THIS IS AN IMPORTANT DOCUMENT

AND REQUIRES YOUR ATTENTION

If you are in doubt as to how to deal with it,

please consult your financial or other professional adviser.



TRAFFIC TECHNOLOGIES LTD

ACN 080 415 407

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

DATE OF MEETING

Wednesday 27 November 2024

TIME OF MEETING

10.00 a.m. (AEDT)

VIRTUAL MEETING

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

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

LETTER TO SHAREHOLDERS

25 October 2024

Dear Shareholder,

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

Further to a resolution passed at the 2022 AGM amending the Company's Constitution to permit virtual meetings, the Company has made the decision to hold the Annual General Meeting as a fully virtual meeting. The meeting will take place on Wednesday, 27 November 2024 commencing at 10.00am (AEDT).

PARTICIPATION AT THE VIRTUAL MEETING

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

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

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

VOTING OPTIONS

Direct voting online during the Meeting

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

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

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

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

If you are unable to attend the Annual General Meeting, you are urged to complete the attached Proxy Form and return it, marked attention to the Secretary, so that it is received not later than 10.00 a.m. (AEDT) on Monday 25 November 2024:

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

By mail to: Computershare Investor Services Pty Limited

GPO Box 242 Melbourne Vic 3001

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

Via our online facility:

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

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

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

QUESTIONS

We will provide an opportunity to ask questions at the Meeting however there may be connectivity and other issues during the video conference. Accordingly, we recommend that any Shareholder questions be submitted in advance of the meeting. They should be sent to the Secretary, Peter Crafter at peter.crafter@trafficItd.com.au by 5.00 pm on 25 November 2024.

The enclosed Notice and Explanatory Memorandum contain details of the ordinary business of the Company, of receiving the financial report of the Company for the year ended 30 June 2024, the election of directors, the approval of the Remuneration Report and the ratification of a prior issue of shares.

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

Yours faithfully

Cary Stynes
Chairman
Traffic Technologies Ltd

TRAFFIC TECHNOLOGIES LTD ACN 080 415 407 NOTICE OF 2024 ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the Annual General Meeting (**Meeting**) of the members of Traffic Technologies Ltd (ABN 21 080 415 407) (**Company** or **Traffic Technologies**) (**Members**) will be held virtually on Wednesday 27 November 2024 at 10.00 a.m. (AEDT) for the purpose of considering the items of business in this Notice of Annual General Meeting (**Notice**).

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

AGENDA

ORDINARY BUSINESS

A. Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report on the Company and its controlled entities for the financial year ended 30 June 2024.

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

B. Ordinary Resolutions

Resolution 1: Re-election of Mr. Luke Donnellan as a Director

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

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

Resolution 2: Election of Mr. Cary Stynes as a Director

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

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

Resolution 3: Approval of Remuneration Report

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

"That the Remuneration Report set out in the Company's Annual Report for the financial year ended 30 June 2024 be approved by the Members."

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

Voting exclusion:

The Company will disregard any vote cast on Resolution 3 by, or on behalf of:

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

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

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

Resolution 4: Board Spill Meeting

If required, to consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution of the Company:

"That, subject to and conditional on at least 25% of the votes cast on Resolution 3 (Approval of the Remuneration Report) being cast <u>against</u> the adoption of the Remuneration Report for the financial year ended 30 June 2024, as prescribed by the Corporations Act:

- (a) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this Resolution;
- (b) all of the Directors of the Company (other than the Managing Director, Mr Con Liosatos) in office at the time when the resolution to make the Directors' Report for the financial year ended 30 June 2024 was passed and who remain in office at the time of the Spill Meeting, being Mr Cary Stynes and Mr Luke Donnellan, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."

Voting exclusion:

The Company will disregard any vote cast on Resolution 4 by, or on behalf of:

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

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

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

Resolution 5 - Approval for Appointment of Auditor

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

"That pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Hall Chadwick having been nominated by a Shareholder and consented in writing to act as auditor, be appointed as the Company's auditor effective from the close of the Annual General Meeting and the Directors be authorised to agree Hall Chadwick's remuneration in connection with the appointment."

In accordance with section 328A of the *Corporations Act 2001 (Cth)*, a notice of nomination of Hall Chadwick as auditor of the Company is attached to this Notice (see Annexure A).

GENERAL BUSINESS

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

By Order of the Board

Cary Stynes Chairman

Dated: 25 October 2024

WHO MAY VOTE

The Company determines that only Members holding Shares as at 7.00 p.m. (AEDT) on Monday 25 November 2024 will be entitled to vote at the Annual General Meeting on Wednesday 27 November 2024 or at any adjourned meeting.

