



Notice of Extraordinary General Meeting

**4:00pm AEST
Thursday, 3 October 2024**

**CURVEBEAM AI LIMITED
ABN 32 140 706 618**

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (**EGM**) of Shareholders of CurveBeam AI Limited (**Company** or **CurveBeam AI**) will be held as a virtual-only meeting on Thursday, 3 October 2024 commencing at 4:00pm AEST (**EGM** or **Meeting**).

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

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

Items of business

Item 1: Ratification and approval of prior issue of Shares under Tranche 1 of the Placement

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the prior allotment and issue of 11,111,112 fully paid ordinary shares in the capital of the Company (**Shares**) at \$0.18 per Share, under the first tranche of a placement to professional and sophisticated investors (**Placement**), on the terms and conditions in the accompanying Explanatory Memorandum."*

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

Item 2: Approval of the issue of Shares to KP Rx Healthcare Opportunities Fund under Tranche 2 of the Placement

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 11,111,111 Shares at \$0.18 per Share to KP Rx Healthcare Opportunities Fund, any entity associated with Mr Hashan De Silva, a non-executive director of the Company, under the second tranche of the Placement, on the terms and conditions in the accompanying Explanatory Memorandum."

Item 3: Grant of Shares to Non-Executive Directors in lieu of cash fees

Item 3.1: Grant of Shares under the Omnibus Incentive Plan to Mr Rob Lilley in lieu of cash fees

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

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

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

Item 3.2: Grant of Shares under the Omnibus Incentive Plan to Mr Hashan De Silva in lieu of cash fees

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

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

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

Item 3.3: Grant of Shares under the Omnibus Incentive Plan to Ms Kate Robb in lieu of cash fees

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

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

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

Item 4: Grant of Shares to Executive Directors in lieu of cash salary

Item 4.1: Grant of Shares under the Omnibus Incentive Plan to Mr Greg Brown in lieu of cash salary

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

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

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

Item 4.2: Grant of Shares under the Omnibus Incentive Plan to Mr Arun Singh in lieu of cash salary

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

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

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

Item 5: Grant of Share Rights to Executive Directors for STI for FY2024

Item 5.1: Grant of Share Rights under the Omnibus Incentive Plan to Mr Greg Brown for STI for FY2024

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

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

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

Item 5.2: Grant of Share Rights under the Omnibus Incentive Plan to Mr Arun Singh for STI for FY2024

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

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

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

BY ORDER OF THE BOARD

Ura P Auckland

Chief Financial Officer & Company Secretary

4 September 2024

Important information

The Extraordinary General Meeting (EGM or Meeting) of CurveBeam AI Limited (CurveBeam AI or the Company) will be held on **Thursday, 3 October 2024 commencing at 4:00pm AEST.**

Virtual only meeting

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

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

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

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

How to participate in the EGM

Before the EGM

Notice of Meeting

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

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

Vote or appoint a proxy

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

To be valid, your proxy appointment must be received by **4:00pm AEST on Tuesday, 1 October 2024.**

See the section entitled "Voting procedures" below for more details.

Ask a question online

Submit questions online at www.investorvote.com.au by **4:00pm AEST on Tuesday, 1 October 2024.**

See the section entitled "Submitting questions" below for more details.

At the EGM

Join online

- Online registration will be available one-hour prior to the Meeting.
- To register for the meeting, please use the following link: <https://meetnow.global/MFSVC9D>
To join the meeting online, you will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.
- Click on 'Join Meeting Now'

Vote online

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

Ask a question online

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

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

See the section entitled "Submitting questions" below for more details.

Submitting questions

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

Before the EGM

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

Please submit any questions by **4:00pm AEST on Tuesday, 1 October 2024**.

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

At the EGM

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

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

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

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

Conduct of the Meeting

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

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

Enclosures

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

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

Further information

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

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

Glossary

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

Voting procedures

All resolutions will be by poll

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

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at **7:00pm (AEST) on Tuesday, 1 October 2024 (Entitlement Time)**.

