



## Notice of Annual General Meeting and Proxy Form

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Nuchev Limited (ASX:NUC) (**Nuchev** or **the Company**) is pleased to attach in relation to its 2023 Annual General Meeting, the Notice of Meeting and Proxy Form being sent to Shareholders today.

For and on behalf of the Company

Tamara Barr  
Company Secretary

*This announcement has been approved for release by the Board.*

For further information please contact:

Tamara Barr  
Company Secretary  
[tamara@csbcorpservices.com](mailto:tamara@csbcorpservices.com)

Georgie Morell  
Investor Relations Advisor  
[georgie@csbcorpservices.com](mailto:georgie@csbcorpservices.com)

### **About Nuchev Limited**

Nuchev is an Australian based functional foods business built on the purpose of *Food for a Better Life*. Nuchev's products are branded under the Oli6® name and are sold in key Australian Pharmacy and Grocery channels as well as in China and Vietnam markets, through online and general trade retail. Nuchev is committed to sourcing world class ingredients and manufacturing under industry leading Australian manufacturing facilities that ensure the best possible products for our consumers.

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**NUCHEV LIMITED**  
**ACN 163 225 090**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am AEDT  
**DATE:** Wednesday 29 November 2023  
**PLACE:** Virtual via Zoom Video Conference

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The AGM will be held as a virtual meeting. If you are a Shareholder and you wish to attend the AGM, please pre-register in advance for the meeting here:

[https://zoom.us/webinar/register/WN\\_tHq0DlnFRdueb3kWlwnbaQ](https://zoom.us/webinar/register/WN_tHq0DlnFRdueb3kWlwnbaQ)

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

This Notice of Meeting can be accessed on the Company's website at

<http://investor.nucbev.com.au/>

Shareholders are asked to contact the Company Secretary at [cosec@csbcorpservices.com](mailto:cosec@csbcorpservices.com) if they have any queries in respect of the matters set out in these documents.

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## VENUE AND VOTING INFORMATION

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am AEDT on Wednesday 29 November 2023 as a virtual meeting.

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

[https://zoom.us/webinar/register/WN\\_tHq0DlnFRdueb3kWIwnbaQ](https://zoom.us/webinar/register/WN_tHq0DlnFRdueb3kWIwnbaQ)

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

Shareholders will be able to vote and ask questions at the virtual meeting.

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

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

All written questions must be submitted in writing to Tamara Barr, Company Secretary at [cosec@csbcorpservices.com](mailto:cosec@csbcorpservices.com) no later than 5.00pm AEST on Wednesday 22 November 2023.

### **Voting virtually at the Meeting**

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

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

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

#### *How do I create an account with Automic?*

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

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

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

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

Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.

(Registration on the day) If registration for the virtual meeting is open, click on ‘Meeting open for registration’ and follow the steps.

(Live voting on the day) If live voting for the virtual meeting is open, click on ‘Meeting open for voting’ and follow the steps.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/> or alternatively attached as Annexure A.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> or attached to this Notice as Annexure A.
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Nuchev Limited ACN 163 225 090 will be held at 11.00am AEDT on Wednesday 29 November 2023 as a virtual meeting.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 11.00am AEDT on Monday 27 November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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## AGENDA

### ORDINARY BUSINESS

#### **Financial Statements and Reports**

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments, in relation to each of the aforementioned reports during consideration of these items.

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## RESOLUTIONS

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **Non-Binding Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”*

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

#### **Voting Prohibition Statement:**

In accordance with the Corporations Act, the Company will disregard any votes cast in any capacity on Resolution 1 by or on behalf of either the following persons:

- (a) a member of the Company’s Key Management Personnel (KMP), including the Directors, whose remuneration details are included in the Remuneration Report for the year ended 30 June 2023; or
- (b) any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).

However, the Company need not disregard a vote if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- I. in accordance with the directions on the proxy form; or
- II. by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of a KMP.

The Chair intends to vote all available undirected proxies in favour of Resolution 1.

