

# ASX Announcement



23 October 2023

## NOTICE OF ANNUAL GENERAL MEETING

Attached is a copy of QANTM Intellectual Property Limited's Notice of Meeting and Proxy Form, with a letter from the Chair.

The Annual General Meeting will be held as a hybrid meeting on Friday, 24 November 2023 at 10:00am AEDT. Shareholders and guests will be able to attend the meeting physically at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, or online at <https://meetnow.global/MVF7LZT> (refer to the Notice of Meeting for further details).

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**This announcement has been authorised by the QANTM Board for release through the ASX Market Announcements Platform.**

### For further information

#### Investors and Media

Craig Dower  
CEO and Managing Director

#### Company Secretary

Krista Stewart  
General Counsel and Company Secretary

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### About QANTM Intellectual Property

QANTM Intellectual Property Limited (QANTM, ASX: QIP) is the owner of a group of leading intellectual property (IP) services businesses operating in Australia, New Zealand, Singapore, Malaysia and Hong Kong under key brands Davies Collison Cave, DCC Advanz Malaysia, Davies Collison Cave Law, FPA Patent Attorneys, and Sortify.tm Ltd (including Sortify's brands – DIY Trademarks, Trademarks Online and Trademark Planet). With more than 150 highly qualified professionals, the businesses within the QANTM Group have a strong track record in providing a comprehensive suite of services across the IP value chain to a broad range of Australian and international clients, ranging from start-up technology businesses to Fortune 500 multinationals, public research institutions and universities.





# 2023 Notice of Meeting

Notice is given that the 2023 Annual General Meeting (**Meeting**) of Shareholders of QANTM Intellectual Property Limited (the **Company**) will be held on **Friday, 24 November 2023, commencing at 10:00 am (AEDT)**.

Shareholders are invited to attend the physical Meeting at the RACV City Club, Level 2, Bourke Rooms 2-3, 501 Bourke Street, Melbourne, Victoria, 3000, or virtually at <https://meetnow.global/MVF7LZT>.

Information for Shareholders on how to participate in the physical and virtual Meeting are set out in this Notice.



# Chair's Letter

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Dear Shareholder,

We are pleased to invite you to the 2023 Annual General Meeting (**Meeting**) of QANTM Intellectual Property Limited, which will be held as a hybrid meeting on Friday, 24 November 2023, at 10:00am (AEDT).

Shareholders and guests will be able to attend the Meeting physically at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, or online at <https://meetnow.global/MVF7LZT>. Shareholders and proxy holders who attend online will be able to follow proceedings, vote and ask questions in real time. Information on how to participate in the Meeting is set out in the accompanying Notice of Meeting and in the Computershare Virtual Meeting Services Online Meeting Guide which is available at: <https://qant mip.com/investor-centre-3/2023-agm/>.

We encourage you to read QANTM's 2023 Annual Report, for details on QANTM's performance and operations for the year ended 30 June 2023, in advance of the AGM.

Details on each of the Resolutions to be proposed at the Meeting are included in the Notice of Meeting and the Explanatory Notes.

The Directors recommend that Shareholders vote in favour of Resolutions 2 to 4 inclusive. Information on voting is available in the 'How to vote' section on page 13 of the Notice. If you cannot attend the Meeting, you may appoint a proxy to attend and vote on your behalf. To do this, you must appoint a proxy and lodge a proxy vote so that it is received by 10:00 am (AEDT), on Wednesday, 22 November 2023. Information on appointing a proxy is available in the 'How to vote' section on page 13 of the Notice.

We encourage Shareholders to submit questions prior to the Meeting **by 5:00pm (AEDT) on Friday, 17 November 2023**. Information on submitting questions is available in the 'How to ask questions' section on page 15 of the Notice.

For those of you who cannot join the Meeting, an archive of the webcast will be available after the Meeting at <https://qant mip.com/investor-centre-3/2023-agm/>.

The Directors and Group Executive look forward to engaging with you at our 2023 Annual General Meeting.

Yours sincerely

**Sonia Petering**  
Chair



# Business of the Meeting

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## ITEM 1

### Financial Statements and Reports

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

#### NOTES

There is no requirement for a formal resolution of Shareholders in relation to these Reports.

## ITEM 2

### Remuneration Report

To consider and, if thought fit, to pass the following as a **non-binding resolution** of the Company:

*"To adopt the Remuneration Report for the year ended 30 June 2023."*

#### NOTES

In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.

A voting prohibition applies to this resolution (see Explanatory Notes for details).

## ITEM 3

### Re-election of Director - Mr Leon Allen

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

*"That Mr Leon Allen, who, having retired as a director of the Company with effect from the end of the Annual General Meeting of the Company and being eligible for re-election, offers himself for re-election, be re-elected as a director of the Company."*

## ITEM 4

### Grant of Performance Rights to Mr Craig Dower, Chief Executive Officer and Managing Director

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

*"That for the purposes of ASX Listing Rule 11.14, sections 259B(2) and 260C(4) of the Corporations Act, Shareholders approve the grant by the Company of 357,070 performance rights to the Chief Executive Officer and Managing Director, Mr Craig Dower, under the Company's Employee Incentive Plan, on the terms specified in the accompanying Explanatory Notes."*

#### NOTES

A voting prohibition and voting exclusion statement apply to this resolution (see Explanatory Notes for details).

