

Dear Shareholder

## Constellation Technologies Limited Annual General Meeting

The Company hereby announces that its 2024 Annual General Meeting of Shareholders will be held on Thursday 28th November 2024 at 2.00pm (AEDT). This meeting will be held as a virtual online meeting.

The agenda of the meeting will be to consider the following items of business:

- Financial Statements
- Remuneration Report
- Re-election of Director – Mr Leath Nicholson
- Employee Share Plan
- Employee Exempt Share Plan

Please note that this meeting is a Virtual Meeting.

**Shareholders wishing to attend the meeting are requested to register at the Company's website [www.ct1limited.com](http://www.ct1limited.com) no later than 2.00pm on 26 November 2024 to enable the Company to verify your eligibility to attend the meeting.**

**Once all attendees are verified, an email will be sent to attendees with a link to participate in the meeting using our Webinar facilities.**

At the meeting, the Chairman and management will provide an update to shareholders. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at [terri@ct1limited.com](mailto:terri@ct1limited.com) at least 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are strongly encouraged to vote prior to the meeting by submitting their proxy form in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

By order of the Board



Terri Bakos  
Company Secretary  
25 October 2024

# Notice of Annual General Meeting

## Constellation Technologies Limited ACN 009 213 754

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Notice is given that the 2024 Annual General Meeting (AGM or Meeting) of Constellation Technologies Limited ACN 009 213 754 (Company or CT1) will be held on Thursday 28 November 2024 at 2.00pm (AEDT).

This meeting will be a Virtual Meeting and there will not be a physical meeting that shareholders can attend or vote at in person. Shareholders may attend the meeting virtually by registering at:

[www.ct1limited.com](http://www.ct1limited.com)

Shareholders wishing to attend the virtual meeting are requested to register their attendance no later than 2.00pm on 26 November 2024.

Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our live webinar facilities.

Shareholders will be able to virtually attend and watch the proceedings of the Meeting (which will be broadcast as a live webinar), submit questions and vote on resolutions during the live webinar.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at [terri@ct1limited.com](mailto:terri@ct1limited.com).

Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting.

Shareholders are also strongly encouraged to consider voting in advance of the Meeting by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 2.00pm, 26th November 2024). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website [www.asx.com.au](http://www.asx.com.au), search code "CT1".

## BUSINESS

### 1. Financial Statements and Reports

To receive the Annual Financial Report, including the directors' report and auditor's report (Annual Report) of the Company for the year ended 30 June 2024.

A copy of the Annual Report can be downloaded at [www.ct1limited.com](http://www.ct1limited.com)

### 2. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass the following Resolution in accordance with Section 250R(2) of the Corporations Act 2001 (Cth):

'That the Remuneration Report set out in the Director's Report section of the Company's Annual Report for the year ended 30 June 2024 be adopted.'

### 3. Resolution 2- Re-election of Mr Leath Nicholson

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

'That Mr Leath Nicholson, a Non-Executive Director, who retires by rotation in accordance with Article 64 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

### 4. Resolution 3 - Employee Share Plan

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

'That for the purposes of ASX Listing Rule 7.2, Exemption 13, the Shareholders approve the issue of securities under the Company's existing Employee Share Plan (ESP) as an exception to the requirement to obtain Shareholder approval under ASX Listing Rule 7.1'

### 5. Resolution 4 - Employee Exempt Share Plan

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

'That for the purposes of ASX Listing Rule 7.2, Exemption 13, the Shareholders approve the issue of securities under the Company's Employee Exempt Share Plan (ExSP) as an exception to the requirement to obtain Shareholder approval under ASX Listing Rule 7.1'

Please read the accompanying notes and Explanatory Statement

Information regarding the Resolutions, including important information regarding voting exclusions and prohibitions where applicable, may be found in the accompanying notes and Explanatory Memorandum, each of which form part of this Notice of Meeting.

Dated: 25 October 2024

By order of the Board

A handwritten signature in blue ink, appearing to read "TBakos", is written over a light blue rectangular background.

Terri Bakos  
Company Secretary

# Voting restrictions

## Corporations Act

### Resolution 1

#### Voting restrictions & exclusion for Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) (Key Management Personnel), details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) (Closely Related Party) of such a member.

However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- b) the voter is the Chairman of the Meeting and the appointment of the Chairman of the Meeting as proxy does not specify the way the proxy is to vote on Resolution 1; and expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Resolutions 3 & 4

The Company will disregard any votes cast in favour of Resolutions 3 and 4 by any person who is eligible to participate in the Company's Employee Share Plan and/or the Employee Exempt Plan (and any associate of those persons).

However, the Company need not disregard a vote in favour of Resolutions 3 and 4 (as applicable) if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 3 and 4; and
  - (ii) the holder votes on Resolutions 3 and 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote on the basis of that appointment, on either Resolution 3 and 4 if:

- a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on Resolutions 3 or 4.

If you appoint someone other than the Chairman of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the Meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of the Company's Key Management Personnel or their closely related parties voting as a proxy on Resolutions 1, 3 and 4 (as relevant), if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any Resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.

If you wish to appoint a Director (other than the Chairman of the Meeting) or other member of the Company's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on Resolutions 1, 3 and 4 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy may not be able to exercise your vote on your behalf for those Resolutions.

The Chairman of the Meeting will be able to exercise your vote on your behalf on all Resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman intends to vote in FAVOUR of each item of business).

