC in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

Item 2 – Election of Directors

The Company adopted the Constitution at an extraordinary general meeting of Shareholders held on 15 August 2023. In accordance with the Constitution and the Listing Rules, an election of Directors must be held at each annual general meeting.

Rule 8.1(d) of the Constitution provides that a Director appointed by the Directors (under Rule 8.1(c)), who is not a managing Director, holds office until the conclusion of the next annual general meeting following their appointment and is eligible for election at that meeting. ASX Listing Rule 14.4 contains a similar requirement.

All of the Directors of the Company were appointed as Directors by the Directors in office at the time of their appointment and have not been elected as Directors. Accordingly, for the purposes of Rule 8.1(d) of the Constitution and ASX Listing Rule 14.4, if they are to remain in office, it is necessary for each Director (other than the managing Director, Mr Greg Brown) to offer themselves for election as a Director at the Meeting. Mr Robert Lilley, Mr Arun Singh, Mr Hashan De Silva and Ms Kate Robb therefore offer themselves for election at the Meeting.

The election of each of the candidates must be considered and voted on as separate resolutions. Details of the candidates are outlined below.

Item 2.1: Election of Mr Robert Lilley (non-executive Director)

Mr Robert Lilley was appointed to the Board of the Company, and commenced as Chair, in April 2021.

Mr Lilley has over 35 years' experience in the medical device and diagnostics industries. Mr Lilley previously served as senior vice president of global sales and marketing for Digene Corporation (Nasdaq:DIGE), a molecular diagnostics company, which was subsequently acquired by Qiagen N.V. (NYSE:QGEN).

Mr Lilley is currently the Chair of Immunexpress Pty Ltd, an Australian molecular diagnostics company.

Mr Lilley holds a BA from Yale University, U.S.

Having had regard to the ASX Principles, the Board considers Mr Lilley to be an independent director.

Board recommendation

The Board (with Mr Lilley abstaining) supports the election of Mr Robert Lilley and recommends that Shareholders vote FOR Mr Lilley's election as a Director of the Company for the reasons of his extensive and relevant industry experience, as outlined above and the valuable contribution Mr Lilley has made as Chair.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 2.2: Election of Mr Arun Singh (executive Director)

Mr Arun Singh was appointed to the Board in March 2023, following the Company's merger with CurveBeam, LLC. Mr Singh has served as President, Americas and Europe, Chief Operating Officer and Chief Technology Officer (CT) of the Company since 2022 (following the merger).

Mr Singh has over 34 years' experience in the technology industry, with a focus on medical imaging. Since 2009, he has served as President and Chief Executive Officer of CurveBeam, LLC, prior to which Mr Singh co-founded and served as the Vice President and Chief Technology Officer of Imaging Sciences International Inc. (ISI), which was subsequently acquired by Danaher Corporation. While at ISI, Mr Singh was awarded the Lifetime Achievement Award by the American Association of Dental Maxillofacial Radiographic Technicians in 2016 for his visionary contributions to the advancement of cone beam CT.

Mr Singh holds a Masters of Science in Electrical Engineering from Ohio State University and a Bachelor of Science in Electronics and Communication Engineering from the Birla Institute of Technology, India.

Mr Singh is not considered to be an independent Director by virtue of his executive role and significant shareholding in the Company.

Board recommendation

The Board (with Mr Singh abstaining) supports the election of Mr Singh and recommends that Shareholders vote For Mr Singh's election as a Director of the Company given his critical role in the Company and deep knowledge and experience of its operations and the industry in which it operates.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 2.3: Election of Mr Hashan De Silva (non-executive Director)

Mr Hashan De Silva was appointed to the Board of the Company in October 2021 as a nominee of Karst Peak Capital Limited (**Karst Peak**). Mr De Silva is an experienced sell side and buy side investor in the Australian healthcare sector. He is currently the Founder and Managing Partner of KP Rx, a specialist healthcare fund manager focused on innovative healthcare companies based in Australia and New Zealand. Previously he held the role of head of healthcare research at Karst Peak, an investment management firm based in Sydney and Hong Kong, which has a focus on biotechnology, health technology, medical devices and diagnostics. Mr De Silva previously served as an equity research analyst in healthcare at CLSA Limited and at Macquarie Group.

