

2024
Notice of
Annual General Meeting

9:00AM AEDT
Tuesday, 26 November 2024

CURVEBEAM AI LIMITED
ABN 32 140 706 618

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of CurveBeam AI Limited (**Company** or **CurveBeam AI**) will be held as a virtual-only meeting on Tuesday, 26 November 2024 commencing at 9:00am AEDT (**AGM** or **Meeting**).

Details on how to participate in the AGM 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: Financial statements and reports

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the Company for the financial year ended 30 June 2024.

All Shareholders can view the Annual Report, which contains the Financial Report, Directors’ Report and Auditor’s Report at the Company’s investor website: <https://investors.curvebeamai.com/> or via the Company’s announcement platform on ASX under the code “CVB”.

Item 2: Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2024 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Company or the directors. The directors will consider the outcome of the vote and comments made by shareholders at the meeting on the Remuneration Report when reviewing the Company’s remuneration policies. The non-executive Directors unanimously recommend that you vote in favour of this Item.

Item 3: Re-election of Ms Kate Robb as a Director

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

“That Ms Kate Robb, being a Director who is retiring in accordance with rule 8.1(f) of the Company’s Constitution and Listing Rule 14.5, and being eligible, offers herself for election, be elected as a director of the Company.”

Item 4: Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

To consider, and if thought fit, pass the following as a special resolution of the Company:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum."

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

Item 5: Approval of long-term incentive option grants to Mr Greg Brown and Mr Arun Singh

Item 5.1: Approval of grant of long-term incentive options to Mr Greg Brown

"That for the purposes of Listing Rule 10.14, Part 2D.2 of the Corporations Act (including Sections 200B and 200E) and for all other purposes, approval is given to the grant and issue of premium-priced options to Mr Greg Brown, the Chief Executive Officer and Managing Director of the Company, and the subsequent issue of Shares on the vesting and exercise of those options, 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: Approval of grant of long-term incentive options to Mr Arun Singh

"That for the purposes of Listing Rule 10.14, Part 2D.2 of the Corporations Act (including Sections 200B and 200E) and for all other purposes, approval is given to the grant and issue of premium-priced options to Mr Arun Singh, Chief Operating Officer, Chief Technology Officer (CT) and President of the Americas and Europe of CurveBeam LLC, and the subsequent issue of Shares on the vesting and exercise of those options, 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

25 October 2024

Important information

The Annual General Meeting (**AGM** or **Meeting**) of CurveBeam AI Limited (**CurveBeam AI** or the **Company**) will be held on **Tuesday, 26 November 2024 commencing at 9:00am AEDT**.

Virtual only meeting

The AGM 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 AGM

Before the AGM

AGM 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 **9:00am AEDT on Sunday, 24 November 2024**.

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

Ask a question online

Submit questions online at www.investorvote.com.au by **9:00am AEDT on Sunday, 24 November 2024**.

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

At the AGM

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/MVN7ZYD>
- To join the meeting online, you will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.

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.

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'.

- Click on 'Join Meeting Now'
 - 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 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.
 - 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 AGM

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

Please submit any questions by **9:00am AEDT on Sunday, 24 November 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 AGM

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'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

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 Annual 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 (AEDT) on Sunday, 24 November 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 AGM 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 AGM pack via email will receive a personalised link to InvestorVote in order to appoint a proxy.

Shareholders who have elected to receive their AGM 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 **9:00am (AEDT) on Sunday, 24 November 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 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 **9:00am AEDT on Sunday, 24 November 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 AGM" in the Important information section of this Notice for details on how to do so..

Proxy voting by the Chair

For Items 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 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 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 9:00am AEDT on Tuesday, 26 November 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 Items 3, 5.1 and 5.2 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. The resolution in Item 4 is a special resolution, which requires at least 75% of the votes cast by Shareholders entitled to vote on the resolution to be in favour for the resolution to be approved.

Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company will be presented at the Meeting. The Financial Report contains the financial statements of the Company and its controlled entities for the financial year ended 30 June 2024.

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

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about, or make comments on, the management of the Company, and to ask questions about the Financial Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, PricewaterhouseCoopers (**PwC**), questions about the Auditor's Report, the conduct of its audit of the Financial Report, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PwC in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

Item 2 – Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 21-33 of the Company's Annual Report for the year ended 30 June 2024 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2024 Annual Report is available at <https://investors.curvebeamai.com/annual-reports/>.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from Shareholders when reviewing the Company's remuneration policies.