#### BY ORDER OF THE BOARD

**Krista Stewart**

Company Secretary  
23 October 2023



# Explanatory Notes

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These Explanatory Notes provide additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes form part of the Notice of Meeting.

## 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 for the most recent financial year will be tabled at the Meeting. The Financial Report contains the financial statements of the Company and its subsidiaries.

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

The Chair of the Meeting will allow a reasonable opportunity during the Meeting for Shareholders to ask questions on the management of the Company. Shareholders will also be given a reasonable opportunity during the Meeting to ask the Company's auditor, RSM Australia Partners (**RSM**), questions about:

- the Auditor's Report;
- the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023;
- 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 RSM in relation to the conduct of the audit.

Shareholders may submit written questions for the auditor in relation to the above matters. Written questions to the auditor must be received by the Company no later than **5.00pm (AEDT) on Friday, 17 November 2023**.

## ITEM 2

### Adoption of Remuneration Report

In accordance with section 300A of the Corporations Act, the Company has prepared a Remuneration Report for the consideration of Shareholders.

The Remuneration Report is found in the Annual Report for the year ended 30 June 2023.

As provided by section 250R(3) of the Corporations Act, the resolution on this Item of business is advisory only and does not bind the Board or the Company. However, the Directors will take into account the discussion on this Item of business and the outcome of the vote when considering future remuneration arrangements for Directors and senior executives.

Shareholders will have an opportunity to ask questions about the Remuneration Report during the Meeting.

#### **Board Recommendation**

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of this resolution.





# Explanatory Notes (cont.)

## VOTING PROHIBITION

As required by sections 250BD and 250R of the Corporations Act, the Company will disregard any votes cast by a person on Item 2, where the votes were cast by or on behalf of any member of the Company's Key Management Personnel named in the Remuneration Report for the year ended 30 June 2023 or a Closely Related Party of any such member, unless the person:

- votes as a proxy appointed by a person entitled to vote by writing that specifies how the person is to vote on the resolution; or
- is the Chair of the Meeting, is appointed as a proxy and that appointment expressly authorises the Chair to vote on the resolution even though the resolution is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote as the Chair determines (in which case the Chair will vote **IN FAVOUR** of this Item 2)

## ITEM 3

### Re-election of Director – Mr Leon Allen

**Leon Allen** BSC (Hons), Patent Attorney, MAICD

Item 3 deals with the re-election of Mr Leon Allen, who was appointed as a non-executive director of the Company on 1 July 2020 and last re-elected as a director at the 2020 Annual General Meeting, which was held on 27 November 2020.

In accordance with the ASX Listing Rules and the Company's Constitution, an election of Directors must be held at each Annual General Meeting. Under clause 64.1 of the Company's Constitution, the Director to retire will be the Director who has been longest in office since their last election.

Leon is required to retire in accordance with clause 64.1 of the Company's Constitution and, being eligible, he is standing for re-election at the Meeting.

Leon served as the Company's Chief Executive Officer and Managing Director from May 2016 to 13 January 2020. Prior to acting as the Company's inaugural Chief Executive Officer and Managing Director, Leon was the Managing Partner of Davies Collison Cave (DCC) and Chairman of the firm's management board from 2011 to 2016. Leon joined DCC in 1995 and has worked as a patent attorney since 1981.

Leon is a past president of The Institute of Patent and Trade Marks Attorneys of Australia having served on its Council from 1992 to 2013. Leon has served two terms on the Advisory Council on Intellectual Property to the Federal Government, the second as Chair. Leon is a Fellow of the International Federation of Patent Attorneys Academy of Education, teaching patent drafting in Europe and a Senior Fellow of the University of Melbourne, and a Distinguished Fellow of the Institute of Patent and Trade Marks Attorneys of Australia.



# Explanatory Notes (cont.)

If elected, the Board considers Mr Allen to be an independent Director.

Mr Allen has confirmed that he will have sufficient time to fulfil his responsibilities as a Non-executive Director of the Company.

## Board Recommendation

The Board (other than Mr Allen) supports the re-election of Mr Allen, and unanimously recommends that Shareholders vote **IN FAVOUR** of the resolution.

## Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies **IN FAVOUR** of Item 3.

## ITEM 4

### Grant of Performance Rights to Craig Dower, Chief Executive Officer and Managing Director

#### General

The Company is seeking the approval of Shareholders to award 357,070 performance rights (**Rights**), to the Chief Executive Officer and Managing Director, Mr Craig Dower, under the Company's Employee Incentive Plan. These Rights comprise his long-term incentive opportunity under his Executive Service Agreement (**ESA**) with the Company. The Board supports a proportion of senior executive remuneration being in the form of long term incentives and in the form of equity, in order to increase alignment of the interests of senior

executives with the interests of the Company and its shareholders.