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

How to vote – before the Meeting

Appointment of Proxy

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

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

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

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

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

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

The form of appointment, including any authority under which it is signed (e.g., a power of attorney), must be received by the Company's share registry by no later than **4:00pm AEST on Tuesday, 1 October 2024** (which is 48 hours prior to the commencement of the Meeting), unless it has previously been given to the Company. An appointment of corporate representative form can be obtained from Computershare by calling 1800 158 360 (within Australia) or +61 3 9415 4208 (outside Australia) or downloaded from <https://www-au.computershare.com/investor/>

Subject to the specific proxy voting rules applying to Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2 (see the Explanatory Memorandum):

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

Submitting your Proxy Form

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

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

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

Online: Through your personalised link or by visiting www.investorvote.com.au and following the prompts.

By post: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline.

By fax: 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia).

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy Deadline

For your proxy vote prior to the Meeting to be effective, your Proxy Form (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) must be received by the Company's Share Registry, Computershare, no later than **4:00pm AEST on Tuesday, 1 October 2024**. Proxy Forms received after this time will not be valid however you will still be able to vote during the Meeting by using the online platform.

How to vote – during the Meeting

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

Proxy voting by the Chair

For Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2 are connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

The Chair intends to vote all undirected proxies in favour of all the resolutions in the Notice of Meeting, including Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's annual general meeting to be held at **4:00pm AEST on Thursday, 3 October 2024**.

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

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

The resolutions in each Item are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution to be in favour for the resolution to be approved.

Item 1 – Ratification and approval of prior issue of Shares under Tranche 1 of the Placement

As outlined in the announcements released to ASX on 1 and 5 August 2024, the Company received firm commitments for a placement to raise approximately \$4.0 million through the issue of new fully paid ordinary shares in the capital of the Company (**Shares**) at A\$0.18 per Share (**Placement**). The Placement was announced alongside a 1-for-6 accelerated non-renounceable pro-rata entitlement offer (**ANREO**).

The Placement is structured in two tranches:

- the issue of 11,111,112 Shares to sophisticated and professional investors raising a total of \$2,000,000.16 (before costs and expenses) under the Company's available capacity under ASX Listing Rules 7.1 (**Tranche 1**); and
- the issue of 11,111,111 Shares to KP Rx Healthcare Opportunities Fund raising a total of \$1,999,999.98 million (before costs and expenses), completion of which is subject to Shareholder approval of Item 2 (**Tranche 2**).

The Shares under Tranche 1 were issued on 14 August 2024 within the Company's placement capacity under ASX Listing Rules 7.1. Accordingly, Shareholder approval of the issue of the Shares under Tranche 1 was not required.

ASX Listing Rule 7.1 and ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rules 7.1.

Item 1 seeks Shareholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 11,111,112 Shares under Tranche 1.

Consequences if Item 1 is approved

If Item 1 is approved, 11,111,112 Shares the subject of Tranche 1 will be excluded in calculating the Company's 15% limit in ASX 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 issue date of Tranche 1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future within its placement capacity under ASX Listing Rule 7.1.

Consequences if Items 1 is not approved

If Item 1 is not approved, 11,111,112 Shares the subject of Tranche 1 will be included in calculating the Company's 15% limit in ASX 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 issue date of Tranche 1.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to Shareholders in relation to Tranche 1:

- The Shares issued under Tranche 1 were issued and allotted to sophisticated and professional investors in Australia, Hong Kong and Singapore selected by the Company and the joint lead managers to the Placement (Canaccord Genuity (Australia) Limited and E&P Corporate Advisory Pty Limited).
- The total number of Shares issued to investors by the Company under Tranche 1 was 11,111,112 Shares.
- The Shares were issued at \$0.18 per Share.
- The Shares were issued under Tranche 1 on 14 August 2024.
- The purpose of Tranche 1 was to raise funds for research and development expenditure, intellectual property costs, inventory and supply security costs, sales and marketing expenses, general administration costs and working capital.
- The Shares have the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 1 by or on behalf of a person (or any of its associates) who participated in Tranche 1. However, the Company need not disregard a vote cast in favour of Item 1 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with a direction given to the chair to vote on Item 1 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 1; and
 - the holder votes on Item 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Board unanimously recommend that Shareholders vote in favour of this resolution.