Remuneration link with company performance and strategy

The Company's remuneration framework is aimed at rewarding executives and employees for the achievement of growth in the business, successful implementation and achievement of corporate milestones, and the creation of Shareholder value in the short, medium and long-term. The Company's remuneration framework and pay for performance philosophy is intended to attract, motivate and retain talent so the Company may deliver on its growth strategy and utilise remuneration mechanisms that can also further align the cash strategy of the business.

The Board, is committed to good governance in remuneration and to ensuring that the Group's policies and practices are fair, competitive and responsible.

Board recommendation

The non-executive Directors recommend that Shareholders vote FOR the resolution in Item 2.

Chair's voting intention

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

Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2024 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form. 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 Item 2 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Item 3 – Re-election of Ms Kate Robb

Ms Kate Robb was appointed to the Board of the Company in April 2023 and re-elected in November 2023.

Ms Robb has over 25 years' finance, governance, risk management and compliance experience. Ms Robb commenced her career at PwC and has held senior audit and risk roles at United Energy Limited (ASX:UEL), ANZ Banking Group Limited (ASX:ANZ) and AGL Energy Limited (ASX:AGL).

Ms Robb previously served as a non-executive director and chair of the audit committee of unlisted public company Sandringham Community Financial Services Ltd, a Bendigo Bank Community Bank. Ms Robb was appointed to the board of directors of Solvar Limited (formerly Money3 Corporation Ltd) (ASX:SVR) (SVR) in September 2019. She is also chair of SVR's audit and risk committee and a member of the nominations and remuneration committee over the same time period.

Ms Robb holds a Bachelor of Business (Accounting) from Deakin University, is a member of Chartered Accountants Australia and New Zealand and is a Graduate of the Australian Institute of Company Directors.

Having had regard to the ASX Principles, the Board considers Ms Robb to be an independent director.

Board recommendation

The Board (with Ms Robb abstaining) supports the election of Ms Robb and recommends that Shareholders vote FOR Ms Robb's re-election as a Director of the Company as her skills and expertise are important to ensuring that the Board has the breadth of experience necessary to function effectively.

Chair's voting intention

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

Item 4 – Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

Background

Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an annual general meeting to issue an additional 10% of its issued capital by way of placements over a 12-month period (**10% Placement Capacity**). The additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve the resolution in Item 4, the effect will be to allow the Company to determine to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Meeting without using the Company's 15% placement capacity under Listing Rule 7.1. The Company could also determine to issue equity securities up to a combined 25% limit under Listings Rules 7.1 and 7.1A without any further shareholder approval. An approval under Listing Rule 7.1A is permissive, and not obligatory. Accordingly, if approved, the Company may or may not use the 10% Placement Capacity as the Board determines having regard to the Company's circumstances in 12 month period following the Meeting.

Item 4 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity under Listing Rule 7.1A is one which (at the date of the relevant annual general meeting) has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The Company hereby seeks Shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities (including convertible notes and options) within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the 12-month period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the 12 months under an agreement within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12-month period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity

without shareholder approval. This may include fully paid ordinary securities issued in the 12-month period under an agreement to issue securities within Listing Rule 7.2 exception 17 where the issue is subsequently approved under Listing Rule 7.1;

- less the number of fully paid ordinary securities cancelled in the 12 months;

Note that **A** has the same meaning in the Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that has not subsequently been approved by the holders of ordinary securities under Listing Rules 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX code: CVB).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rule 7.1A.4:

- give to the ASX immediately after the issue a list of the names of persons to whom the Company issued equity securities and the number of equity securities issued to each (but this list is not required to be released to the market); and
- state in an announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A.

Required information

The following additional information is provided to Shareholders to allow them to assess the resolution in Item 4, including for the purposes of Listing Rule 7.3A.

Minimum price

Any equity securities issued by the Company under Listing Rule 7.1A can only be issued for cash consideration per security and at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- the date on which the securities are issued if the securities are not issued within ten trading days of the date on which the issue price is agreed.

Using the three dilution Share prices in the table below for consistency, the minimum hypothetical issue price (at 75%) would be:

\$0.07: \$0.0525

\$0.14: \$0.105

\$0.27: \$0.21

Dilution to existing Shareholders

If the resolution in Item 4 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by Listing Rule 7.3A.4 where the number of the Company's shares on issue (variable "A" in the formula in Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 17 October 2024.

