



**THIS IS AN IMPORTANT DOCUMENT**

**AND REQUIRES YOUR ATTENTION**

If you are in doubt as to how to deal with it,  
please consult your financial or other professional adviser.



**TRAFFIC TECHNOLOGIES LTD**

ACN 080 415 407

**NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS  
INCORPORATING EXPLANATORY MEMORANDUM  
AND PROXY FORM**

**DATE OF MEETING**

Wednesday 29 November 2023

**TIME OF MEETING**

10.00 a.m. (AEDT)

**VIRTUAL MEETING**

The meeting will be held virtually via the Zoom Video Communications online platform

**If you are unable to attend the Annual General Meeting of Members, please complete the Proxy Form and return it in accordance with the instructions set out in that form.**

## LETTER TO SHAREHOLDERS

27 October 2023

Dear Shareholder,

Enclosed with this letter are the Notice of Annual General Meeting (**Notice**) and Explanatory Memorandum detailing the proposed Resolutions for consideration by Shareholders. Shareholders should consider all of this material before determining how they will vote at the Annual General Meeting.

Further to a resolution passed at the 2022 AGM amending the Company's Constitution to permit virtual meetings, the Company has made the decision to hold the Annual General Meeting as a fully virtual meeting. The meeting will take place on Wednesday, 29 November 2023 commencing at 10.00am (AEDT).

### **PARTICIPATION AT THE VIRTUAL MEETING**

All Shareholders will have the opportunity to participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

The Meeting will be broadcast via the Zoom Video Communications online platform.

If you wish to watch and attend the virtual AGM, you must register with the Secretary, Peter Crafter at [peter.crafter@trafficltd.com.au](mailto:peter.crafter@trafficltd.com.au) at least 24 hours prior to the meeting. You will then be sent a link to the Meeting webcast.

### **VOTING OPTIONS**

#### *Direct voting online during the Meeting*

Due to the virtual nature of the Meeting, Computershare, the Company's Share Registry will be facilitating voting during the Meeting. If you wish to cast your vote during the meeting you will need to visit:

<https://meetnow.global/MWVH5WG> on your desktop or mobile device. Ensure that your browser is compatible. You will need the latest version of Chrome, Safari, Edge or Firefox

Detailed instructions on how to vote online are set out in the "How to Vote" section of this Notice and the "Online Voting Guide" located on page 7 of this Notice.

If you have any questions, or need assistance with the online process, please contact Computershare on 9415 4024 during the online registration period which will open 30 minutes before the start of the meeting.

If you are unable to attend the Annual General Meeting, you are urged to complete the attached Proxy Form and return it, marked attention to the Secretary, so that it is received not later than 10.00 a.m. (AEDT) on Monday 27 November 2023:

**By facsimile** within Australia 1800 783 447 (or from outside Australia +61 3 9473 2555)

**By mail to:** *Computershare Investor Services Pty Limited*  
*GPO Box 242 Melbourne Vic 3001*

**By hand to:** *Computershare Investor Services Pty Limited*  
*"Yarra Falls" 452 Johnston Street Abbotsford Vic 3067*

**Via our online facility:**

Please visit [www.investorvote.com.au](http://www.investorvote.com.au) to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Shareholders are strongly encouraged to lodge a proxy form to vote at the Meeting at least 48 hours before the Meeting.

### **QUESTIONS**

We will provide an opportunity to ask questions at the Meeting however there may be connectivity and other issues during the video conference. Accordingly, we recommend that any Shareholder questions be submitted in advance of the meeting. They should be sent to the Secretary, Peter Crafter at [peter.crafter@trafficltd.com.au](mailto:peter.crafter@trafficltd.com.au) by 5.00 pm on 27 November 2023.

The enclosed Notice and Explanatory Memorandum contain details of the ordinary business of the Company, of receiving the financial report of the Company for the year ended 30 June 2023, the election of directors, the approval of the Remuneration Report and the ratification of a prior issue of shares.

Further details of the Resolutions in the Notice of Annual General Meeting are contained in the Explanatory Memorandum that accompanies the Notice. The Explanatory Memorandum should be read together with, and forms part of, the Notice.