Each Right is valued at \$0.9802, being the volume weighted average price for QANTM shares traded on the ASX in the five trading days after the "ex dividend" date in September 2023, rounded up to the nearest whole cent.

Some or all of these Rights may vest as Shares, subject to the satisfaction of performance measures detailed below and subject also to continued service over a three year performance period.

#### Shareholder approval under ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Mr Dower is a Director of the Company, and the issue of Rights to him falls within ASX Listing Rule 10.14.1 and therefore requires the approval of the Shareholders.



# Explanatory Notes (cont.)

Item 4 seeks the required Shareholder approval under ASX Listing Rule 10.14 for the grant of the Rights to Mr Dower, and any consequential issue of Shares to, or acquisition of Shares on behalf of, Mr Dower under the Employee Incentive Plan, and if the resolution for this Item 4 is passed by way of an ordinary resolution, then the Rights issued to Mr Dower, and any subsequent issue of Shares to, or acquisition of Shares on behalf of, Mr Dower will not require approval under ASX Listing Rule 10.11 and will not be counted towards the Company's placement capacity under ASX Listing Rule 7.1. If the Resolution is not passed, the Company will not be able to proceed with the award of Rights to Mr Dower under the Incentive Plan.

It is noted that any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule. Other than Mr Dower, no other persons referred to in ASX Listing Rule 10.14 (including the Directors and associates of Directors) have received securities under the Employee Incentive Plan since its adoption upon ASX listing of the Company in August 2016 or approval at the 2019, and 2022 Annual General Meetings of the Company.

## Timing for issue of the Rights

It is proposed that the Rights would be issued within one month of the date of this Meeting.

## Details of Craig Dower's Remuneration

Mr Dower's current total remuneration package is comprised of fixed remuneration, at risk short-term incentives, and at risk long-term incentives, as set out below.

### Fixed remuneration

Mr Dower's total fixed remuneration is \$700,000 per annum, inclusive of superannuation.

### Short-Term Incentives

Mr Dower has the opportunity each year to earn a short-term incentive (STI) up to a maximum value equal to 50% of his total fixed remuneration, subject to performance metrics to be determined by the QANTM Board with respect to each QANTM financial year. With respect to FY23, the STI was subject to achievement of Key Performance Indicators (KPIs) approved by the Board based on a combination of Company financial performance (50% weighting) and achievement of individual KPIs based on strategic initiatives (50% weighting).

The QANTM Board of Directors retains a discretion to vary or cancel short-term incentive payments to Mr Dower. The value of the STI payments received by Mr Dower since commencement of employment with the Company have been disclosed in the Directors Report in the Annual Reports for 2021, 2022 and 2023 respectively, and are detailed in the table below.

STI PAYMENTS BY REPORTING PERIOD			
NAME	FY23	FY22	FY21
Mr Craig Dower	\$124,250	\$81,250	\$269,480





# Explanatory Notes (cont.)

## **Long-Term Incentive**

The terms of Mr Dower's Executive Service Agreement with the Company (the ESA) entitle Mr Dower to an annual LTI opportunity equal to 50% of Mr Dower's Total Fixed Remuneration. The first LTI awarded to Mr Dower was comprised of a grant of 570,174 performance rights approved at, and issued subsequent to, the 2021 AGM (refer Item 4 of the Notice of Meeting for the 2021 AGM, issued 22 October 2021, available at this link: <https://qantmip.com/wp-content/uploads/2021/11/2021-Notice-of-Meeting.pdf>).

No consideration was payable by Mr Dower on vesting.

Each of those performance rights was valued at \$1.14. Of these, 285,087 rights lapsed in August 2023.

The second LTI awarded to Mr Dower was comprised of a grant of 350,000 performance rights approved at, and issued subsequent to, the 2022 AGM (refer Item 6 of the Notice of Meeting for the 2022 AGM, issued 31 October 2022, available at this link: <https://qantmip.com/wp-content/uploads/2022/10/2022-10-31-QANTM-2022-NOM-and-Proxy-Form.pdf>). Each of those performance rights was valued at \$1.00. None of those performance rights have vested to date.

## **FY24 Long-Term Incentive**

It is proposed that Mr Dower receive a grant of 357,070 performance rights, with a total face value of \$350,000.

Each Right is valued at \$0.9802, being the volume-weighted average price of QANTM Shares traded on the ASX over the 5- business day period after the Shares went ex-dividend following the declaration of the final dividend for QANTM for FY23, rounded up to the nearest whole cent.

Subject to performance against the performance hurdles detailed below, each Right would vest as one Share on the day after the Company releases its audited full year results for the 2026 Financial Year. The Rights proposed to be granted to Mr Dower are valued on the same basis as those granted in FY24 to four other QANTM executives, and the performance hurdles based on compound annual growth in earnings per Share are also aligned with Rights granted in FY24 to the four other QANTM executives. No consideration is payable by Mr Dower upon vesting of any Rights as Shares. The details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

## **LTIP Performance Hurdles**

The vesting of the Rights is subject to a performance hurdle based on compound annual growth rate (CAGR) of earnings per share (EPS) for QANTM Shares, measured over a 3 year period (the Performance Period), as well as continued employment until the vesting date. The Performance Period commences on 1 July 2023 and ends on 30 June 2026. The performance hurdle operates as set out in the following table, where Target EPS CAGR is 5%, and Maximum EPS CAGR is 15%.