Chair's voting intention

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

Item 2 – Approval of the issue of Shares to KP Rx Healthcare Opportunities Fund under Tranche 2 of the Placement

KP Rx Healthcare Opportunities Fund (**KP Rx**), a wholesale healthcare fund, has provided a firm commitment to the Company to purchase 11,111,111 Shares under the Placement subject to Shareholders approving the issue. These Shares form Tranche 2 of the Placement. Shareholder approval to Item 2 is required under ASX Listing Rule 10.11 on the basis that KP Rx Healthcare Opportunities Fund is an associate of Mr Hashan De Silva, a Non-Executive Director of the Company.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires the Company to obtain Shareholder approval for the issue of Shares to related parties of the Company, such as Non-Executive Directors (ASX Listing Rule 10.11.1), and associates of related parties (ASX Listing Rule 10.11.4). KP Rx falls within the category set out in ASX Listing Rule 10.11.4 as Mr Hashan De Silva is one of the managers of KP Rx.

Accordingly, Item 2 seeks Shareholder approval under ASX Listing Rule 10.11 and for all other purposes, for the issue of 11,111,111 Shares to KP Rx under Tranche 2.

The directors (other than Mr De Silva) have considered whether Shareholder approval would also be required pursuant to Chapter 2E of the Corporations Act and have formed the view that such approval is not required because the Shares to be issued to KP Rx will be issued on the same terms as the Shares issued to non-related party investors in the Placement. As such, any giving of a financial benefit is on arms' length terms.

Consequences if Item 2 is approved or not approved

If Item 2 is approved, the Company will be able to proceed with the issue of the Shares to KP Rx under Tranche 2 and the Company's cash reserves will be increased by \$2.0 million (before costs and expenses) following settlement of Tranche 2. In addition, if approval of Item 2 is given, these Shares will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If Item 2 is not approved, the Company will not be able to issue any Shares to KP Rx and no funds will be raised under Tranche 2. The total amount raised under the Placement would be \$2.0 million, rather than \$4.0 million.

Specific disclosure of information

ASX Listing Rule 10.13 and ASX Guidance Note 25 require that the following information be provided to Shareholders in relation to Tranche 2:

- The total number of Shares to be issued to KP Rx by the Company under Tranche 2 is 11,111,111 Shares.
- The Shares will be issued at \$0.18 per Share.
- The Shares will be issued shortly following the date of the Meeting and in any event, within one month after the Meeting.
- The purpose of Tranche 2 is the same as for Tranche 1 – please refer to Item 1 above.
- The issue is not intended to remunerate or incentivise a director or an associate of a director, rather KP Rx is subscribing for Shares for cash on the same basis as the investors in Tranche 1.
- The Shares will have the same terms as, and will rank equally in all respects with, the Company's existing Shares on issue.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 2 by or on behalf of KP Rx (or any of its associates) and any other person who will obtain a material benefit as a result of the issue of the Shares under Tranche 2 (or any of its associates). However, the Company need not disregard a vote cast in favour of Item 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

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

Chair's voting intention

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

Items 3.1 - 3.3 – Grant of Shares to Non-Executive Directors in lieu of cash fees

The Company is proposing to issue Shares to Rob Lilley, Hashan De Silva and Kate Robb, each a Non-Executive Director of the Company, under the Company's Omnibus Incentive Plan (**Incentive Plan**), as payment in lieu of cash for 25% of their directors' fees for the six-month period from 1 January 2024 to 30 June 2024.

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

If the approvals are given, the Company will proceed with the issue of the Shares and the Non-Executive Directors will receive Shares in lieu of 25% of their cash fee (excluding superannuation where applicable) for the period between 1 January and 30 June 2024. The issue of these Shares will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

It is not considered that Shareholder approval under Chapter 2E of the Corporations Act is required because the issue of Shares to the Non-Executive Directors in lieu of cash fees is reasonable remuneration in the circumstances.

Background

As announced to ASX in the Company's quarterly activity report on 30 January 2024, the Company began implementing cost reduction initiatives in Q2 of FY2024 to preserve cash and the Company's cash runway, and as part of these measures the Non-Executive Directors agreed for the six month period from 1 January to 30 June 2024 to reduce the cash portion of their director fees by 25% and to receive Shares in lieu of that cash amount, subject to Shareholders approving the issue of the Shares. Members of senior management, including the Executive Directors, also agreed to reduce their base salaries by 25% for the same period and to receive Shares in lieu of the cash amount sacrificed.