Number of Shares on issue at 17 October 2024 Variable "A"	Additional 10% Dilution - Shares issued & funds raised	Dilution		
		\$0.07 Issue price at half current market price	\$0.14 Issue price at current market price	\$0.28 Issue price at double current market price
375,693,289 Current Variable A (see below assumptions)	Shares issued (10% dilution)	37,569,328	37,569,328	37,569,328
	Funds raised	\$2,629,852	\$5,259,705	\$10,519,411
563,539,933 50% increase in current Variable A	Shares issued (10% dilution)	56,353,993	56,353,993	56,353,993
	Funds raised	\$3,944,779	\$7,889,559	\$15,779,118
751,386,578 100% increase in current Variable A	Shares issued (10% dilution)	75,138,657	75,138,657	75,138,657
	Funds raised	\$5,259,705	\$10,519,411	\$21,038,823

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- (a) the "issue price at current market price" is the closing price of the shares on ASX on 17 October 2024;
- (b) Variable A is 375,693,289 which equates to the number of current shares on issue at 17 October 2024;
- (c) the Company issues the maximum number of securities available under the additional 10% placement;
- (d) the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (e) no options are exercised into shares, or share rights vest, before the date of issue of equity securities;
- (f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM; and
- (h) funds raised are before any capital raising costs which may be incurred.

10% placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of the AGM until the earlier of:

- (a) 12 months after the AGM;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% Placement Capacity for the purpose of raising funds for continued investment in the Company's product development, capital and financial management activities deemed by the Board to be in the best interests of the Company, and working capital requirements.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Information provided for compliance with Listing Rule 7.3A.6

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

If Shareholder approval is not obtained

If Shareholders do not approve the resolution under Item 4, the Company will not be able to utilise the 10% Placement Capacity. The Company will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Voting exclusion statement

At the date of this Notice of Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under Listing Rule 7.1A.2, the Company will disregard any votes cast in favour of Item 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of securities, except a benefit solely by reason of being a holder of ordinary securities, and any associates of the aforementioned persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on these resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chair to vote on these resolutions 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 Item 4; and
 - (ii) the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Board recommends that Shareholders vote FOR the resolution in Item 4.

Chair's voting intention

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

Items 5.1 and 5.2 – Approval of long-term incentive option grants to Mr Greg Brown and Mr Arun Singh

Background and overview

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 (each a **Key Executive**). The Company is proposing to issue premium-priced options (**PPOs**) to the Key Executives, under the Incentive Plan, as a long-term incentive for the financial year ended 30 June 2025. The options are “premium-priced” as they have an exercise price of A\$0.31, a 67% premium to the A\$0.18 price at which Shares were issued pursuant to the Company’s most recent capital raising. The number of PPOs to be issued has also been determined based on a price of A\$0.31, rather than the lower Black-Scholes value.

The PPOs are subject to a time-based service condition and each Key Executive must be continuously employed or engaged by the Group for three years following the date the PPOs are granted for the PPOs to vest.

The PPOs are exercisable at the exercise price of A\$0.31 upon vesting and expire on the date that is six (6) years from the date of the grant. On exercise, each Key Executive will become entitled to receive one Share for each PPO that has vested (subject to the terms of the issue of the PPOs relating to bonus issues and capital reorganisations of the Company), or if there is a net settlement (as agreed between the Company and the relevant Key Executive), the number of Shares determined in accordance with the formula in the Incentive Plan.

PPOs were chosen to be issued to the Key Executives and other employees as long-term incentives in order to align the interests of the employees with the Shareholders and to provide the employees with the opportunity to acquire Shares. Having an exercise price at a premium to the current share price links increases in Shareholder value to rewards gained by the employees. The Company, through the Nomination and Remuneration Committee, engaged a third-party remuneration consultant to advise on the proposed grants of PPOs to the Key Executives.

Why is Shareholder approval being sought?

Listing Rule 10.14

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 5.1 to 5.2 (inclusive) seek Shareholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of PPOs to each of the Key Executives on the terms set out below. As directors of the Company, each of the Key Executives falls within the category set out in Listing Rule 10.14.1.