HOW TO VOTE

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

Voting at the virtual Meeting

The Meeting will be held as a fully virtual meeting.

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

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

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

To vote in the meeting online follow the instructions below.

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

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

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

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

Voting by Proxy

You are entitled to appoint a proxy. The proxy need not be a Member of the Company. If you are entitled to cast two (2) or more votes you may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To vote by proxy, please complete and sign the proxy form attached to this Notice as soon as possible and return it so that it is received by the Company not later than 10.00 a.m. (AEDT) on Monday 25 November 2024:

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

By mail to: Computershare Investor Services Pty Limited

GPO Box 242 Melbourne Vic 3001

By hand to: Computershare Investor Services Pty Limited

"Yarra Falls" 452 Johnston Street

Abbotsford Vic 3067

Via our online facility: Please visit www.investorvote.com.au to submit your voting intentions

(if any). To use this online facility, you will need your Shareholder Reference

Number (SRN) or Holder Identification Number (HIN) and the six digit

Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please

visit www.intermediaryonline.com to submit your voting intentions.

The Chairman in his capacity as proxy holder intends to vote all undirected proxies in favour of approving all Resolutions in this Notice of Meeting, with the exception of Resolution 4 where the Chairman of the Meeting intends to vote against.

Shareholder questions

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

They should be sent to the Secretary, Peter Crafter at peter.crafter@trafficltd.com.au by 5.00pm on 25 November 2024.

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

FURTHER INFORMATION

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

ONLINE VOTING GUIDE



GETTING STARTED

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

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +613 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

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

To register as a shareholder

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



or

To register as a proxyholder

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

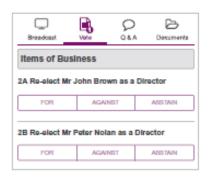




When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

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



FOR ASSISTANCE

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

TRAFFIC TECHNOLOGIES LTD

ACN 080 415 407

EXPLANATORY MEMORANDUM

1. INTRODUCTION

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

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

2. ITEMS OF ORDINARY BUSINESS

2.1 Financial Statements and Reports

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

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

2.2 Election of Directors

Resolution 1 – Re-election of Mr. Luke Donnellan as a Director

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

Profile of Mr. Luke Donnellan GAICD

Independent Non-Executive Director. Appointed December 2022.

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

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

Resolution 2 - Election of Mr. Cary Stynes as a Director

Resolution 2 seeks approval for the election of a new director to the Board who was appointed to fill a casual vacancy on the Board on 13 February 2024. Pursuant to clause 15.1(b) of the Company's Constitution, the Company may, by a resolution passed at a general meeting, appoint a person to be a Director. In accordance with the Company's existing corporate governance policy, the Company seeks to actively maintain a Board structure which provides an appropriate mix of experience and expertise to provide strategic guidance for the Company and effective oversight of management. Having regard to this policy and the current market conditions faced by the Company, the Company engaged an executive search firm to assist in identifying and screening potential candidates with a view to finding a director who offered a complementary skill set to the existing skills' matrix of the Board. The Board considers that Mr. Cary Stynes fulfils all relevant criteria. His profile is set out below.

Profile of Mr. Cary Stynes

Independent Non-Executive Chairman. Appointed February 2024.

Mr. Stynes is a senior corporate M&A lawyer and holds a current Victorian legal practicing certificate. He specialises in advising early-stage companies, raising seed and later stage capital and arranging ASX company listings. He is currently Executive Chairman of unlisted public company Botanic Wellness Limited and Chief Executive Officer of Botanic Bioplastics Pty Ltd. He was a non-executive director of ASX-listed TZ Limited (TZL) until February 2024.

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

2.3 Resolution 3 - Approval of Remuneration Report

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

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to key management personnel of the Company and which sets out the remuneration details for each of them, forms part of the Directors' Report included in the Annual Report for the financial year ended 30 June 2024. Accordingly, the contents of the Remuneration Report are not reproduced in this Explanatory Memorandum. Members are referred to pages 11-14 of the Annual Report for full details of the remuneration of the Directors and Key Management Personnel.

At the Company's Annual General Meeting (AGM) in November 2023, 59.38% of the total vote received from shareholders supported the 2023 Remuneration Report. As this was less than a 75% majority, this meant the Company received a 'first strike' against its Remuneration Report.