Mr De Silva was appointed to the board of directors of Pharmaxis Limited (ASX:PXS) in January 2023.

Mr De Silva has a BSc (Medicine) and MComm (Finance) from the University of New South Wales and is a Chartered Financial Analyst charter holder from the CFA Institute.

Although Mr De Silva is a non-executive Director, by virtue of his appointment initially being as a nominee of Karst Peak, Mr De Silva is not considered by the Board to be an independent Director.

Board recommendation

The Board (with Mr De Silva abstaining) supports the election of Mr De Silva and recommends that Shareholders vote For Mr De Silva's election as a Director of the Company for the reasons of his extensive and relevant industry experience.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 2.4: Election of Ms Kate Robb (non-executive Director)

Ms Kate Robb was appointed to the Board of the Company in April 2023.

Ms Robb has over 25 years' finance, governance, risk management and compliance experience. Ms Robb commenced her career at PwC and has held senior audit and risk roles at United Energy Limited (ASX:UEL), ANZ Banking Group Limited (ASX:ANZ) and AGL Energy Limited (ASX:AGL).

Ms Robb previously served as a non-executive director and chair of the audit committee of unlisted public company Sandringham Community Financial Services Ltd, a Bendigo Bank Community Bank. Ms Robb was appointed to the board of directors of Solvar Limited (formerly Money3 Corporation Ltd) (ASX:SVR) (SVR) in September 2019. She is also chair of SVR's audit and risk committee and a member of the nominations and remuneration committee over the same time period.

Ms Robb holds a Bachelor of Business (Accounting) from Deakin University, is a member of Chartered Accountants Australia and New Zealand and is a Graduate of the Australian Institute of Company Directors.

Having had regard to the ASX Principles, the Board considers Ms Robb to be an independent director.

Board recommendation

The Board (with Ms Robb abstaining) supports the election of Ms Robb and recommends that Shareholders vote For Ms Robb's election as a Director of the Company as her skills and expertise are important to ensuring that the Board has the breadth of experience necessary to function effectively.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Items 3.1 - 3.3 – Grant of equity awards to Non-Executive Directors

The Company is proposing to issue Share Rights (an entitlement to receive Shares) to Rob Lilley and ZEPOs (zero-exercise price options) to Hashan De Silva and Kate Robb, each a Non-Executive Director of the Company, under the Company's Omnibus Incentive Plan (**Incentive Plan**).

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of equity securities to directors of the Company under an employee incentive scheme. The resolutions under Items 3.1 to 3.3 (inclusive) seek shareholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of ZEPOs or Share Rights to each of the Non-Executive Directors on the terms set out below. As directors of the Company, each of the Non-Executive Directors falls within the category set out in ASX Listing Rule 10.14.1.

If the approvals are given, the Company will proceed with the issue of the Share Rights and ZEPOs and the Non-Executive Directors will receive this equity as part of their remuneration for their respective services as directors for the current financial year to 30 June 2024 and the next financial year to 30 June 2025. The issue of the Share Rights and ZEPOs will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

Background

In order for the Company to achieve its goals, it is essential to attract and retain high calibre Directors. In determining the compensation for the Non-Executive Directors, the Company's Nomination and Remuneration Committee has had regard to the suggested guidelines for non-executive director remuneration in the ASX Principles, which notes that it is generally

acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with other security holders. Accordingly, the award of ZEPOs or Share Rights is proposed for the Non-Executive Directors to align:

- (a) the total remuneration of the Non-Executive Directors with the remuneration of non-executive directors of comparable ASX-listed companies; and
- (b) their interests with those of shareholders.

In addition, the use of equity to remunerate the Non-Executive Directors allows the Company to conserve cash.