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

The Company is seeking Shareholder approval for the following grants of Shares:

Non-Executive Director	Number of Shares
Rob Lilley	105,430 Shares, calculated by dividing A\$18,977.47 ¹ by A\$0.18 (being the price at which Shares were issued pursuant to the Placement and ANREO)
Hashan De Silva	31,423 Shares, calculated by dividing A\$5,656.14 ² by A\$0.18
Kate Robb	31,423 Shares, calculated by dividing A\$5,656.14 ³ by A\$0.18

¹ 25% of Mr Lilley's cash fee for the six-month period from 1 January to 30 June 2024, converted to AUD from USD using an exchange rate of 0.6586 (The average rate between 1 January 2024 and 30 June 2024).

² 25% of Mr De Silva's cash fee (excluding superannuation) for the six-month period from 1 January to 30 June 2024.

³ 25% of Ms Robb's cash fee (excluding superannuation) for the six-month period from 1 January to 30 June 2024.

Issue price of the Shares

The issue price of each Share is \$0.18, being the price at which Shares were issued pursuant to the Placement and ANREO. As the Shares are being issued in lieu of a portion of the Non-Executive Directors' cash fee, no cash consideration is payable by the Non-Executive Director.

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

If one of the Non-Executive Director's service ceases, the Director will retain their Shares as they constitute payment for past services as a director.

Other key terms and conditions

The material terms of the Incentive Plan are set out in the Annexure.

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

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

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

Non-Executive Director	Annual Base Fee (A\$) ^{1,2}	Equity Award
Rob Lilley	\$151,837 ³	Share Rights having a value of A\$50,000
Hashan De Silva	\$45,249	ZEPOs having a value of A\$75,000
Kate Robb	\$45,249	ZEPOs having a value of A\$75,000

¹ Exclusive of superannuation where applicable.

² If Items 3.1-3.3 are approved, 25% of the base fee for the six month period from 1 January to 30 June 2024 is to be paid in Shares.

³ Calculated by converting Mr Lilley's base fee of US\$100,000 to AUD using an exchange rate of 0.6586.

No additional cash fee is payable for chairing or being a member of a Board committee, however, each Non-executive Director receives a grant of ZEPOs or Share Rights as remuneration for such roles, if such grants are approved by Shareholders. The grants for FY2025 were approved by Shareholders at the AGM in November 2023.

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

Director	Type of security	Number	Exercise price	Vesting	Expiry date
Rob Lilley	Options	1,467,530	\$0.543	Fully vested	11 May 2029
	Options	360,000	\$0.325	1/3 vested on 12 October 2023, 1/3 vesting on 12 October 2024 and 1/3 vesting on 12 October 2025	11 May 2029
	Share Rights	31,250	Nil	Fully vested	N/A
	Share Rights	72,917	Nil	1/4 vesting on each three-month anniversary of the allotment date (13 February 2024)	N/A
Hashan De Silva	Options	2,058,824	\$0.543	Fully vested	11 May 2029
	ZEPOs	46,875	Nil	Fully vested	16 August 2029
	ZEPOs	109,375	Nil	1/4 vesting on each three-month anniversary of the allotment date (13 February 2024)	13 February 2030
Kate Robb	Options	1,000,000	\$0.543	Fully vested	11 May 2029
	ZEPOs	46,875	Nil	Fully vested	16 August 2029
	ZEPOs	109,375	Nil	1/4 vesting on each three-month anniversary of the allotment date (13 February 2024)	13 February 2030

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

In addition, the Share Rights and ZEPOs approved at last year's AGM for FY2025 will be issued to the Non-Executive Directors as soon as practicable after the release by the Company of the annual results for the period ended 30 June 2024.

- (c) If Shareholders approve Items 3.1 to 3.3, the relevant Shares will be issued shortly following the EGM. In any event, all of the Shares will be issued within 3 years after the EGM.
- (d) The Non-Executive Directors will not pay any cash consideration for the grant of the Shares as they are being issued in lieu of a portion of the Directors' cash fees.
- (e) The material terms of the Incentive Plan are summarised in the Annexure to this Explanatory Memorandum.
- (f) None of the Non-Executive Directors will receive any loan from the Company in connection with the grant of the Shares.
- (g) It has been determined that the Non-Executive Directors should be issued the Shares for the reasons set out in 'Background' above, and the value attributed to such Shares is as set out in the section entitled 'How many Shares are proposed to be issued to the Non-Executive Directors and how was that number determined?'.
are proposed to be issued to the Non-Executive Directors and how was that number determined?'
- (h) Details of any Shares issued to the Non-Executive Directors under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (i) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Items 3.1 to 3.3 (inclusive) are approved and who are not named in this Notice of Meeting will not participate until Shareholder approval is obtained under ASX Listing Rule 10.14.