Following the first strike, the Board has spoken to many shareholders and their advisers to understand their concerns. The Board has reflected deeply on this feedback, and has considered this feedback when determining remuneration outcomes for 2024

In these circumstances, the Corporations Act requires the Company to include in this year's Remuneration Report an explanation of the Board's proposed action in response to that first strike or, alternatively, if the Board does not propose any action, the Board's reason for such inaction.

Following the 2023 AGM, the Nomination & Remuneration Committee has taken a number of steps to address shareholder concerns regarding the Company's remuneration policies, including:

- applying downward discretion on any performance-based incentives that were subject to Board discretion regarding the satisfaction of relevant performance-based milestones;
- reviewing the appropriateness of the Company's remuneration policies with a particular focus on aligning executive reward with the Company's long-term performance and shareholder value creation;
- formalising a new short term incentive (**STI**) plan to align more closely the relationship between executive and the Company's performance;
- developing a long term incentive (LTI) plan to align more closely the relationship between executive performance and sustainable shareholder return over the longer term; and

 reviewing the format and content of the Remuneration Report to improve disclosure of remuneration policies and outcomes.

We believe these steps reflect our commitment to ensuring that executive remuneration outcomes are aligned to the Company's performance and the value created for all our stakeholders.

Please refer to the Remuneration Report, contained in the Annual Report for further information regarding the action undertaken by the Company and the Nomination & Remuneration Committee since the last AGM.

The Chairman will allow the Members a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

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

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

2.4 Resolution 4 - Board Spill Meeting (contingent item)

The Corporations Act includes a 'two strikes' rule with regard to Remuneration Reports. The 'two strikes' rule provides that if 25% or more of the votes cast on the resolution to approve the Remuneration Report at two consecutive Annual General Meetings are <u>against</u> approving the Remuneration Report, Shareholders will have the opportunity to vote on a resolution proposing to convene another shareholder meeting to consider the spill of the Board.

At the Company's Annual General Meeting (AGM) in November 2023, 59.38% of the total vote received from shareholders supported the 2023 Remuneration Report. As this was less than a 75% majority, this meant the Company received a 'first strike' against its Remuneration Report. Accordingly, if the votes against the 2024 Remuneration Report exceed 25% of the votes cast, the Company will receive a 'second strike'.

If a 'second strike' occurs, Resolution 4 will be put to the Annual General Meeting. If less than 25% of the votes cast are against approving the Remuneration Report, then there will be no 'second strike' and Resolution 4 will not be put to the Annual General Meeting.

If put, the spill resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

If this Resolution is passed and becomes effective, as required by section 250V of the Corporations Act, a special meeting of Shareholders known as a 'Spill Meeting' must be held within 90 days after the Annual General Meeting. The Directors (other than the Managing Director) will cease to hold office at the end of the Spill Meeting (subject to the Company maintaining the minimum number of Directors as required by the Corporations Act). The Directors which may be subject to the Spill Meeting are:

- Mr Cary Stynes; and
- Mr Luke Donnellan.

Each of the Directors listed above would be eligible to seek re-election at the Spill Meeting, however there is no guarantee that any of them will do so.

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

2.5 Resolution 5 - Approval for Appointment of Auditor

Explanation

Pursuant to section 329(5) of the Corporations Act Grant Thornton Audit Pty Ltd intend to resign as auditor of the Company (with ASIC consent) with effect from the date of this Meeting and pursuant to section 327C of the Corporations Act the Directors intend to appoint Hall Chadwick as auditor to fill that casual vacancy.

The purpose of Resolution 5 is to seek Member approval of the appointment of Hall Chadwick as auditor of the Company and its controlled entities in accordance with section 327B of the Corporations Act.

As required by section 328B(1) of the Corporations Act, the Company has received a nomination from a Member no less than 21 days before this meeting that Hall Chadwick be appointed as the Company's new auditor. A copy of this nomination is attached to this Explanatory Memorandum. Hall Chadwick has given, and not withdrawn, its written consent to act as the Company's auditor. If Resolution 5 is passed, the appointment of Hall Chadwick as the Company's auditor is effective as from the close of this Meeting. If this Resolution is not passed, Hall Chadwick's appointment as auditor will not be ratified.

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

3. OTHER INFORMATION

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

4. DIRECTORS' APPROVALS AND RECOMMENDATIONS

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions, with the exception of Resolution 4 where the Chairman of the Meeting intends to vote against.