### RESOLUTION 2 – ELECTION OF CRAIG SILBERY AS A DIRECTOR

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

*“That Craig Silbery, a Director who was appointed as an additional Director on 16 October 2023, retires in accordance with clause 8.1 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election as a Director of the Company.”*

### RESOLUTION 3 – RE-ELECTION OF BEN DINGLE AS A DIRECTOR

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

*“To re-elect Ben Dingle, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rules and, being eligible, offers himself for re-election as a Director of the Company.”*

## RESOLUTION 4 – RE-ELECTION OF JEFFREY MARTIN AS A DIRECTOR

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

*“To re-elect Jeffrey Martin, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rules and, being eligible, offers himself for re-election as a Director of the Company.”*

## RESOLUTION 5 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the total issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- I. 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
- II. 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
- III. 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.

The Chair intends to vote all available undirected proxies in favour of Resolution 5.

**Note:** In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.



**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to be "T. Barr", with a long horizontal flourish extending to the right.

Tamara Barr  
Company Secretary

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## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am AEDT on Wednesday 29 November 2023 as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

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## **AGENDA**

### **ORDINARY BUSINESS**

#### **Financial Statements and Reports**

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://investor.nuchev.com.au/>.

No Resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the Auditor in relation to the conduct of the audit.

## Written questions to the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's Auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

All written questions must be submitted in writing to Tamara Barr, Company Secretary at [cosec@csbcorpservices.com](mailto:cosec@csbcorpservices.com) no later than 5.00pm AEST on Wednesday 22 November 2023.

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## RESOLUTIONS

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to put to its Shareholders a Resolution that the Remuneration Report as disclosed in the Company's Annual Financial Report be adopted at its annual general meeting.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://investor.nucbev.com.au/>.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel ("KMP") (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### Voting Consequences

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

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

### **Voting**

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

### **Directors' Recommendation**

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chair of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

## **RESOLUTION 2 – ELECTION OF CRAIG SILBERY AS A DIRECTOR**

### **General**

The Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next Annual General Meeting and is then eligible for election by Shareholders, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Craig Silbery, having been appointed as a Director by the Board on 16 October 2023 will retire in accordance with the Constitution and ASX Listing Rules, and being eligible, seeks election from Shareholders.

### **Qualifications and other material directorships**

Craig is a respected entrepreneur who established and led Life-Space Group from start-up to a successful exit with the sale to Guangzhou based By-Health in 2018. He built Life-Space around a core foundation of innovative probiotic formulas for infants and pregnant women developed based on Human Microbiome science. He is also currently the founder and CEO of ilume™, a wearable pet health venture.

Craig studied at the University of Otago and the Macquarie Graduate School of Business Management.

### **Independence**

Craig Silbery has no interests, position or relationship that might influence, or reasonable be perceived to influence, in a material respect his capacity to bring an independent judgment to bear on issues

before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected, the Board considers Craig Silbery will be an Independent Non-Executive Director.

#### **Other Material Information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Craig Silbery.

#### **Board recommendation**

The Board ( with Craig Silbery abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chair of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 2.

### **RE-ELECTION OF DIRECTORS**

Clause 8.1 of the Company's Constitution requires that no Director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or 3 years, whichever is longer.

### **RESOLUTION 3 – RE-ELECTION OF BEN DINGLE AS A DIRECTOR**

Ben Dingle was last elected as a Director at the 2019 AGM and will retire in accordance with the Company's Constitution and ASX Listing Rules and, being eligible, seeks re-election from Shareholders.

#### **Qualifications and other material directorships**

Ben has been a director of Nuchev since April 2013.

Ben is the founder of Nuchev and was CEO between April 2013 and October 2022.

He has extensive commercial experience in the wider dairy nutritional sector, having co-founded New Zealand's Synlait Milk in 1999 and later played a pivotal role in steering the successful IPO of Synlait Milk in 2013.

Ben was also instrumental in the creation and management of a portfolio encompassing expansive dairy operations in the Canterbury Plains, which included approximately 15,000 cows. In this role he established and implemented innovative irrigation schemes and the incorporation of world best farming practices. Before co-founding Synlait Milk, a portfolio of dairy operations in the Waikato region.

Ben holds a MBA and Master of Marketing from The University of Melbourne, and a Bachelor of Agriculture from Massey University. He is a graduate of the New Zealand Institute of Company Directors. He is also a member of the Australian Institute of Company Directors.