The Nomination and Remuneration Committee has received independent advice and reviewed director compensation data from a list of peer group companies of similar size to determine the grant value and the form of security proposed. Given the Company is using equity to partially remunerate the Non-Executive Directors, it was considered that the form of equity used should not require the Non-Executive Director to pay monetary consideration once the equity security has vested. Accordingly, Share Rights or ZEPOs were deemed the most appropriate type of equity to use. Based on tax advice, it was determined that Rob Lilley as a non-Australian tax resident should receive Share Rights rather than ZEPOs.

How many Share Rights and ZEPOs are proposed to be issued to the Non-Executive Directors and how is that number being determined?

The Company is seeking shareholder approval for the following grants of Share Rights and ZEPOs (which, when exercised or vested will be represented by an equivalent number of Shares):

Non-Executive Director	Grant
Rob Lilley	72,917 Share Rights for the current financial year, having a value of A\$35,000 using the price at which Shares were issued pursuant to the Company's IPO of \$0.48*. Share Rights having a value of A\$50,000 for the period 1 July 2024 to 30 June 2025.
Hashan De Silva	109,375 ZEPOs for the current financial year, having a value of A\$52,500 using the price at which Shares were issued pursuant to the Company's IPO of \$0.48*. ZEPOs having a value of A\$75,000 for the period 1 July 2024 to 30 June 2025.
Kate Robb	109,375 ZEPOs for the current financial year, having a value of A\$52,500 using the price at which Shares were issued pursuant to the Company's IPO of \$0.48*. ZEPOs having a value of A\$75,000 for the period 1 July 2024 to 30 June 2025.

* The Share Rights and ZEPOs proposed to be awarded in respect of the current financial year is to "top-up" the Non-Executive Directors to the value agreed by the Nomination and Remuneration Committee (see details of the Non-Executive Directors' total current remuneration packages below) after taking into account the Share Rights and ZEPOs issued at the time of Company's IPO.

For each Non-Executive Director, the number of Share Rights and ZEPOs to be awarded:

- (a) in respect of the current financial year, was determined by dividing the dollar value set out opposite each Non-Executive Director's name by \$0.48 (being the price at which Shares were issued under the IPO); and
- (b) in respect of following financing year (the period from 1 July 2024 to 30 June 2025), will be calculated by dividing the dollar value set out opposite each Non-Executive Director's name by the VWAP of the Company's shares on the ASX over a period of 5 business days following 1 July 2024.

Vesting conditions

The Share Rights and ZEPOs vest over a one year period, with 25% of the ZEPOs and Rights vesting on each three-month anniversary of the relevant allotment date (see below). Vesting of the Share Rights and ZEPOs is subject to each Non-Executive's continuous service as of each vesting date.

Consistent with the guidance contained in ASX Principles, no performance hurdles are attached to the Share Rights and ZEPOs to be issued to the Non-Executive Directors.

Issue and exercise prices of the Share Rights and ZEPOs

The Share Rights and ZEPOs will be issued for nil consideration and have no exercise price.

What happens if one of the Non-Executive Directors cease to be a director?

If one of the Non-Executive Director's service ceases, the Director will retain their Share Rights and ZEPOs to the extent that they have already vested. To the extent the Share Rights and ZEPOs have not vested, the Director will forfeit them for no consideration.

Other key terms and conditions

The ZEPOs expire 6 years after the grant date. The material terms of the Incentive Plan are set out in the Annexure.

Additional information required by ASX Listing Rules 10.15 in respect of Items 3.1 to 3.3

The additional information required by ASX Listing Rules 10.15 is set out below:

- (a) The current total remuneration package of each of the Non-Executive Directors is as follows:

Non-Executive Director	Annual Base Fee (A\$)*	Equity award
Rob Lilley	\$130,000	Share Rights having a value of A\$50,000 (subject to shareholder approval of Item 3.1)
Hashan De Silva	\$50,000	ZEPOs having a value of A\$75,000 (subject to shareholder approval of Item 3.2)
Kate Robb	\$50,000	ZEPOs having a value of A\$75,000 (subject to shareholder approval of Item 3.3)

* Inclusive of superannuation where applicable.