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

Part 2D.2 of the Corporations Act

Under Part 2D.2 of the Corporations Act, the Company may only give a person a “benefit” (as defined in the Corporations Act) in connection with their ceasing to hold a “managerial or executive office” (as defined in the Corporations Act) if the giving of the benefit has been approved by Shareholders or an exemption applies.

Under the Incentive Plan, where a participant ceases to be an employee of the Company all unvested PPOs held by that participant will ordinarily lapse. However, the Board has discretion as to how unvested PPOs are to be treated in circumstances where the participant ceases employment because of death or permanent and total disablement, or where the Board determines to treat the participant as a ‘Good Leaver’ (see below in ‘*What happens if one of the Key Executives’ employment is terminated?*’). The Board may also, in certain circumstances, determine that vesting conditions of unvested awards are satisfied. In the context of exercising these discretions, allowing unvested PPOs to be retained or vesting to be satisfied, may constitute a termination benefit regulated by Part 2D.2 of the Corporations Act if the relevant participant holds a managerial or executive office with the Company (or a Related Body Corporate).

The purpose of Items 5.1 and 5.2 is also to have Shareholders approve the provision of potential termination benefits to the Key Executives in respect of their respective grants of PPOs. Whether any termination benefits will actually arise for Mr Brown or Mr Singh in respect of the PPOs if the relevant Key Executive were to cease employment in the future will depend upon the circumstances in which the Key Executive ceases employment, the number of unvested PPOs held at that time and

a determination by the Board, subject to the Listing Rules, about treatment of the PPOs. The Company is seeking this approval to ensure Board is able to treat each Key Executive fairly on cessation of employment, having regard to their contribution to the Company and the circumstances in which they are ceasing employment. The value of any potential benefit to Mr Brown or Mr Singh cannot be ascertained at the present time, however, the value of the benefit will be the market price of the Shares that are received following the exercise of the PPOs.

Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act. The Company considers that the financial benefit to be given by the grant of the PPOs to the Key Executives constitutes reasonable remuneration given the circumstances of the Company and each Key Executive's role and responsibilities. Therefore, the exception contained in section 211(1) of the Corporations Act applies.

Other information

How many PPOs are proposed to be issued to the Key Executives and how is that number being determined?

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

Executive Director	Number of PPOs
Greg Brown	1,409,032 PPOs, calculated by dividing A\$436,800 ¹ by the exercise price of A\$0.31 (being a 67% premium to the A\$0.18 price at which Shares were issued pursuant to the Company's recent capital raising).
Arun Singh	1,409,032 PPOs, calculated by dividing A\$436,800 ² by the exercise price of A\$0.31 (being a 67% premium to the A\$0.18 price at which Shares were issued pursuant to the Company's recent capital raising).

¹ 100% of Mr Brown's fixed annual remuneration.

² Based on an AUD equivalent of Mr Singh's fixed annual salary. The Nomination and Remuneration Committee determined that Mr Singh's award should be adjusted to disregard fluctuations in the AUD:USD exchange rate in order to match Mr Brown's proposed award.

As stated above, a third-party remuneration consultant (PricewaterhouseCoopers) advised the Nomination and Remuneration Committee on the structure of the remuneration plan. The Nomination and Remuneration Committee determined to use the exercise price of A\$0.31 to calculate the number of PPOs to be issued, rather than the lower fair value price under the Black-Scholes model.

Issue price of the PPOs

No payment is required for the issue of the PPOs by the Key Executives. The exercise price of the PPOs will be A\$0.31 per PPO.

What happens if one of the Key Executives' employment is terminated?

Where Mr Brown or Mr Singh ceases employment with the Group, the following terms shall apply:

- In the event that the Key Executive ceases employment or engagement with the Group due to permanent and total disablement or death, the participant will be considered to be a 'Good Leaver'. The Board also retains discretion to treat the Key Executive as a Good Leaver in its absolute discretion even if they do not satisfy the conditions of a Good Leaver.
- If the Key Executive is determined to be a Good Leaver, the Key Executive will be entitled to retain all vested PPOs and, subject to the discretion of the Board, may be entitled to retain some unvested PPOs.
- In the event that the Key Executive ceases employment with the Group but is not considered to be a Good Leaver, the Key Executive will be entitled to retain any vested PPOs, but will forfeit all unvested PPOs (unless otherwise determined by the Board).
- If the Key Executive ceases employment with the Group under any circumstances and retains any vested PPOs following cessation of employment, the PPOs must be exercised within 60 days of cessation, otherwise the PPOs will lapse and/or the Rights will be forfeited.