What happens if Shareholder approval is not obtained?

If Shareholders do not approve Items 3.1, 3.2, or 3.3, the Company will pay each Non-Executive Director their relevant fee in cash.

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

Voting exclusion statement for Items 3.1 to 3.3 (inclusive)

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with the directions given to the proxy or attorney; or
- (b) the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with a direction given to the chair to vote on the relevant Item as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and
 - (ii) the holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

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

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Items 3.1 to 3.3 (inclusive) because the proxy appointment expressly authorises the Chair of the Meeting to

exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

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

Chair’s voting intention

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

Items 4.1-4.2 – Grant of Shares to Executive Directors in lieu of cash salary

The Company is proposing to issue Shares to Greg Brown and Arun Singh, Executive Directors of the Company, under the Incentive Plan, as payment in lieu of cash of 25% of their base salary for the six-month period from 1 January 2024 to 30 June 2024.

Mr Greg Brown is the Chief Executive Officer of the Company and Mr Arun Singh is the Chief Operating Officer, Chief Technology Officer (CT) and President of the Americas and Europe of CurveBeam LLC. Both Mr Brown and Mr Singh agreed for the six month period from 1 January to 30 June 2024 to a 25% reduction in their base salary and receipt of Shares in lieu of such amount, subject to Shareholders’ approving the issue of the Shares. This formed part of the cost reduction initiatives the Company commenced in Q2 of FY2024, to preserve cash and the Company’s runway.

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of equity securities to directors of the Company under an employee incentive scheme. The resolutions under Items 4.1 to 4.2 (inclusive) seek Shareholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of Shares to each of the Executive Directors on the terms set out below. As directors of the Company, each of the Executive Directors falls within the category set out in ASX Listing Rule 10.14.1.

If the approvals are given, the Company will proceed with the issue of the Shares and the Executive Directors will receive:

- a) In the case of Mr Greg Brown, Shares in lieu of 25% of his base salary (excluding superannuation), but with cash withheld by the Company from that amount to pay income tax (meaning there is no need for Mr Brown to sell Shares to pay tax), for the period between 1 January and 30 June 2024.
- b) In the case of Mr Arun Singh, Shares in lieu of 25% of his base salary.

If these Items are approved, the issue of these Shares will not count towards the Company’s capacity to issue equity securities under ASX Listing Rule 7.1.

Similar to Items 3.1 – 3.3, it is not considered that Shareholder approval under Chapter 2E of the Corporations Act is required because the issue of Shares to the Executive Directors in lieu of cash fees is reasonable remuneration in the circumstances.

How many Shares are proposed to be issued to the Executive Directors and how is that number being determined?

The Company is seeking Shareholder approval for the following grants of Shares:

Executive Director	Number of Shares
Greg Brown	166,667 Shares, calculated by dividing A\$30,000 ¹ by A\$0.18 (being the price at which Shares were issued pursuant to the Placement and ANREO).
Arun Singh	311,020 Shares, calculated by dividing A\$55,983.52,244.49 ² by A\$0.18

¹ 25% of Mr Brown's base salary (excluding superannuation) being \$54,600 for the six-month period from 1 January to 30 June 2024, less \$24,600 withheld to be paid in cash to cover income tax.

² 25% of Mr Singh's base salary for the six-month period from 1 January to 30 June 2024 is US\$36,874.99 and this has been converted to AUD from USD using an exchange rate of 0.6586.

Issue price of the Shares

The issue price of each Share is \$0.18, being the price at which Shares were issued pursuant to the Placement and ANREO. As the Shares are being issued in lieu of the directors' cash fees, the no cash consideration is payable by the director.

What happens if one of the Executive Directors' employment is terminated?

If one of the Executive Director's employment terminates, the Director will retain their Shares as they constitute payment for past services as an employee.

Other key terms and conditions

The material terms of the Incentive Plan are set out in the Annexure.