No additional cash fee is payable for chairing or being a member of a Board committee, however, each Non-executive Director is receiving a grant of ZEPOs or Rights as remuneration for such roles (see above).

- (b) To date, the Non-Executive Directors have been issued the following securities under the Incentive Plan:

Director	Type of security	Number	Exercise price	Vesting	Expiry date
Rob Lilley	Options	1,467,530	\$0.543	Fully vested at listing	11 May 2029
	Options	360,000	\$0.325	1/3 vested on 12 October 2023, 1/3 vesting on 12 October 2024 and 1/3 vesting on 12 October 2025	11 May 2029
	Share Rights	31,250	Nil	1/4 vesting on each three-month anniversary of the IPO allotment date (16 August 2023)	N/A
Hashan De Silva	Options	2,058,824	\$0.543	Fully vested at listing	11 May 2029
	ZEPOs	46,875	Nil	1/4 vesting on each three-month anniversary of the IPO allotment date (16 August 2023)	16 August 2029

Director	Type of security	Number	Exercise price	Vesting	Expiry date
Kate Robb	Options	1,000,000	\$0.543	Fully vested at listing	11 May 2029
	ZEPOs	46,875	Nil	1/4 vesting on each three-month anniversary of the IPO allotment date (16 August 2023)	16 August 2029

Each of the above equity securities were acquired for nil cash consideration.

- (c) If shareholders approve Items 3.1 to 3.3, the relevant Share Rights and ZEPOs for the current financial year will be issued shortly following the AGM, and the Share Rights and ZEPOs for next financial year will be issued as soon as practicable after the release by the Company of the annual results for the period ended 30 June 2024. In any event, all of the Share Rights and ZEPOs will be issued within 3 years after the AGM.
- (d) The Non-Executive Directors will not pay any cash consideration for the grant of Share Rights and ZEPOs.
- (e) The material terms of the Incentive Plan are summarised in the Annexure to this Explanatory Memorandum.
- (f) None of the Non-Executive Directors will receive any loan from the Company in connection with the grant of ZEPOs or Share Rights.
- (g) The Nomination and Remuneration Committee has determined that the Non-Executive Directors should be issued ZEPOs or Share Rights for the reasons set out in *'Background'* (see pages [12-13]), and the value attributed to such Share Rights and ZEPOs is as set out in the section entitled *'How many Share Rights and ZEPOs are proposed to be issued to the Non-Executive Directors and how was that number determined?'*.
- (h) Details of any Share Rights and ZEPOs issued to the Non-Executive Directors under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (i) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Items 3.1 to 3.3 (inclusive) are approved and who are not named in this Notice of Meeting will not participate until shareholder approval is obtained under ASX Listing Rule 10.14.

What happens if shareholder approval is not obtained?

If shareholders do not approve Items 3.1, 3.2, or 3.3, the grant of ZEPOs or Share Rights under the relevant Item will not proceed. Instead, the Company will evaluate alternate compensation for the applicable Non-Executive Director(s) which may include additional cash fees.

Note that Items 3.1, 3.2, and 3.3 are separate resolutions and are not contingent on the passing of each other resolution.

Voting exclusion statement for Items 3.1 to 3.3 (inclusive)

The Company will disregard any votes cast in favour of Items 3.1 to 3.3 (inclusive) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Items 3.1 to 3.3 (inclusive) (as applicable) if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with the directions given to the proxy or attorney; or
- (b) the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with a direction given to the chair to vote on the relevant Item as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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 relevant Item; and
- (ii) the holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Items 3.1 to 3.3 (inclusive) unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Items 3.1 to 3.3 (inclusive).

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Items 3.1 to 3.3 (inclusive) because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board (excluding Rob Lilley, Hashan De Silva and Kate Robb in respect of their own proposed grant for which they have recused themselves) recommend that shareholders vote in favour of these resolutions.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 4 – Grant of Share Rights to Arun Singh, the Executive Director of the Company

Mr Arun Singh, the Chief Operating Officer, Chief Technology Officer (CT) and President of the Americas and Europe of CurveBeam LLC, earned a short-term incentive for the financial year ended 30 June 2023 of US\$69,325. Mr Singh has requested that he receive 100% of this amount in Share Rights, rather than cash. The Company is therefore proposing to issue Share Rights under the Incentive Plan to Mr Singh to satisfy the short-term incentive award.