CAGR of EPS over the Performance Period	The percentage of the Performance rights that vest
Below Target CAGR of 5%	Nil
At Target CAGR of 5%	50%
Between Target and Maximum CAGR of 5% to 15%	Straight line pro rata vesting between 50% and 100%
At or above Maximum CAGR of 15%	100



# Explanatory Notes (cont.)

## Employee Incentive Plan

It is intended that the performance rights are to be issued under the Employee Incentive Plan. A summary of the key terms of the plan is set out in Table 1 on pages 11 and 12 of this Notice.

QANTM Securities previously issued to Mr Dower under the Employee Incentive Plan (EIP)	
FY20	<p><b>Allocation</b> 295,050 Performance Rights issued on 23 June 2020</p> <p><b>Value</b> Each Right valued at \$1.35570 (based on the volume weighted average selling price of QANTM's shares over the 5 ASX trading days immediately preceding the date of commencement of Mr Dower's employment on 13 January 2020), giving a total value of just under \$400,000 in total. No consideration was paid by Mr Dower for the issue of the Rights.</p> <p><b>Vesting</b> 59,101 Rights vested in March 2021 88,515 Rights vested in May 2022 147,525 Rights vested in February 2023</p>
FY21	<p><b>Allocation</b> 570,174 Performance Rights issued on 8 December 2021 comprising:</p> <ul style="list-style-type: none"> <li>• 285,087 Performance Rights for the performance period concluding on 30 June 2023</li> <li>• 285,087 Performance Rights for the performance period concluding on 30 June 2024</li> </ul> <p><b>Value</b> Each Right valued at \$1.14 No consideration was payable by Mr Dower on vesting</p> <p><b>Approval</b> Shareholder approval obtained at the 2021 AGM</p> <p><b>Lapsed</b> 285,087 Performance Rights lapsed in August 2023</p> <p><b>Vesting</b> 285,087 Performance Rights have not yet been assessed and will be assessed in August 2024</p>
FY22	<p><b>Allocation</b> 350,000 Performance Rights issued on 1 December 2022 for the performance period concluding on 30 June 2025</p> <p><b>Value</b> Each Performance Right valued at \$1.00</p> <p><b>Approval</b> Shareholder approval obtained at the 2022 AGM</p> <p><b>Vesting</b> These Performance Rights have not yet been assessed and will be assessed in August 2025</p>

## Other matters

### Related Party Benefit

Mr Dower is a Director of the Company and therefore a related party of the Company by virtue of section 228(2) of the Corporations Act.

Approval is not being sought under the related party provisions (Chapter 2E) of the Corporations Act. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of Shareholders, or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

One relevant exception to the general rule is where the provision of the financial benefit is considered to constitute reasonable remuneration given the circumstances of the Company and Mr Dower's role and responsibilities. The Directors consider that the financial benefit that is inherent in the Rights proposed to be granted pursuant to this Item 4 comprises reasonable remuneration, and accordingly does not consider that the Company is required to seek additional Shareholder approval under Chapter 2E of the Corporations Act.



# Explanatory Notes (cont.)

## Termination benefits

The Corporations Act prescribes that shareholder approval must be obtained before the Company can give a person a “benefit” in connection with the person’s retirement from a managerial or executive office. Under the Employee Incentive Plan, where a participant ceases to be an employee of the Company (other than in prescribed circumstances) all unvested performance rights held by that participant will lapse.

In circumstances where the reason for that participant ceasing employment is because of death, total and permanent disability, retirement or redundancy the Board has discretion as to how unvested performance rights are treated. In the context of exercising this discretion, providing Securities to the person may constitute a termination benefit regulated by Part 2D.2 of the Corporations Act. The value of the benefit received will be the market price of the shares that are received following the exercise of the vested performance rights.

## Board Recommendation

The Board, with Mr Dower abstaining, recommends that Shareholders vote **IN FAVOUR** of this resolution.

## VOTING PROHIBITION

A person appointed as a proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the key management personnel (KMP) of Company, if:

- the person is a member of the KMP of the Company; or a closely related party of a member of the KMP for the Company; and
- the appointment does not specify the way the proxy is to vote on the resolution.

## VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Item 4 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

Accordingly, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Dower, or an associate of Mr Dower, being the only persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in this employee incentive scheme.

However, this does not apply to a vote cast in favour of the resolution 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.