Yours faithfully

**Mark Hardgrave**  
**Chairman**  
**Traffic Technologies Ltd**

**TRAFFIC TECHNOLOGIES LTD**  
**ACN 080 415 407**  
**NOTICE OF 2023 ANNUAL GENERAL MEETING OF MEMBERS**

Notice is hereby given that the Annual General Meeting (**Meeting**) of the members of Traffic Technologies Ltd (ABN 21 080 415 407) (**Company** or **Traffic Technologies**) (**Members**) will be held virtually on Wednesday 29 November 2023 at 10.00 a.m. (AEDT) for the purpose of considering the items of business in this Notice of Annual General Meeting (**Notice**).

An Explanatory Memorandum containing information relevant to the following Resolutions and a Proxy Form accompany this Notice.

**AGENDA**

**ORDINARY BUSINESS**

**A. Financial Statements and Reports**

To receive and consider the Financial Report, Director's Report and Auditor's Report on the Company and its controlled entities for the financial year ended 30 June 2023.

To receive Members' questions and comments on the management of the Company.

**B. Ordinary Resolutions**

**Resolution 1: Re-election of Mr. Mark Hardgrave as a Director**

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

*"That Mr. Mark Hardgrave, who retires by rotation as a Director of the Company at this Annual General Meeting in accordance with clause 15.3 of the Company's Constitution, be re-elected as a Director of the Company."*

**Resolution 2: Election of Mr. Luke Donnellan as a Director**

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

*"That Mr. Luke Donnellan, who is eligible and who has consented to act, be appointed as a Director of the Company in accordance with clause 15.1(b) of the Company's Constitution."*

**Resolution 3: Approval of Remuneration Report**

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

*"That the Remuneration Report set out in the Company's Annual Report for the financial year ended 30 June 2023 be approved by the Members."*

Members should note this Resolution is advisory only and does not bind the Directors or the Company. Members should refer to the Explanatory Memorandum accompanying this Notice for more information.

**Voting exclusion:**

The Company will disregard any vote cast on Resolution 2 by, or on behalf of:

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person (**Voter**) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the Voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

#### **Resolution 4: Ratification of prior issue of Shares**

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

*"That, for the purposes of Listing Rule 7.4 and all other purposes, Members ratify and approve the issue to Australian institutional and sophisticated investor clients of Dolphin Corporate Investments Pty Ltd of 35,500,000 Shares at an issue price of \$Nil per Share, which were issued on 8 March 2023 on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting exclusion:**

The Company will disregard any votes cast on Resolution 4 by:

- (a) any person who participated in the issue; and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (d) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction given to the chairperson to vote on the resolution as the chairperson decides; or
- (e) it is cast by 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 resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **GENERAL BUSINESS**

To transact any business which may legally be brought forward in accordance with the Constitution.

**By Order of the Board**

**Mark Hardgrave**  
Chairman

**Dated: 27 October 2023**

## WHO MAY VOTE

The Company determines that only Members holding Shares as at 7.00 p.m. (AEDT) on Monday 27 November 2023 will be entitled to vote at the Annual General Meeting on Wednesday 29 November 2023 or at any adjourned meeting.

## HOW TO VOTE

You may vote by attending the Meeting virtually, by proxy or authorised representative.

### Voting at the virtual Meeting

The Meeting will be held as a fully virtual meeting.

All Shareholders will have the opportunity to vote at the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). Virtual meetings are accessible on both desktop and mobile devices. Securityholders must use the Computershare Meeting Platform to vote in the meeting.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MWVH5WG> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the meeting is in progress.

Details of how to vote 'virtually' are also provided in the accompanying Online Meeting Guide which can also be downloaded at [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide). Shareholders are encouraged to review this guide before the Meeting.

As noted above, Shareholders will require to login via the URL <https://meetnow.global/MWVH5WG> and have their Shareholder Registration Number "SRN" or Holder Identification Number "HIN", which can be found on their Proxy Form, for verification purposes. If a person is nominated as a proxy by a Shareholder, the proxy holder will need to contact the call centre before the meeting to obtain their login details to enable the proxy holder to vote. The proxy holder login details can be obtained by contacting Computershare on +61 3 9415 4024 during the online registration period which will open 30 minutes before the start of the meeting.