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of equity securities to a director of the Company under an employee incentive scheme. The resolution under Item 4 seeks shareholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of Share Rights to Mr Singh on the terms set out below. As an executive director of the Company, Mr Singh falls within the category set out in ASX Listing Rule 10.14.1.

If the approval is given, the Company will proceed with the issue of the Share Rights and the Mr Singh will receive this equity in satisfaction of his short-term incentive award for the financial year ended 30 June 2023. The issue of the Share Rights will also not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. If approval is not provided however, Mr Singh's short-term incentive will be paid in cash.

How many Share Rights are proposed to be issued to Mr Singh and how is that number being determined?

The Company is seeking shareholder approval for the issue of 268,840 Share Rights under the Incentive Plan. This number was determined by dividing the dollar amount of US\$69,325 (converted to Australian dollars using the prevailing exchange rate on 28 September 2023 of US\$0.6429) by A\$0.401 cents, being the 10-day VWAP following the audited annual results announcement for the financial year ended 30 June 2023.

Vesting conditions

The Share Rights will vest in full on the one year anniversary of grant subject to Mr Singh's continued employment through to the vesting date.

What happens if Mr Singh's employment is terminated?

If Mr Singh's employment is terminated, he will retain his Share Rights to the extent they have already vested and will be issued Shares. To the extent Share Rights have not vested, Mr Singh will, unless determined otherwise by the Board, forfeit them for no consideration.

Additional information required by ASX Listing Rules 10.15

The additional information required by ASX Listing Rules 10.15 is set out below:

- (a) The current total remuneration package of Mr Singh is as follows:

Annual Salary (US\$)	US\$295,000 (subject to annual review)
STI and LTI	<p>Mr Singh may be eligible to participate in the Company's STI and LTI plans.</p> <p>He may receive up to 30% of his fixed annual salary (calculated inclusive of healthcare coverage – currently US\$9,737 per year) in cash and/or Share Rights under the Incentive Plan as a short-term incentive, and up to 100% of his fixed annual salary as an long-term incentive award under the Incentive Plan. The issue of equity is subject to shareholder approval.</p>

- (b) To date, the Mr Singh has been issued 530,481 options under the Incentive Plan. The options were issued for nil cash consideration but have an exercise price equal to \$0.8016 and are subject to a 3 year service condition.
- (c) The Nomination and Remuneration Committee and the Board have determined that Mr Singh should be issued Share Rights in satisfaction of his short-term incentive for the financial year ended 30 June 2023. As the Company is using equity to satisfy the short-term incentive that Mr Singh has already earned, it was considered that the form of equity issued should not require the Mr Singh to pay monetary consideration. Accordingly, Share Rights were deemed the most appropriate type of equity security to use. The use of equity securities also creates alignment between Mr Singh and the shareholders and allows the Company to conserve cash.
- (d) The Company considers that each Share Right is valued at a fair value ratio of 100% of the Company's Share trading price, which, using the 10-day VWAP following the audited annual results announcement financial year ended 30 June 2023, is \$0.401.
- (e) If shareholders approve Item 4, the Share Rights will be issued shortly following the Annual General Meeting (and in any event within 3 years after the Annual General Meeting).
- (f) Mr Singh will not pay any cash consideration for the grant of Share Rights.
- (g) The material terms of the Incentive Plan are summarised in the Annexure to this Explanatory Memorandum.
- (h) Mr Singh will not receive any loan from the Company in connection with the grant of the Share Rights.
- (i) Details of any Share Rights issued to Mr Singh under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (j) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Item 4 is approved and who are not named in this Notice of Meeting will not participate until shareholder approval is obtained under ASX Listing Rule 10.14.