# Explanatory Notes (cont.)

**TABLE 1: - Summary of terms of the Employee Incentive Plan (EIP)**

OVERVIEW	<p>The Employee Incentive Plan establishes two incentive schemes, the “Exempt Shares Scheme” and the “Rights Scheme”, which involve, respectively the issue to eligible participants of Shares or rights to acquire or have issued a Share.</p>
DECISIONS	<p>A range of key decisions with respect to the operation of the Employee Incentive Plan are reserved to a <b>Plan Committee</b>, which is defined as the committee of the Board to which power to administer the Employee Incentive Plan has been delegated or if there has been no delegation, the Board. The People, Remuneration and Culture Committee (<b>PRCC</b>) is a committee of the Board to which, as set out in its Charter, among other things, the Board has delegated the role of reviewing and making recommendations to the Board on the payments under executive incentive plans and any equity based plan, including performance hurdles.</p> <p>With respect to the Employee Incentive Plan, the PRCC acts as the Plan Committee, to the extent of administering the Employee Incentive Plan, with its recommendations subject to approval by the Board.</p> <p>The Employee Incentive Plan rules provide that the Board may at any time resolve to amend all or any of the provisions of the Employee Incentive Plan rules.</p>
ELIGIBLE PARTICIPANTS	<p>The Plan Committee may from time to time make offers to participate in the Employee Incentive Plan to <b>Eligible Employees</b>, being:</p> <ul style="list-style-type: none"> <li>• employees or directors of the Company or its related bodies corporate (the <b>Group</b>),</li> <li>• service providers to the Group that the Plan Committee determine to be employees for the purposes of the Employee Incentive Plan, or</li> <li>• such individuals or entities that are “associates” (as that expression is defined in section 318 of the Income Tax Assessment Act 1936 (Cth)), of any of the foregoing groups that the Plan Committee determine to be employees for the purposes of the Employee Incentive Plan.</li> </ul>
EMPLOYEE INCENTIVE PLAN LIMIT	<p>Unless the Board determines otherwise, the Company may not issue under the Employee Incentive Plan:</p> <ul style="list-style-type: none"> <li>• rights to an Eligible Employee if the total number of Shares that would be issued under the exercise of the rights, when aggregated with the number of Shares which could be issued under each outstanding offer or grant with respect to Shares or rights to acquire unissued Shares made during the previous three years under the Employee Incentive Plan or any other employee, executive or management share scheme of the Company, would exceed 5% of the total number of issued Shares at that time; or</li> <li>• Shares to an Eligible Employee if the total number of Shares in the Company that would be issued, when aggregated with the number of Shares which could be issued under each outstanding offer or grant with respect to Shares or rights to acquire unissued Shares made during the previous three years under the Employee Incentive Plan or any other employee, executive or management share scheme of the Company, would exceed 5% of the total number of issued Shares at that time.</li> </ul>



# Explanatory Notes (cont.)

**TABLE 1: - Summary of terms of the Employee Incentive Plan (EIP) (cont.)**

<p><b>EXERCISE PRICE</b></p>	<p>The Plan Committee has the discretion under the Employee Incentive Plan to set an exercise price applying with respect to the conversion of rights into Shares in the Company. With respect to rights previously issued under the Employee Incentive Plan, no exercise price has been imposed, with the only performance conditions being time and continued service.</p> <p>With respect to the proposed issue to Mr Dower of the FY23 Rights the subject of this Item 4, no exercise price will be imposed with respect to the conversion of the Rights into Shares.</p>
<p><b>VESTING CONDITIONS</b></p>	<p>With respect to an issue of rights, the Plan Committee has discretion to set conditions which must be satisfied, and the period over which they must be satisfied in order for rights to be exercised and the corresponding Shares to be issued. The relevant vesting conditions may vary between grants.</p> <p>The Plan Committee may at its discretion, vary, reduce or waive all or any vesting conditions, including due to a change of control event, which is defined to include the Board recommending that Shareholders either accept a takeover bid for the Company, or approve or vote in favour of a scheme of arrangement for the takeover of the Company.</p> <p>Note that in the Executive Service Agreement between the Company and Mr Dower, the Company has agreed that, provided such action is not prohibited by law, where a change of control event occurs the Board will exercise its discretion to determine that Mr Dower's unvested long term incentive awards will vest in full in accordance with the terms of the Employee Incentive Plan.</p>
<p><b>LAPSE OF RIGHTS</b></p>	<p>Unless otherwise specified in the vesting conditions or determined otherwise by the Plan Committee, a right (whether vested or unvested) lapses on the earlier of:</p> <ul style="list-style-type: none"> <li>• its specified expiry date,</li> <li>• the date on which the Plan Committee determines that the right should lapse because the participant, in the Plan Committee's opinion: has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the participant without notice; or has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or one of its related bodies corporate; or has done an act which brings the Group or any body corporate within it into disrepute;</li> <li>• the date on which the participant otherwise ceases employment (other than due to the occurrence of an event such as death or total and permanent disablement, or where the participant's role is made redundant).</li> </ul> <p>In the Executive Service Agreement between the Company and Mr Dower, it has been agreed that unvested performance rights comprised in the initial allocation of "sign-on" performance rights issued on 23 June 2020 will not lapse if employment ceases as a result of the Company giving notice of termination of employment for reasons other than the usual grounds for summary dismissal (serious misconduct etc.).</p>
<p><b>RESTRICTIONS ON DEALINGS IN SHARES</b></p>	<p>The Plan Committee has discretion under the Employee Incentive Plan to impose trading or other restrictions on Shares issued to an executive pursuant to the Employee Incentive Plan, including shares issued or transferred upon vesting of a right. A participant will forfeit any right or interest in Shares or rights, during a period to which trading restrictions apply, if the Board determines that the participant has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or one of its related bodies corporate.</p>





# How to Vote

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## ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at **7:00pm (AEDT) on Wednesday, 22 November 2023** (the **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 participate in and vote at the Meeting.