Additional information required by ASX Listing Rules 10.15 in respect of Items 4.1 to 4.2

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

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

Executive Director	Annual Salary ¹	STI and LTI
Greg Brown	A\$436,800 plus statutory superannuation (subject to annual review)	Mr Brown is eligible to participate in the Company's STI and LTI plans. Mr Brown may for each financial year receive an amount equal to up to 30% of his fixed annual remuneration in cash and/or Share Rights under the Incentive Plan as a short-term incentive, and up to A\$800,357 (equivalent to approximately 172.75% of his fixed annual remuneration (inclusive of superannuation)) as a long-term incentive award under the Incentive Plan. The issue of equity is subject to Shareholder approval.
Arun Singh	US\$295,000 (subject to annual review)	Mr Singh is eligible to participate in the Company's STI and LTI plans. Mr Singh may receive up to 30% of his fixed annual salary (calculated inclusive of healthcare coverage) in cash and/or Share Rights under the Incentive Plan as a short-term incentive, and up to 100% of his fixed annual salary as a long-term incentive award under the Incentive Plan. The issue of equity is subject to Shareholder approval.

¹ If Items 4.1 and 4.2 are approved, 25% of this amount for the six month period from 1 January to 30 June 2024 will be paid in Shares.

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

Director	Type of security	Number	Exercise price	Vesting	Expiry date
Greg Brown	Options	3,261,724	\$0.543	50% vested on 11 May 2024 and 50% will vest on 11 May 2025	11 May 2029
	Options	964,286	\$0.8016	3 year service condition, vesting on 16 August 2026	16 August 2029

Director	Type of security	Number	Exercise price	Vesting	Expiry date
Arun Singh	Options	530,481	\$0.8016	3 year service condition, vesting on 16 August 2026	16 August 2029
	Share Rights	268,840	Nil	Vesting on 13 February 2025	N/A

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

Mr Brown also holds 800,000 Loan Shares issued under the Company's Long-Term Incentive Plan dated 27 September 2022, one-third of Loan Shares have vested, and the remaining two-thirds will vest in equal proportions on 12 October 2024 and 12 October 2025.

- (j) If Shareholders approve Items 4.1 to 4.2, the relevant Shares will be issued shortly following the EGM. In any event, all of the Shares will be issued within 3 years after the EGM.
- (k) The Executive Directors will not pay any cash consideration for the grant of the Shares as they are being issued in lieu of their cash salary.
- (l) The material terms of the Incentive Plan are summarised in the Annexure to this Explanatory Memorandum.
- (m) None of the Executive Directors will receive any loan from the Company in connection with the grant of the Shares.
- (n) It has been determined that the Executive Directors should be issued the Shares for the reasons set out above, and the value attributed to such Shares is as set out in the section entitled 'How many Shares are proposed to be issued to the Executive Directors and how was that number determined?'.
How many Shares are proposed to be issued to the Executive Directors and how was that number determined?'
- (o) Details of any Shares issued to the Executive Directors under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (p) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Items 4.1 to 4.2 (inclusive) are approved and who are not named in this Notice of Meeting will not participate until Shareholder approval is obtained under ASX Listing Rule 10.14.

What happens if Shareholder approval is not obtained?

If Shareholders do not approve Items 4.1 or 4.2, the Company will pay each Executive Director their relevant salary in cash.

Note that Items 4.1 and 4.2 are separate resolutions and are not contingent on the passing of each other resolution.

Voting exclusion statement for Items 4.1 to 4.2 (inclusive)

The Company will disregard any votes cast in favour of Items 4.1 to 4.2 (inclusive) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Items 4.1 to 4.2 (inclusive) (as applicable) if it is cast by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with the directions given to the proxy or attorney; or
- (e) the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with a direction given to the chair to vote on the relevant Item as the chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and

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

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Items 4.1 to 4.2 (inclusive) unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Items 4.1 to 4.2 (inclusive).

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Items 4.1 to 4.2 (inclusive) because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board (excluding Greg Brown and Arun Singh in respect of their own proposed grant for which they have recused themselves) recommend that Shareholders vote in favour of these resolutions.

Chair's voting intention

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

Items 5.1-5.2 – Grant of Share Rights to Executive Directors for STI for FY2024

Mr Greg Brown and Mr Arun Singh have each earned a short-term incentive award for the financial year ended 30 June 2024 of A\$22,932 and US\$15,487.50, respectively. Mr Brown and Mr Singh have each requested that they receive 100% of their respective awards in Share Rights, rather than cash. The Company is therefore proposing to issue Share Rights under the Incentive Plan to Mr Brown and Mr Singh to satisfy the short-term incentive awards.