### Voting by Proxy

You are entitled to appoint a proxy. The proxy need not be a Member of the Company. If you are entitled to cast two (2) or more votes you may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To vote by proxy, please complete and sign the proxy form attached to this Notice as soon as possible and return it so that it is received by the Company not later than 10.00 a.m. (AEDT) on Monday 27 November 2023:

**By facsimile:** Within Australia on 1800 783 447 (or from outside Australia on +61 3 9473 2555)

**By mail to:** Computershare Investor Services Pty Limited

GPO Box 242  
Melbourne Vic 3001

**By hand to:** Computershare Investor Services Pty Limited  
"Yarra Falls"  
452 Johnston Street  
Abbotsford Vic 3067

**Via our online facility:** Please visit [www.investorvote.com.au](http://www.investorvote.com.au) to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

The Chairman in his capacity as proxy holder intends to vote all undirected proxies in favour of approving all Resolutions in this Notice of Meeting.

Shareholder questions

While Shareholders will be able to submit questions online at the virtual Meeting, it would be desirable if the Company was able to receive them in advance.

They should be sent to the Secretary, Peter Crafter at [peter.crafter@traffictld.com.au](mailto:peter.crafter@traffictld.com.au) by 5.00pm on 27 November 2023.

Please note that not all questions may be able to be answered during the Meeting. In this case, answers will be made available on the Company's website after the meeting.

**FURTHER INFORMATION**

Further details of the Resolutions in this Notice are contained in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with and forms part of this Notice.

# ONLINE VOTING GUIDE

## GETTING STARTED

To submit your vote online you will need to visit the link provided in the notice of meeting on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

## PARTICIPATING AT THE MEETING

To participate in voting during the online meeting, visit the link provided in the notice of meeting.

### To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

OR

### To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN #  
eg. NYZM5793

Country  
Australia

Post Code  
eg. 3122

SIGN IN

Shareholder Invitation Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code  
Enter your invite code, e.g. G-ANCF7G or ABCD

SIGN IN



### 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.

To change your vote, select 'Click here to change your vote' and press a different option to override.

Broadcast Vote Q & A Documents

Items of Business

2A Re-elect Mr John Brown as a Director

FOR AGAINST ABSTAIN

2B Re-elect Mr Peter Nolan as a Director

FOR AGAINST ABSTAIN

## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.



# TRAFFIC TECHNOLOGIES LTD

ACN 080 415 407

## EXPLANATORY MEMORANDUM



### 1. INTRODUCTION

This Explanatory Memorandum has been prepared for the purposes of the Corporations Act and the Listing Rules. The purpose of this Explanatory Memorandum is to provide Members with all the information known to the Company that is material to Members in deciding whether or not to approve the Resolutions as set out in the Notice.

The Directors recommend that Members read this Explanatory Memorandum in full and in conjunction with the Notice before making any decision in relation to the proposed Resolutions.

### 2. ITEMS OF ORDINARY BUSINESS

#### 2.1 Financial Statements and Reports

Members can now elect to receive the Company's Annual Report via a variety of means. Members who opted to access the Annual Report electronically should have received an email link to the electronic document. Members who opted to continue to receive a printed copy of the Annual Report should now have received it. Members who took no action are advised that they can now access an electronic copy of the Annual Report online at the Company's website. Copies of the annual financial statements and reports of the Directors and Auditor will also be tabled at the Meeting.

The purpose of tabling the annual financial report of the Company at the Meeting and the reports of the Directors and Auditor is to provide Members with a reasonable opportunity to ask questions or discuss matters relevant to the management of the Company. The Auditor has been invited to be present at the Meeting and Members will have a reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's report. It is not the purpose of the Meeting, nor a requirement of the Corporations Act or the Constitution, that the financial statements be approved or rejected.

#### 2.2 Election of Directors

##### ***Resolution 1 – Re-election of Mr. Mark W Hardgrave***

Resolution 1 seeks approval for the re-election of the Director who is retiring by rotation. Pursuant to clause 15.3(a)(ii) of the Company's Constitution, at every annual general meeting one-third of the previously elected Directors must retire and are eligible for re-election. The Directors to retire are the Directors longest in office since last being elected and, between Directors who are elected on the same day, the Director to retire is decided by lot to be conducted by the Chairman, or if he or she is a candidate, by the deputy Chairman, unless they agree otherwise. In this regard, the Director of the Company who will retire at the Meeting is Mr. Mark Hardgrave, who has indicated that he will offer himself for re-election. His profile is set out below:

##### ***Profile of Mr. Mark W Hardgrave B Com ACA MAICD***

Independent Non-Executive Chairman. Appointed January 2013.