## VOTING AT THE MEETING AND APPOINTMENT OF PROXIES

Voting on all Items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders may vote at the Meeting in either of two ways:

- during the Meeting, while participating in the physical Meeting, or virtually through the Computershare online platform; or
- by appointing one or two proxies prior to the deadline of **10:00 am (AEDT) on Wednesday, 22 November 2023**. Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend the meeting online.

### Appointment of one or two proxies

A Shareholder who is entitled to participate in and vote at the Meeting is entitled to appoint a proxy to participate in the meeting and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies:

- The Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise.
- If the specified proportion or number of votes exceeds that to which the Shareholder is entitled, each proxy may exercise half of the Shareholder's votes.
- If no proportion or number of votes is specified, 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. Shareholders can appoint a proxy in the following ways:

- **Online** at [www.investorvote.com.au](http://www.investorvote.com.au) (by following the instructions set out on the website); or
- **By post** to Computershare Investor Services Pty Limited (**Computershare**) at GPO Box 242, Melbourne Vic 3001; or
- **By fax** to Computershare on 1800 783 447 (if sent from inside Australia) or +61 3 9473 2555 (if sent from outside Australia); or
- **By hand delivery** to Computershare at 452 Johnston Street, Abbotsford, VIC, 3067

Custodians may lodge their Proxy Forms online by visiting <https://www.intermediaryonline.com>.



# How to Vote (cont.)

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Subject to the specific proxy provisions applying where a Shareholder appoints the Chair of the Meeting as proxy (see below), if a Shareholder has not directed their proxy how to vote, then the proxy may vote as the proxy determines.

## Proxy Voting by the Chair

With respect to Item 2 (Remuneration Report) and Item 4 (Grant of Performance Rights to Craig Dower, Chief Executive Officer and Managing Director), if the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 and/or Item 4 (by marking the appropriate box directing the Chair to vote "For" or "Against", or to "Abstain"), then, as stated on the Proxy Form, the Shareholder will be taken to be authorising the Chair to vote **IN FAVOUR** of Items 2 and/or 4 (as applicable), even though Items 2 and 4 are connected directly or indirectly with the remuneration of Key Management Personnel.

With respect to all other Items of business, 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 Chair intends to vote all such undirected proxies **IN FAVOUR** of the resolutions in the Notice of Meeting.

## Deadline for submission of Proxy Forms and online appointment of proxies

To be effective, the Proxy Form must be completed, signed and submitted with the Company's share registry, or appointment of a proxy must be completed through the [www.investorvote.com.au](http://www.investorvote.com.au) online facility, **no later than** 10:00 am (AEDT) on Wednesday, 22 November 2023 (the **Proxy Deadline**).

## Proxy Forms signed by attorneys

If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or delivered by hand, and must be received by the Company's share registry before the Proxy Deadline.

## CORPORATE REPRESENTATIVES AND CORPORATE PROXIES

Bodies corporate who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

QANTM requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing appointment to Computershare by **10:00 am (AEDT) on Wednesday, 22 November 2023**.

A suitable form of authorisation may be obtained by calling Computershare on 1300 850 505 (within Australia), or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) (select "Printable Forms").



# How to ask questions

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## SHAREHOLDERS' QUESTIONS PRIOR TO THE MEETING

Questions from Shareholders are important. Shareholders who would like to ask the Chair, Board or management questions, are strongly encouraged to do so in writing before the Meeting.

Shareholders may also submit written questions to the Company's Auditor, RSM, in advance of the Meeting, provided the question is relevant to the conduct of the audit or the content of the Auditor's Report. The Auditor will also participate in the Meeting.

All written questions must be received no later than the fifth business day before the Meeting, **by 5:00pm (AEDT) on Friday, 17 November 2023**. Any questions may be sent to the Company by email to [investor.relations@qantmip.com](mailto:investor.relations@qantmip.com)

## SHAREHOLDERS' QUESTIONS DURING THE MEETING

During the Meeting, Shareholders will have a reasonable opportunity to ask questions relating to the items of business. Online participants can ask questions in writing via the Computershare virtual Meeting services platform at <https://meetnow.global/MVF7LZT> or verbally via the dial in facility – details of which will be made available within the platform.