Voting exclusion statement for Item 4

The Company will disregard any votes cast in favour of Item 4 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Item 4 if it is cast by:

- ☐ a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney; or

- ☐ the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the chair to vote on Item 4 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 Item 4; and
 - ☐ the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 4 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 4.

This restriction on voting undirected proxies does not apply to the Chair of the Annual General Meeting acting as proxy for a person entitled to vote on Item 4 because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board (Mr Singh abstaining) recommends that shareholders vote in favour of these resolutions.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Glossary

A\$ or \$	Australian dollars
AEDT	Australian Eastern Daylight Savings Time as observed in Melbourne, Australia
AGM, Annual General Meeting or Meeting	the meeting convened by the Notice
Auditor	PricewaterhouseCoopers ABN 52 780 433 757
Auditor's Report	the report of the Auditor in respect of the financial year ended 30 June 2023 contained in the Annual Report
Annual Report	the annual report of the Company for the financial year ended 30 June 2023
ASX	ASX Limited ACN 008 624 691
ASX Principles	ASX's Corporate Governance Principles and Recommendations (4 th edition)
Board	the board of directors of the Company
Closely Related Party	has the meaning given in the Corporations Act
Company or CurveBeam AI	CurveBeam AI Limited ABN 32 140 706 618 (ASX code: CVB)
Constitution	the Company's constitution, adopted by Shareholders on 15 August 2022
Corporations Act	<i>Corporations Act 2001</i> (Cth) (Australia)
Directors	the current directors of the Company
Directors' Report	the report of the Directors for the financial year ended 30 June 2023 contained in the Annual Report
Entitlement Time	7:00pm AEDT on Monday, 20 November 2023
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice
Financial Report	the annual financial report for the Company, and the entities that it controlled, for the financial year ended 30 June 2023
Group	the Company and its subsidiaries
IPO	the initial public offer of Shares by the Company pursuant to a replacement prospectus dated 28 July 2023.
Items	the resolutions set out in the Notice, or any one of them, as the context requires
KMP	the key management personnel of the Company, as defined by the Corporations Act
Listing Rules	the Listing Rules of the ASX
Notice or Notice of Meeting or	this notice of annual general meeting, including the sections of this notice titled "Important information", "Voting Procedures", the Explanatory Memorandum and the Proxy Form
Notice of Annual General Meeting	
Proxy Deadline	9:00am AEDT on Monday, 20 November 2023
Proxy Form	the proxy form accompanying the Notice
Share	a fully paid ordinary share in the capital of the Company

CurveBeam AI Limited

Share Registry

Computershare Investor Services Pty Limited

Shareholder

a holder of a Share

VWAP

volume weighted average price, as calculated in accordance with the Listing Rules

Annexure – Summary of material terms of Incentive Plan

Term	Description
Eligibility	Eligible employees, Directors, officers or other service providers engaged by the Group, as determined by the Board.
Types of awards	<p>The Company may grant securities or cash as incentives, subject to the terms of individual offers.</p> <p>The equity awards may be:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Plan Options are an entitlement to receive Shares subject to satisfaction of applicable conditions and payment of an applicable exercise price (if any). <input type="checkbox"/> Share Rights are an entitlement to receive Shares subject to the satisfaction of applicable conditions. <input type="checkbox"/> Shares, including Shares which are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers	Under the Incentive Plan, the Board may make offers at its discretion, subject to any requirements for Shareholder approval. The Board has the discretion to specify the terms and conditions on which it will offer incentives in individual offer documents.
Vesting	<p>The Board shall have the discretion to determine whether service or performance-based conditions (or both) must be met before awards will vest, with conditions to be specified in the relevant offer document.</p> <p>The Board shall have the discretion to waive a vesting condition or to ensure that a participant is not advantaged or disadvantaged by matters outside of management's control that materially affect the Group's performance.</p>
Issue Price	Unless the Board determines otherwise, no payment is required for a grant of a Share Right, Plan Option or Share allocated under the Plan Rules.
Exercise	<p>The Board will have the discretion to determine the exercise conditions (if any) that must be met before Plan Options and Share Rights may be exercised following vesting. Participants may elect to exercise their vested Plan Options or Rights via an exercise notice.</p> <p>Participants must pay an exercise price (if any) in order to exercise their vested Plan Options if required by the terms of the Plan Options. No amounts will be payable on exercise of Share Rights.</p> <p>In certain situations, the Board may, at its sole discretion, determine to settle the Share Rights or Plan Options in cash rather than Shares – with the cash payment equal to the value of the Shares that would be allocated to participants if Rights or Plan Options were Share-settled less any amount payable on exercise of the Share Rights or Plan Options.</p> <p>In relation to Plan Options (with an exercise price that is not nil), the Board may, on request from a participant, elect to "net settle" Plan Options on exercise.</p> <p>The Shares used to satisfy an award may be newly-issued Shares, transferred Shares or Shares allocated under an employee share trust. No employee share trust has been established as yet.</p>