#### **Independence**

If re-elected the Board considers Ben Dingle will not be an Independent Director.

### **Directors' Recommendation**

The Board has reviewed Ben Dingle's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role.

The Board (with Ben Dingle abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chair of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 3.

### **RESOLUTION 4 – RE-ELECTION OF JEFFREY MARTIN AS A DIRECTOR**

Jeffrey Martin was last re-elected as a Director at the 2021 AGM, and will retire in accordance with the Company's Constitution and ASX Listing Rules and, being eligible, seeks re-election from Shareholders.

#### **Biography**

Jeff has been a Director since September 2016. Jeff is also currently a director and Chair of Kyvalley Dairy Group Pty Ltd and The Remarkable Milk Company Pty Ltd and is a Director of Kyvalley Dairy Asia Pty Ltd and The Pastoral Pork Company Pty Ltd (Otway Pork).

Jeff is the principal of Martin & Co Legal, a boutique Melbourne based legal practice established in 2011 that specialises in commercial, corporate, dispute resolution and commercial litigation, employment, family and estate law.

Prior to his career in law, Jeff spent 25 years in food and dairy senior management positions, including 15 years within Nestle, 5 years as General Manager of SPC and a further 5 years as the Managing Director of Tatura Milk Industries.

Jeff has also held roles on commercial boards and government advisory bodies such as the Australian Dairy Industry Council and was the inaugural Chairman of both the Goulburn Ovens Institute of TAFE Council and the Latrobe University Regional Advisory Board.

Jeff has a Bachelor of Economics and a Master of Business Administration from Deakin University, a Juris Doctor from The University of Melbourne and a Graduate Diploma in Legal Practice from the Australian National University.

#### **Independence**

If re-elected the Board considers Jeffrey Martin will be an Independent Director.

### **Directors' Recommendation**

The Board has reviewed Jeffrey Martin's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role.

The Board (with Jeffrey Martin abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chair of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 4.

### **RESOLUTION 5 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES**

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a Special Resolution passed at its annual general meeting, to add an additional 10% capacity and

therefore to increase this 15% limit to 25%.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As at the date of this Notice of Meeting, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of \$15,193,310 (based on the number of Shares on issue and the closing price of Shares on the ASX on 4 October 2023) and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of ASX Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under this ASX Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the earlier of:

- (a) 29 November 2024, being 12 months from the date of this Annual General Meeting;
- (b) the time and date of the Company's next Annual General Meeting; and
- (c) the time and date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

#### Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

Any equity securities issued under ASX Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

As noted above, any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities

under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used to capitalise on growth opportunities for the following purposes:

- (a) investment in distribution channels and strategic partnerships;
- (b) investment in sales & marketing, and brand positioning;
- (c) the acquisition of new assets and investments (including expenses associated with such an acquisition);
- (d) to fund working capital requirements; and
- (e) if relevant, transaction costs.

#### Formula under Listing Rule 7.1A.2

The maximum number of equity securities that the Company may issue under the approval sought by this Resolution will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

#### **(A x D) – E**

where:

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:
- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
  - (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under these Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
  - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
  - (iv) plus the number of other fully paid ordinary securities issued in the relevant period with approval under Listing Rules 7.1 or 7.4;
  - (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
  - (vi) less the number of fully paid ordinary securities cancelled in the relevant period.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by



the holders of its ordinary securities under Listing Rules 7.1 or 7.4.

Risk of economic and voting dilution to existing ordinary Securityholders

Any issue of equity securities under ASX Listing Rule 7.1A will dilute the existing Shareholders' economic and voting power in the Company.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

Any issue of equity securities under ASX Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under ASX Listing Rule 7.1A, the economic and voting dilution of existing Shares would be shown in the tables below.