Shareholders will also be able to ask questions of the external auditor, RSM, who will participate in the Meeting. Any questions during the Meeting to RSM must be in relation to:

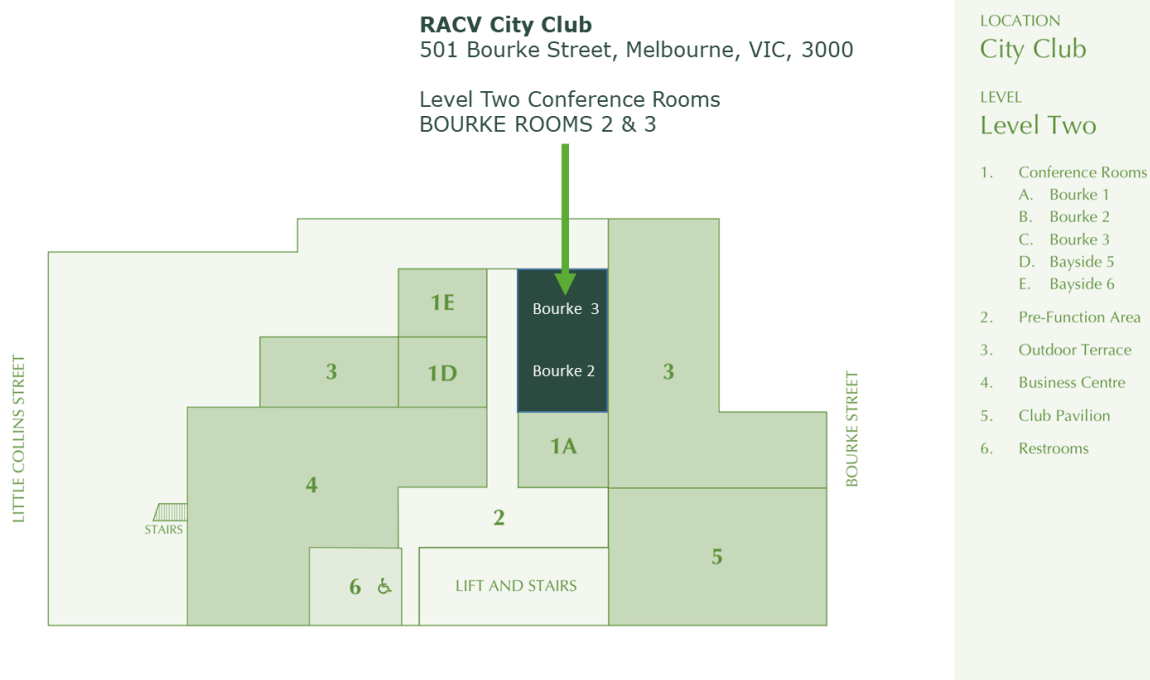
- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.



# How to attend the AGM physically

## VENUE LOCATION

Shareholders can participate in the Meeting, ask questions and vote in person at the RACV City Club, Level 2, Bourke Rooms 2-3, 501 Bourke Street, Melbourne, Victoria. 3000.



## ACCESSIBILITY

All areas of the RACV Club are fitted with a lift or ramp and bathrooms are designed for accessibility with sufficient space to allow walking aids and wheelchairs.

## TRANSPORT OPTIONS

### Train

The Southern Cross train station is approximately 900 metres from the building. For train timetables and further information visit [www.metrotrains.com.au](http://www.metrotrains.com.au)

### Tram

Yarra Trams operates a service from Bourke Street to Spencer Street every 10 minutes. For further information visit [www.yarratrams.com.au](http://www.yarratrams.com.au)

### Parking

Public parking is available at the RACV City Club. The car park entrance is located on New Chancery Lane. Collect a ticket at the entry point. Payment stations are located on Chancery Lane, B1, B2 and B3 levels, with payment for parking required before returning to your vehicle and scanning of ticket at departure. For further details visit <https://www.racv.com.au/travel-leisure/racv-club/city-club/facilities/car-park.html>



# How to attend the AGM virtually

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Participating virtually will enable Shareholders to listen to the Meeting, view the proceedings and presentations via video, ask questions of the Board and Auditor and vote in real-time on Items of business.

Shareholders can participate in the Meeting once they have registered their attendance on the Computershare Virtual Meeting Services platform.

Online registration for the Meeting will open at 9.30am (AEDT) on Friday, 24 November 2023, 30 minutes before the Meeting commences.

To participate in the Meeting virtually, you can log into the Meeting from your computer, smart phone or tablet, by entering <https://meetnow.global/MVF7LZT> into your browser.

You will need internet access and the latest version of the Chrome, Firefox, Edge or Safari. Please ensure your browser is compatible.

Once you have selected one of the options above, you will need the following information to participate in the Meeting:

- the Meeting ID which is <https://meetnow.global/MVF7LZT>
- your username, which is your Shareholder Reference Number (**SRN**) or Holder Identification number (**HIN**); and
- your password, which is the postcode registered on your holding if you are an Australian Shareholder; or for Shareholders whose shareholding is registered at an address outside Australia, is the country in which the address for their registered shareholding is located (the country can be selected from a "drop down" list).

Further information about how to log in to the Computershare Online Meeting platform, to register for the Meeting, and to participate in the Meeting as a Shareholder, is available in Computershare Virtual Meeting Services Online Meeting Guide which is available on our website at <https://qant mip.com/investor-centre-3/2023-agm/>

## Proxyholders need to obtain separate login from Computershare

Proxyholders will need to contact Computershare, on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details to participate virtually during the AGM.