Additional information required by Listing Rule 10.15 in respect of Items 5.1 to 5.2

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

(a) The current total remuneration package of each of the Key Executives is as follows:

	Annual Salary	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 100% of his fixed annual remuneration (excluding 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.

(b) To date, the Key Executives 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
	Share Rights	127,400	Nil	Vesting on 1 July 2025 subject to continued employment	N/A
	Shares (not issued yet)	166,667	N/A	N/A	N/A
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
	Share Rights	131,237	Nil	Vesting on 1 July 2025 subject to continued employment	N/A
	Shares (not issued yet)	311,020	N/A	N/A	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, two-thirds of the Loan Shares have vested, and the remaining one-third will vest on 12 October 2025.

- (c) If Shareholders approve Items 5.1 to 5.2, the relevant PPOs will be issued shortly following the AGM. In any event, all of the PPOs will be issued within 3 years after the AGM.
- (d) The material terms of the Incentive Plan are summarised in the Annexure to this Explanatory Memorandum.
- (e) None of the Key Executives will receive any loan from the Company in connection with the grant of the PPOs.
- (f) It has been determined that the Key Executives should be issued the PPOs for the reasons set out above, and the value attributed to such PPOs is as set out in the section entitled '*How many PPOs are proposed to be issued to the Key Executives and how was that number determined?*'.
- (g) Details of any PPOs issued to the Key Executives 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.
- (h) 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 5.1 to 5.2 (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 obtained or not obtained?

If the approvals are obtained, the Company will proceed with the issue of the PPOs and Mr Brown and Mr Singh will each be granted 1,409,032 PPOs.

If Shareholders do not approve Items 5.1 to 5.2, the Company may consider alternative long-term incentive structures for the Key Executives.

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

Voting exclusion statement for Items 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 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) (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.

A vote on Item 5.1 must not be cast (in any capacity) by or on behalf of Mr Brown or any of his associates. Similarly, a vote on Item 5.2 must not be cast (in any capacity) by or on behalf of Mr Singh or any of his associates. 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) recommend that Shareholders vote FOR the resolutions in Items 5.1 and 5.2.

Chair's voting intention

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

Glossary

A\$ or \$	Australian dollars
AEDT	Australian Eastern Daylight Savings Time as observed in Melbourne, Australia
AGM, Annual General Meeting or Meeting	the meeting convened by the Notice
Auditor	PricewaterhouseCoopers ABN 52 780 433 757
Auditor's Report	the report of the Auditor in respect of the financial year ended 30 June 2024 contained in the Annual Report
Annual Report	the annual report of the Company for the financial year ended 30 June 2024
ASX	ASX Limited ACN 008 624 691
ASX Principles	ASX's Corporate Governance Principles and Recommendations (4 th edition)
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
Directors' Report	the report of the Directors for the financial year ended 30 June 2024 contained in the Annual Report
Entitlement Time	7:00pm AEDT on Sunday, 24 November 2024
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice
Financial Report	the annual financial report for the Company, and the entities that it controlled, for the financial year ended 30 June 2024
Group	the Company and its subsidiaries
Incentive Plan	the CurveBeam AI Limited Omnibus Incentive Plan
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
Notice or Notice of Meeting or	this notice of annual general meeting, including the sections of this notice titled "Important information", "Voting Procedures", the Explanatory Memorandum and the Proxy Form
Notice of Annual General Meeting	
Proxy Deadline	9:00am AEDT on Sunday, 24 November 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

Shareholder

a holder of a Share

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.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:

www.investorcentre.com/contact

CVBRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

CurveBeam AI Limited Annual General Meeting

The CurveBeam AI Limited Annual General Meeting will be held on Tuesday, 26 November 2024 at 9:00am (AEDT). 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

PIN: 99999

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

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Sunday, 24 November 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MVN7ZYD>

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.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Sunday, 24 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:

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

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.

☐ **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.



IND

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 Annual General Meeting of CurveBeam AI Limited to be held as a virtual meeting on Tuesday, 26 November 2024 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 5.1 and 5.2 (except where I/we have indicated a different voting intention in step 2) even though Items 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 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 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Ms Kate Robb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1	Approval of grant of long-term incentive options to Mr Greg Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2	Approval of grant of long-term incentive options to Mr Arun Singh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

Mobile Number

Email Address

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