5. GLOSSARY

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

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

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited (ACN 008 624 691);

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

Board means the current board of Directors of the Company;

Chairman means the chairman of the Meeting;

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

Constitution means the current Constitution of the Company;

Corporations Act means the Corporations Act 2001 (Cth);

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

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice;

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

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

Notice means the notice of this Meeting;

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

Resolutions means the resolutions referred to in the Notice;

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

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

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

ANNEXURE A - Nomination of Hall Chadwick as auditor

The Company Secretary Traffic Technologies 310-320 Darebin Road Fairfield Victoria 3078

14th October 2024

NOMINATION OF AUDITOR

In accordance with the provisions of s328B(1) of the Corporations Act 2001, I, Rachelle Liosatos being a member of Traffic Technologies Ltd hereby nominate Hall Chadwick for appointment as auditor of Traffic Technologies Ltd and its controlled entities as and from the Annual General Meeting to be held on 27 November 2024 or any adjournment of that meeting.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the Corporations Act 2001.

Yours sincerely

Rachelle Liosatos

4 Merrion Grove Kew 3101



Traffic Technologies Limited ABN 21 080 415 407

TTI

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Monday, 25 November 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:



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: 19999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

ı	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.



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LND

Proxy Form

Please mark X to indicate your directions

	Thh	OIIIL C	ı Pro	xy to) V	V C	ote o	on Yo	our l	Beh	ıalf										XX
I/We being a	member/s	s of Tra	ffic Tec	hnologi	gies	es L	Ltd her	ereby a	appoint	t											
I	airman Meeting	<u>OR</u>															you h	ave sel	lected	eave this bo the Chairma sert your ow	an of the
or failing the in act generally a the extent per Wednesday, 2 Chairman au Meeting as mon Resolution directly or indimportant Novoting on Res	at the mee mitted by 27 Novem thorised t y/our prox s 3 and 4 rectly with te: If the 0	eting on law, as the 2024 to exercite y (or the (except of the remember 2014).	my/our the prox 4 at 10:0 ise und Chairn where I hunerati n of the	behalf all xy sees f 00am (A directed man beco I/we have ion of a r Meeting	and fit) AEI d procomic we in the mean of	nd to t) at EDT pro mes ind nem is (to vote in the Art the Art and a coxies of the content of the core	in acco Annual (at any on remo our prox d a diffe f key ma comes)	cordance General adjourn nunerate oxy by deferent von nanageral your p	ce with all Mee rnment tion reduction reduction in the contraction is the contraction of the contraction is the contraction of	n the for eting on the or por related t), I/we intenti	follow of Tra oostpo d res e exp tion in onnel,	ring d affic T onem olution oressl n step , whice	echnent of ons: y aut 2) er	ons (lologi f that Whe horis ven the	or if nes Ltomeel meel e I/we the nough	o direct to be ing. e have Chairm Resol	tions held a neld a appoinan to lutions an.	have that as a virial inted to exerce as 3 and	peen giver irtual meet the Chairm sise my/ou d 4 are co	n, and to ting on man of th r proxy nnected
Step 2	Item	s of E	3usi:	ness																not to vote or required m	
Step 2	Item	s of E	Busiı	ness														comput			najority.
				ness e Donnell		be	ehalf on	n a show	w of hand									comput	ting the	e required m	najority.
Resolution 1	Re-elec	tion of M	1r. Luke		ellar	be an a	ehalf on as a Dii	n a show	w of hand									comput	ting the	e required m	najority.
Resolution 1	Re-elec	tion of M	Ir. Luke Cary Sty	e Donnell	ellar a [be an a	ehalf on as a Dii	n a show	w of hand									comput	ting the	e required m	najority.
Resolution 1 Resolution 2 Resolution 3 Resolution 4	Re-elec	of Mr. (Ir. Luke Cary Sty nunerat	Donnell	ellar a [be an a	ehalf on as a Dii	n a show	w of hand									comput	ting the	e required m	najority.
Resolution 1 Resolution 2 Resolution 3	Re-election Approva Board S hat Reso	of Mr. Cal of Ren	Ir. Luke Cary Sty nunerat	e Donnell ynes as a	a [be an a Dir	ehalf on as a Dir	n a show	w of hand	nds or a	a poll a	and yo	our vot	es wil	I not b	e cou	nted in o	F C	ting the	e required m	ajority.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of item 4 where the Chairman of the Meeting intends to vote against. 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 S	Securityholde	er(s) This se		
Individual or Securityholder 1	Securityholder 2		Securityholder 3	
				1 1
Sole Director & Sole Company Secretary	Director		Director/Company Secretary	Date
Update your communication det	tails (Optional)	Email Address	By providing your email address, you consent to of Meeting & Proxy communications electronica	
MODITE NUMBER		Email Address	or Meeting & Froxy communications electronical	y