	Subject to any net-settling, each vested Plan Option or Share Right will entitle the participant to one Share.
Disposal restrictions	The Incentive Plan allows for disposal restrictions to be placed on awards or Shares allocated under the Incentive Plan. The details of each participant's disposal restrictions (if any) will be included in their invitation. Any disposal restriction period may be enforced through an employee share trust or via an ASX Holding Lock (administered by the Share Registry).
Cessation of employment	Under the Incentive Plan, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee or other participant ceases employment or engagement with the Company.
Clawback	The Incentive Plan provides the Board with clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	<p>Unless the individual offer document states otherwise, on the event of a change of control, the Board may, by notice to participants, waive any vesting or exercise conditions, or determine that a vesting or exercise condition is satisfied, and the participant may notify the Company of exercise of their award, subject to the change of control event actually occurring.</p> <p>Under the Incentive Plan, a change of control will occur if:</p> <ul style="list-style-type: none"> <input type="checkbox"/> a person (together with its related bodies corporate) becomes entitled to more than 50% of the Company's issued Shares; <input type="checkbox"/> when a takeover bid is made and a person obtains voting power (as that term is defined in the Corporations Act) of more than 50% and the takeover bid has become unconditional; <input type="checkbox"/> when a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or <input type="checkbox"/> there is a sale of all or substantially all of the business and assets of the Group.
Capital reconstructions, bonus issues and pro-rata issues	<p>The Incentive Plan includes specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.</p> <p>Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise, if applicable) of their Rights or Plan Options. In the event of a bonus issue or pro-rata issue, Plan Options will be adjusted in the manner allowed or required by the Listing Rules.</p>
Life of awards	Rights and Plan Options will expire on the date that is 10 years from the relevant grant date, or any other date specified in an individual offer document.
Maximum number of securities that may be issued under Incentive Plan	The maximum number of equity securities proposed to be issued under the Incentive Plan is 35,000,000.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

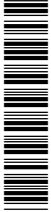


Online:

www.investorcentre.com/contact

CVB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



CurveBeam AI Limited Annual General Meeting

The CurveBeam AI Limited Annual General Meeting will be held on Wednesday, 22 November 2023 at 9:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Monday, 20 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M7XQRHA>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

CVB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Monday, 20 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of CurveBeam AI Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of CurveBeam AI Limited to be held as a virtual meeting on Wednesday, 22 November 2023 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3.1, 3.2, 3.3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 3.1, 3.2, 3.3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3.1, 3.2, 3.3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2.1 Election of Mr Robert Lilley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.2 Election of Mr Arun Singh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.3 Election of Mr Hashan De Silva as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.4 Election of Ms Kate Robb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1 Grant of Share Rights under the Omnibus Incentive Plan to Mr Rob Lilley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2 Grant of ZEPOs under the Omnibus Incentive Plan to Mr Hashan De Silva	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.3 Grant of ZEPOs under the Omnibus Incentive Plan to Ms Kate Robb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Grant of Share Rights under the Omnibus Incentive Plan to Mr Arun Singh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		
<input type="text"/>	<input type="text"/>		