Mr. Hardgrave has a corporate advisory and investment management background. He is also a Non-Executive Director of ASX listed company Pental Limited and was previously a Director of ASX-listed Forbidden Foods Limited. He was co-founder and former Joint Managing Director of M&A Partners. Mr. Hardgrave was also previously Chief Executive Officer of Bennelong Group, which specialises in listed equities, property and private equity. Earlier in his career he worked in senior roles in a number of investment groups including Brencorp Group, Merrill Lynch and Thorney Investment Group. Mr. Hardgrave holds a Bachelor of Commerce degree from the University of Queensland. He is a chartered accountant and a member of the Australian Institute of Company Directors. Mr. Hardgrave was appointed non-executive Chairman of the Company in November 2020.

**Recommendation:** The Board recommends that Members **vote in favour** of this Resolution. Mr. Hardgrave has abstained from making a recommendation in relation to this Resolution.

## **Resolution 2 – Re-election of Mr. Luke Donnellan**

Resolution 2 seeks approval for the election of a new director to the Board who was appointed to fill a casual vacancy on the Board on 20 December 2022. Pursuant to clause 15.1(b) of the Company's Constitution, the Company may, by a resolution passed at a general meeting, appoint a person to be a Director. In accordance with the Company's existing corporate governance policy, the Company seeks to actively maintain a Board structure which provides an appropriate mix of experience and expertise to provide strategic guidance for the Company and effective oversight of management. Having regard to this policy and the current market conditions faced by the Company, the Company engaged an executive search firm to assist in identifying and screening potential candidates with a view to finding a director who offered a complementary skill set to the existing skills' matrix of the Board. The Board considers that Mr. Luke Donnellan fulfils all relevant criteria. His profile is set out below.

### **Profile of Mr. Luke Donnellan**

Independent Non-Executive Director. Appointed December 2022.

Mr. Donnellan is a former Member of the Victorian Parliament. He was a Labor Party member of the Victorian Legislative Assembly from 2002 to 2022, representing Narre Warren North. He was the Minister for Child Protection and the Minister for Disability, Ageing and Carers in the Second Andrews Ministry from December 2018 until October 2021. He also served as the Minister for Roads and Road Safety and Minister for Ports in the First Andrews Ministry from December 2014 to December 2018. Mr. Donnellan received a Bachelor of Commerce from the University of Melbourne in 1987. Mr. Donnellan was appointed a director of ASX listed Future First Technologies Ltd in July 2023.

**Recommendation:** The Board recommends that Members **vote in favour** of this Resolution. Mr. Donnellan has abstained from making a recommendation in relation to this Resolution.

## **2.3 Resolution 3 - Approval of Remuneration Report**

Under section 250R of the Corporations Act, Members have the opportunity to pass a non-binding resolution on the Remuneration Report at the Meeting and, under section 250S of the Corporations Act, the Chairman must allow the Members a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to key management personnel of the Company and which sets out the remuneration details for each of them, forms part of the Directors' Report included in the Annual Report for the financial year ended 30 June 2023. Accordingly, the contents of the Remuneration Report are not reproduced in this Explanatory Memorandum. Members are referred to pages 10-12 of the Annual Report for full details of the remuneration of the Directors and Key Management Personnel.

Members should note that, as specified in section 250R of the Corporations Act, Resolution 3 is advisory only and is not binding on the Company. However, if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike". Where this occurs, the Company's subsequent remuneration report must include an explanation of the Board's proposed action in response to the "no" vote or an explanation of why no action has been taken. The Company received shareholder approvals of the 2022 Remuneration Report of in excess of 87%, and accordingly does not currently have a "first strike".

If:

- (a) a "first strike" occurs at this Meeting; and
- (b) the Company's subsequent remuneration report also receives a "no vote" at the 2023 Annual General Meeting of at least 25% of the votes cast,

then, at the 2024 Annual General Meeting Members will be asked to vote on a "spill resolution" under section 250V of the Corporations Act. If more than 50% of Members (excluding Key Management Personnel) vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the 2024 Annual General Meeting. If the Company was to receive a "second Strike" at the 2024 Annual General Meeting, all of the Directors who are in office when the Company's 2024 Remuneration Report is prepared, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a Director is approved, will become a Director of the Company.