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of equity securities to a director of the Company under an employee incentive scheme. The resolution under Items 5.1 and 5.2 seeks Shareholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of Share Rights to Mr Brown and Mr Singh on the terms set out below. As executive directors of the Company, Mr Brown and Mr Singh fall within the category set out in ASX Listing Rule 10.14.1.

If the approval is given, the Company will proceed with the issue of the Share Rights and the Executive Directors will receive this equity in satisfaction of their short-term incentive awards for the financial year ended 30 June 2024. The issue of the Share Rights will also not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. If approval is not provided however, the short-term incentives will be paid in cash.

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

The Company is seeking Shareholder approval for the issue of the following Share Rights under the Incentive Plan:

Executive Director	Number of Share Rights	How number was determined
Greg Brown	127,400	<p>A\$22,932 divided by A\$0.18 cents, being the price at which Shares were issued pursuant to the Placement and ANREO.</p> <p>Mr Brown may for each financial year receive an amount equal to up to 30% of his fixed annual remuneration (A\$131,040) as a short-term incentive based on performance against determined key performance indicators over the financial year. For FY2024, Mr Brown earned approximately 17.5% of his STI, equating to A\$22,932, based on partial achievement of three key performance indicators (relating to progression of the FDA submission for BMD, the global expansion of vendors and surgical planning solutions) out of a total of six key performance indicators.</p>

Executive Director	Number of Share Rights	How number was determined
Arun Singh	131,237	<p>US\$15,487.50 (being A\$23,622.66 using a USD to AUD exchange rate of 0.6556) divided by A\$0.18 cents, being the price at which Shares were issued pursuant to the Placement and ANREO.</p> <p>Mr Singh may for each financial year receive an amount equal to up to 30% of his fixed annual salary (calculated exclusive of healthcare coverage) (US\$88,500) as a short-term incentive based on performance against determined financial measures and nonfinancial measures over the financial year. For FY2024, Mr Singh earned approximately 17.5% of his STI, equating to A\$23,622.66 (when converted to AUD), based on partial achievement of three key performance indicators (relating to progression of the FDA submission for BMD, the global expansion of vendors and surgical planning solutions) out of a total of six key performance indicators.</p>

Vesting conditions

The Share Rights will vest in full on 1 July 2025 subject to each Executive Director's continued employment through to the vesting date.

What happens if an Executive Director's employment is terminated?

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

Other key terms and conditions

The material terms of the Incentive Plan are set out in the Annexure.

Additional information required by ASX Listing Rules 10.15

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

- (a) The current total remuneration package of each Executive Director is set out in Items 4.1 – 4.2 above.
- (b) The securities received by each Executive Director to date under the Incentive Plan is set out in Items 4.1 – 4.2 above.
- (c) The Nomination and Remuneration Committee and the Board have determined that the Executive Directors should be issued Share Rights in satisfaction of their respective short-term incentives for the financial year ended 30 June 2024. As the Company is using equity to satisfy the short-term incentive that the Executive Directors have already earned, it was considered that the form of equity issued should not require the Executive Directors to pay monetary consideration. Accordingly, Share Rights were deemed the most appropriate type of equity security to use. The use of equity securities also creates alignment between the Executive Directors and the Shareholders and allows the Company to conserve cash.
- (d) The Company considers that each Share Right is valued at A\$0.18, being the issue price of Shares under the Placement and ANREO.
- (e) If Shareholders approve Items 5.1 and 5.2, the Share Rights will be issued shortly following the Meeting (and in any event within 3 years after the Meeting).
- (f) The Executive Directors will not pay any cash consideration for the grant of Share Rights.

- (g) The Executive Directors will not receive any loan from the Company in connection with the grant of the Share Rights.
- (h) Details of any Share Rights issued to the Executive Directors under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Item 4 is approved and who are not named in this Notice of Meeting will not participate until Shareholder approval is obtained under ASX Listing Rule 10.14.

What happens if Shareholder approval is not obtained?

If Shareholders do not approve Items 5.1 or 5.2, the Company will pay each Executive Director their short-term incentive in cash.

Note that Items 5.1 and 5.2 are separate resolutions and are not contingent on the passing of each other resolution.