The table below shows the potential voting dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.09	\$0.18	\$0.36
			50% decrease	Issue Price	100% increase
		Funds Raised			
Current	84,407,280	8,440,728	\$759,665.52	\$1,519,331	\$3,038,662
50% increase	126,610,920	12,661,092	\$1,139,498	\$2,278,997	\$4,557,993
100% increase	168,814,560	16,881,456	\$1,519,331	\$3,038,662	\$6,077,324

*\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

**The table above uses the following assumptions:**

- (a) The issue price set out above is \$0.18, being the closing market price of the Company's Shares on ASX as at 4 October 2023.
- (b) The table assumes that the Company issues the maximum number of Ordinary Shares available to be issued under ASX Listing Rule 7.1A.
- (c) The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (d) The issue of Securities under ASX Listing Rule 7.1A consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the equity securities. If the issue of equity securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (e) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (f) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (g) The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

### Allocation policy for issues under ASX Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

### Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2022 AGM on 28 November 2022 (**Previous Approval**).

During the 12 month preceding the date of the Meeting, being on and from 28 November 2022, the Company did not issue any Shares pursuant to the Previous Approval.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the Resolution by Shareholders (by number of Ordinary Shares) must be in favour of this Resolution.

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Securities under Listing Rule 7.1A.

### **Directors' recommendation**

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5.

The Chair of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 5.

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## ENQUIRIES

Shareholders are asked to contact Tamara Barr, the Company Secretary on [cosec@csbcorpservices.com](mailto:cosec@csbcorpservices.com) if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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

**Annual Financial Report** means the 30 June 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 31 August 2023.

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

**ASIC** means Australian Securities and Investment Commission.

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

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

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

**Auditor's Report** means the Auditor's Report of 30 June 2023 dated 31 August 2023 as included in the Annual Financial Report.

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

**Business Day** means a day on which trading takes place on the stock market of ASX.

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

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Nuchev Limited ACN 163 225 090.

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

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

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

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

**Employee Option Plan** means the Company's existing Employee Option Plan adopted on 20 November 2019 and renewed on 28 November 2022.

**Equity Incentive Plan** means the Company's existing Equity Incentive Plan adopted on 20 November 2019 and renewed on 28 November 2022.

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

**Incentive Plans** means the Company's existing Equity Incentive Plan and Employee Option Plan.

**Incentive Securities** means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plans.

**KMP** means Key Management Personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this Notice of Annual General Meeting dated 27 October 2023 including the Explanatory Statement.

**Option** means an Option which, subject to its terms, could be exercised into a Share.

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

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the Proxy Form attached to this Notice of Meeting.

**Remuneration Report** means the Remuneration Report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

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

**Share Registry** means Automic Pty Ltd, Level 5, 126 Philip Street, Sydney, NSW 2000.

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

**Spill Meeting** means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

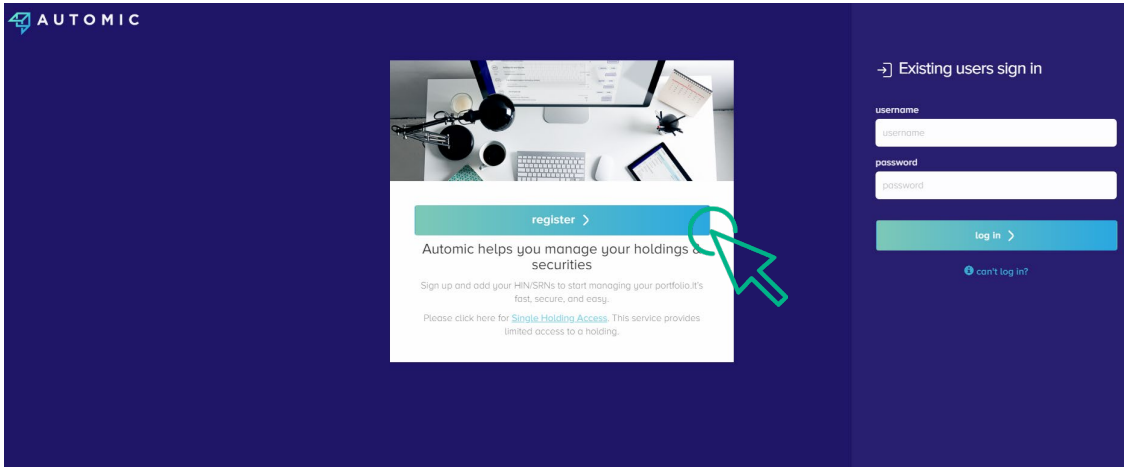
**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