Subject to the voting exclusions, the Chairman intends to exercise all undirected proxies in favour of Resolution 3. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 3, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**Recommendation:** The Board **abstains** from making a recommendation in relation to this Resolution.

## 2.4 Resolution 4 – Ratification of prior issue of Shares

### **Background**

On 8 March 2023, the Company announced that it had entered into an At-The-Market (ATM) subscription facility with Dolphin Corporate Investments (DCI). The ATM facility provides TTI with up to \$3,000,000 of standby equity over the following 3 years. The Company issued DCI with 35,500,000 shares as collateral under the ATM agreement from its LR7.1 capacity at nil consideration to DCI. The Company may, at any time, buy back the collateral shares for no consideration (subject to shareholder approval).

In the event the Company utilises the ATM facility, the Company is able to set its own floor price and the final issue price will be calculated as the greater of the floor price set or a 5.5% discount to the Volume Weighted Average Price (VWAP) achieved by DCI over a period of the Company's election and sole discretion.

On 8 March 2023, pursuant to the Shortfall Placement Agreement, the Company issued 35,500,000 Shares at an issue price of \$Nil per Share to DCI.

### **Technical information required by Listing Rule 14.1A**

Listing Rule 7.4 provides that an issue by a company of shares without shareholder approval will be treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not contravene Listing Rule 7.1 when made and the company's shareholders subsequently approve the issue. The Company confirms that the issue of Shares under the At-The-Market (ATM) subscription facility did not contravene Listing Rule 7.1 and, accordingly, the Company is now seeking the approval of Members, under Listing Rule 7.4, for the issue of the Shares under the At-The-Market (ATM) subscription facility (**Relevant Issue**) for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the Relevant Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of the Relevant Issue.

If Resolution 4 is not passed, the Relevant Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of the Relevant Issue.

### **Technical information required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, the following information is provided to Members in relation to Resolution 4:

1. 35,500,000 Shares were issued on 8 March 2023.
2. The issue price was \$Nil per Share.
3. The Shares are fully paid ordinary shares in the capital of the Company and will rank pari passu with, and enjoy the same rights as, all other Shares.
4. The Shares were issued to an Australian institutional and sophisticated investor Dolphin Corporate Investments Pty Ltd.
5. The Shares were issued as collateral under the At-The-Market (ATM) subscription facility with Dolphin Corporate Investments.

**Recommendation:** The Board recommends that Members **vote in favour** of this Resolution.

## 3. OTHER INFORMATION

The Board is not aware of any other information which is relevant to the consideration by Members of the proposed Resolutions which are detailed in the Notice. Prior to making any decision, Members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed Resolutions.

## 4. DIRECTORS' APPROVALS AND RECOMMENDATIONS

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions.

## 5. GLOSSARY

The following definitions apply throughout the Notice and the accompanying Explanatory Memorandum, unless the context otherwise requires:

**Annual General Meeting** or **Meeting** means the annual general meeting of Shareholders of the Company to which the Notice relates;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means ASX Limited (ACN 008 624 691);

**Business Day** means a day that is not a Saturday, Sunday, public holiday or bank holiday in Melbourne, Australia;

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

**Chairman** means the chairman of the Meeting;

**Company** means Traffic Technologies Limited (ACN 080 415 407);

**Constitution** means the current Constitution of the Company;

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

**Director** means a Director of the Company as at the date of the Explanatory Memorandum;

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice;

**Listing Rules** means the official rules of the ASX as at the date of this Notice;

**Member** or **Shareholder** means a holder of Shares in the Company;

**Notice** means the notice of this Meeting;

**Proxy Form** means a proxy form in the form enclosed with this document which is given by a Member who is eligible to vote at the meeting;

**Resolutions** means the resolutions referred to in the Notice;

**Secretary** means any person appointed to perform the duties of a secretary of the Company; and

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

Where a term used in this Notice and Explanatory Memorandum is not defined but is defined in the Corporations Act, then that term will have the meaning given to it in the Corporations Act.



Traffic Technologies Limited  
ABN 21 080 415 407

TTI

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) on Monday, 27 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: I9999999999**

**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 Traffic Technologies Ltd 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 Traffic Technologies Ltd to be held as a virtual meeting on Wednesday, 29 November 2023 at 10:00am (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 Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is 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 Resolution 3 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
Resolution 1	Re-election of Mr. Mark Hardgrave as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr. Luke Donnellan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Shares	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

TTI

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