Voting exclusion statement for Item 5.1 to 5.2 (inclusive)

The Company will disregard any votes cast in favour of Items 5.1 to 5.2 (inclusive) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Items 5.1 to 5.2 (inclusive) if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Items 5.1 to 5.2 (inclusive), in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Items 5.1 to 5.2 (inclusive), in accordance with a direction given to the chair to vote on Items 5.1 to 5.2 (inclusive) as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Items 5.1 to 5.2 (inclusive); and
 - the holder votes on Items 5.1 to 5.2 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Items 5.1 to 5.2 (inclusive) unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Items 5.1 to 5.2 (inclusive).

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Items 5.1 to 5.2 (inclusive) because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board (excluding Greg Brown and Arun Singh in respect of their own proposed grant for which they have recused themselves) recommends that Shareholders vote in favour of these resolutions.

Chair's voting intention

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

Glossary

A\$, AUD or \$	Australian dollars
AEST	Australian Eastern Standard Time as observed in Melbourne, Australia
ASX	ASX Limited ACN 008 624 691
Board	the board of directors of the Company
Closely Related Party	has the meaning given in the Corporations Act
Company or CurveBeam AI	CurveBeam AI Limited ABN 32 140 706 618 (ASX code: CVB)
Constitution	the Company’s constitution, adopted by Shareholders on 15 August 2022
Corporations Act	<i>Corporations Act 2001</i> (Cth) (Australia)
Directors	the current directors of the Company
Entitlement Time	7:00pm AEST on Tuesday, 1 October 2024
EGM, Extraordinary General Meeting or Meeting	the meeting convened by the Notice
Executive Director	Mr Greg Brown and/or Mr Arun Singh
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice
FY2024	the financial year ended 30 June 2024
FY2025	the financial year ended 30 June 2025
Group	the Company and its subsidiaries
Items	the resolutions set out in the Notice, or any one of them, as the context requires
KMP	the key management personnel of the Company, as defined by the Corporations Act
Listing Rules	the Listing Rules of the ASX
Non-Executive Director	the non-executive directors of the Company
Notice or Notice of Meeting or	this notice of extraordinary general meaning, including the sections of this notice titled “Important information”, “Voting Procedures”, the Explanatory Memorandum and the Proxy Form
Proxy Deadline	4:00pm AEST on Tuesday, 1 October 2024
Proxy Form	the proxy form accompanying the Notice
Share	a fully paid ordinary share in the capital of the Company
Share Registry	Computershare Investor Services Pty Limited
Share Right	an entitlement to receive Shares subject to the satisfaction of applicable conditions
Shareholder	a holder of a Share
US\$ or USD	US dollars
ZEPO	zero exercise price option

Annexure – Summary of material terms of Incentive Plan

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

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



ACN 140 706 618

Need assistance?



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+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

CVB

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CurveBeam AI Limited Extraordinary General Meeting

The CurveBeam AI Limited Extraordinary General Meeting will be held on Thursday, 3 October 2024 at 4:00pm (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 4:00pm (AEST) on Tuesday, 1 October 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MFSVC9D>


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

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

CVB

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

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (AEST) on Tuesday, 1 October 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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FLAT 123
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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of CurveBeam AI Limited to be held as a virtual meeting on Thursday, 3 October 2024 at 4:00pm (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2 (except where I/we have indicated a different voting intention in step 2) even though Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3.1, 3.2, 3.3, 4.1, 4.2, 5.1 and 5.2 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 1	Ratification and approval of prior issue of Shares under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval of the issue of Shares to KP Rx Healthcare Opportunities Fund under Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Grant of Shares under the Omnibus Incentive Plan to Mr Rob Lilley in lieu of cash fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Grant of Shares under the Omnibus Incentive Plan to Mr Hashan De Silva in lieu of cash fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.3	Grant of Shares under the Omnibus Incentive Plan to Ms Kate Robb in lieu of cash fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4.1	Grant of Shares under the Omnibus Incentive Plan to Mr Greg Brown in lieu of cash salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4.2	Grant of Shares under the Omnibus Incentive Plan to Mr Arun Singh in lieu of cash salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1	Grant of Share Rights under the Omnibus Incentive Plan to Mr Greg Brown for STI for FY2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2	Grant of Share Rights under the Omnibus Incentive Plan to Mr Arun Singh for STI for FY2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

CVB

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