# Virtual Meeting Registration and Voting

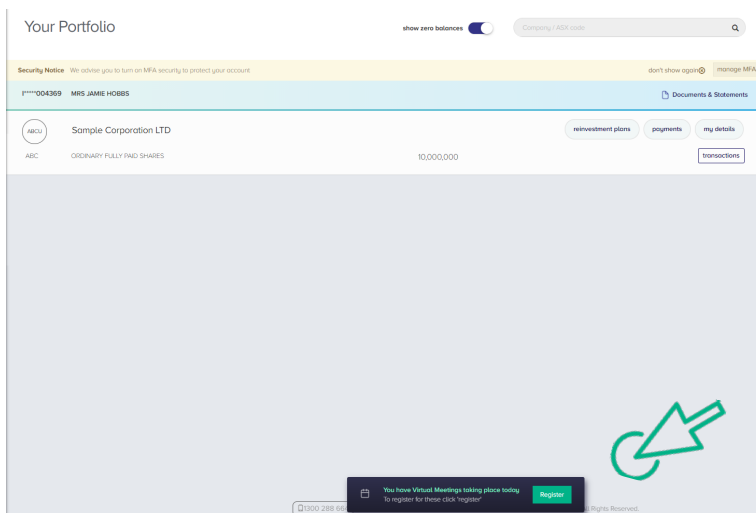


## REGISTRATION

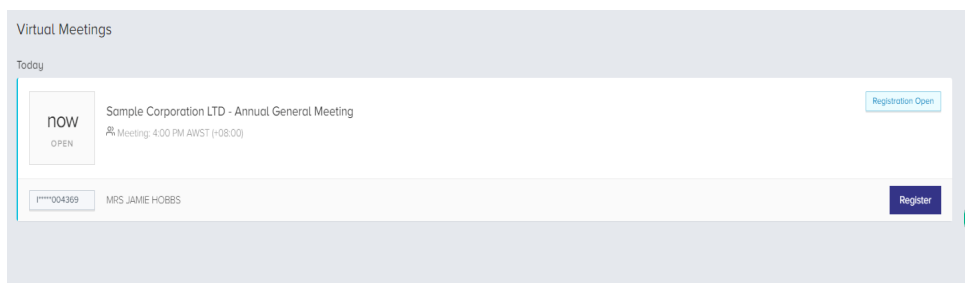
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see from the banner at the bottom of your screen that the meeting is open for registration. Click on “register”.



- Click on “register” to register your attendance for the meeting.



## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two instructions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. A green mouse cursor is pointing at the "next" button, and another green mouse cursor is pointing at the "YES, I would like to vote" radio button.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right of the form. A green mouse cursor is pointing at the "Refresh" button. At the bottom of the page, there is a light blue box containing the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. A green mouse cursor is pointing at the URL.

# VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYyZjNkQ2xVWXdlMGgwZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

<b>1</b>	Remuneration Report	for	against	abstain
<b>2</b>	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

<b>1</b>	Remuneration Report	for	against	abstain
<b>2</b>	Re-Election of Mr Robert Smith as Director	for	against	abstain

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.  
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm



# VOTING COMPLETE


- Your vote is now lodged and is final.

## Voting

Sample Corporation LTD - Annual General Meeting

Progress: Poll (0) — Review (1) — Complete (2)

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzF3bUUQT09;>



Nucbev Limited | ACN 163 225 090

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **11:00am (AEDT) on Monday, 27 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

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

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

**STEP 1 – How to vote**

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Nuhev Limited, to be held virtually at **11:00am (AEDT) on Wednesday, 29 November 2023** hereby:

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

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

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

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

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

**VIRTUAL PARTICIPATION AT THE AGM:**

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

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “register” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

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

**STEP 2 – Your voting direction**

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Craig Silbery as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Ben Dingle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Jeffrey Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Special Resolution</b> ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 – Signatures and contact details**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input style="width: 100%; height: 30px;" type="text"/>		
Email Address:		
<input style="width: 100%; height: 30px;" type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 30%; height: 30px;" type="text"/> / <input style="width: 30%; height: 30px;" type="text"/> / <input style="width: 30%; height: 30px;" type="text"/>	
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		