## TECHNICAL DIFFICULTIES

Technical difficulties may arise during the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where considered appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10:00 am (AEDT) on Wednesday, 22 November 2023 even if they plan to attend the Meeting in-person or virtually.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, QANTM will provide an update on its website and the ASX platform to communicate the details of any postponement or adjournment of the Meeting to Shareholders. If it becomes necessary to make further alternative arrangements for holding the Meeting, we will give Shareholders as much notice as practicable with further information being made available on QANTM's website at [www.qant mip.com](http://www.qant mip.com)



# Glossary

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**AEDT** means Australian Eastern Daylight Time as observed in Sydney, Australia.

**2023 Annual Report** means the Company's annual report including the reports of the Directors and the auditor and the annual financial report of the Company for the year ended 30 June 2023, which can be downloaded from the Company website at [www.qantmp.com](http://www.qantmp.com).

**Annual General Meeting or Meeting or AGM** means the Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by this Notice.

**Associate** has the same meaning as that under the Corporations Act.

**ASIC** means Australian Securities & Investments Commission

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of ASX.

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

**CEO** means the Chief Executive Officer and Managing Director of the Company.

**Chair** means the Chair of the Meeting, being the Chair of the Board, or such other Director who chairs the Meeting from time to time.

**Closely Related Party** has the meaning defined in section 9 of the Corporations Act.

**Company** or **QANTM** means QANTM Intellectual Property Limited (ACN 612 441 326).

**Computershare online platform** means the online facility operated by Computershare that enables Shareholders to participate in the Meeting using their computer.

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

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Employee Incentive Plan (EIP)** means the Company's Employee Incentive Plan, which was put in place from the Company's ASX listing in August 2016, the extension of which was approved by shareholders at the Company's 2019 and 2022 AGM's.

**Equity Securities** has the meaning given to that term in the ASX Listing Rules.

**Explanatory Notes** means the explanatory notes accompanying the Notice.

**FY23** means the Company's financial year from 1 July 2022 to 30 June 2023.

**Items** means the resolutions set out in the Notice, and **Item** means any one of them, as the context requires.

**Key Management Personnel (or KMP)** has the meaning defined in section 9 of the Corporations Act.

**Meeting** means the annual general meeting of the Company, convened by this Notice.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the Explanatory Notes.

**Proxy Deadline** means 10am AEDT on Wednesday, 22 November 2023, being the deadline for proxies to be received by the Company's Share Registry, Computershare.

**Proxy Form** means the proxy form used to appoint a proxy, which can be completed online at [www.investorvote.com.au](http://www.investorvote.com.au) or obtained from the Company's Share Registry, Computershare.

**QANTM** means QANTM Intellectual Property Limited (ACN 612 441 326).

**Remuneration Report** means the remuneration report set out in the Directors' Report in the Company's Annual Report for FY23.

**RSM** means RSM Australia Partners, the Company's external Auditor.

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

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

**Virtual AGM Online Guide** means the guide made available on the QANTM website to assist Shareholders to participate in the Meeting.



**QANTM Intellectual Property Ltd**

ACN: 612 441 326

**Registered Office:**

Level 15, 1 Nicholson Street, Melbourne, VIC, 3002  
GPO Box 4387, Melbourne, VIC, 3001

E: [investor.relations@qantmip.com](mailto:investor.relations@qantmip.com)  
T: +61 3 9254 2666  
F: +61 3 9254 2770



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

# QANTM Intellectual Property Limited

ACN 612 441 326

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

QIP

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

## QANTM Intellectual Property Ltd: 2023 Annual General Meeting (AGM)

Dear Shareholder,

We are pleased to invite you to participate in QANTM's 2023 Annual General Meeting which will be held as a hybrid meeting at 10:00am (AEDT) on Friday, 24 November 2023.

The Notice of Annual General Meeting, Proxy Form and 2023 Annual Report have been lodged with the ASX today and are available on the Company's website at <http://qant mip.com/investor-centre-3/2023-agm>, along with up-to-date meeting information and an online meeting reference guide.

We encourage you to read QANTM's 2023 Annual Report, which details QANTM's performance and operations for the year ended 30 June 2023, in advance of the AGM.

The links below will take you to the appropriate websites at which you can lodge a proxy, access the Notice of Meeting and other relevant documents, watch the webcast and participate in the AGM on 24 November 2023.



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Wednesday, 22 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/MVF7LZT>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
the RACV City Club, Level 2, Bourke Rooms 2-3, 501 Bourke Street, Melbourne, Victoria 3000

We look forward to engaging with shareholders at our 2023 Hybrid AGM.

Yours sincerely,

**Sonia Petering**  
Chair

QANTM Intellectual Property Limited

# QANTM Intellectual Property Limited

ACN 612 441 326



QIP

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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Wednesday, 22 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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 QANTM Intellectual Property Limited hereby appoint

the Chair of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 QANTM Intellectual Property Limited to be held at the RACV City Club, Level 2, Bourke Rooms 2-3, 501 Bourke Street, Melbourne and online on Friday, 24 November 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

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

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2 and/or 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr Leon Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Grant of Performance Rights to Mr Craig Dower, Chief Executive Officer and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

### Update your communication details (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