The Board encourages you to direct your proxy how to vote on all Resolutions. The Chairman intends to vote all available undirected proxies in favour of all Resolutions.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions 1, 3 and 4 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

**Shareholders who wish to appoint a proxy to attend and vote at the meeting on their behalf, must lodge their proxy form by no later than 2.00pm (AEDT) on Tuesday 26 November 2024 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Proxy appointments received after this time will be invalid**

## Proxy instructions and lodgement

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the proxy form attached to this Notice of Meeting in accordance with the instructions on the proxy form or as detailed below.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Tuesday, 26 November 2024. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your vote then please email the Company Secretary at [terri@ct1limited.com](mailto:terri@ct1limited.com) or contact the registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (from Overseas).

### Lodgement of your proxy form:

Online: Shareholders may lodge proxies online at:

[www.automicgroup.com.au](http://www.automicgroup.com.au).

By Mail: Automic

GPO Box 5193, Sydney NSW 2001

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

By Fax: +61 2 8583 3040

# Explanatory Memorandum

Constellation Technologies Limited ACN 009 213 754

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This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held in a virtual format on Thursday, 28 November 2024 at 2.00pm (AEDT). Shareholders are encouraged to register to attend this meeting via the live Webinar Conferencing facilities that have been put in place for the day of the meeting.

Details of how to register for this meeting are set out in the notice of meeting

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

All the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. This includes voting via proxies.

## 1. Financial Statements and Reports

The Corporations Act requires that the report of Directors, the Auditor's Report and the Financial Report for the year ended 30 June 2024 be laid before the Annual General Meeting for consideration.

There is no requirement for Shareholders to approve these reports, however shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the company's auditor, if the question is relevant to:

- a) The content of the auditors report, or
- b) The conduct of the audit of the Annual Financial Report to be considered at the meeting.

Note: under Section 250PA(1) of the Corporations Act 2001 (Cth), a Shareholder must submit any questions to the Company no later than the fifth business day before the day on which the AGM is held.



Written questions for the Auditor must be delivered to the Company's auditor: Company Secretary, Constellation Technologies Limited, Level 7, 420 Collins Street, Melbourne VIC 300

or

[terri@ct1limited.com](mailto:terri@ct1limited.com).

No later than 9am on Thursday 21 November 2024.

## 2. Resolution 1: Remuneration Report

A Copy of the Company's Remuneration Report is contained in its 2024 Annual Report, which is available on the CT1 website: [www.ct1limited.com](http://www.ct1limited.com).

Section 250R(2) of the *Corporations Act 2001* (Act) requires that the Remuneration Report be put to a vote of Shareholders for adoption.

This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CT1's Remuneration Policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

### The Remuneration Report

- a) Reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-executive Directors.
- b) Explains board policies in relation to the nature and value of remuneration paid to Non-executive Directors, executive and senior management within CT1; and
- c) Discusses the relationship between the board policies and CT1 performance.

Whilst the vote on this Resolution is advisory only, and does not bind the Directors of the Company, under the Corporations Act 2001, if 25% or more votes that are cast at the meeting are voted against the adopted of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution (Spill Resolution) that another meeting be held within 90 days at which all the Company's Directors (other than any Managing Director) must be up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the Remuneration Resolution at the 2023 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to

make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution. Voting restrictions apply to this Resolution.

### 3. Resolution 2 – Re-election of Mr Leath Nicholson

Article 64 of the Company's Constitution provides that no Director who is not the Managing Director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

To the extent that the ASX Listing Rules require an election of Directors to be held and no Director is due to retire due to their period of service or they hold the position of Managing Director, then the Director to retire may voluntarily submit for re-election, otherwise it shall be decided based on those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agreed between themselves) be determined by lot.

The Board has determined that Mr Leath Nicholson will retire from office under Article 64 of the Company's Constitution, and he stands for re-election. He was first appointed to the board on 14 October 2016.

Mr Nicholson was a corporate partner at a leading Melbourne law firm, gaining experience with a breadth of ASX listed entities before co-founding Foster Nicholson (now Nicholson Ryan Lawyers) in 2008. Leath's principal clients continue to be ASX listed companies and high net worth individuals. He holds particular expertise in mergers and acquisitions, IT based transactions and corporate governance.

Mr Nicholson has held board positions with ASX listed Company's AMA Group Limited and Solvar Limited (formerly Money3 Corporation Limited). He does not currently hold any other board positions with ASX listed company's.

Both Mr Nicholson and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company. He currently holds 17,930,084 Ordinary Shares in the Company.

Having regard to the ASX Corporate Governance Council (CGC) published guidelines (4<sup>th</sup> edition), although Mr Nicholson's law firm provides legal services to the Company, the Board considers Mr Nicholson an independent director as he is not directly involved in providing legal services to the Company.

The Directors (other Mr Nicholson, who abstains), recommend that shareholders vote in favour of Resolution 2.

## 4. Resolution 3 – Employee Share Plan

### 4.1. Background and Key Terms of the ESP

The Company adopted the Employee Equity Plan (ESP) in 2017 to meet the challenges of changing incentive structures and Australian Taxation Laws. The ESP aims to motivate staff, management and directors to achieve performance targets and align their interests with those of shareholders.

The ESP operates independently of the Exempt Employee Share Plan (ExSP), the subject of Resolution 4.

### 4.2. Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (15% Limit), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to eligible employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the ESP without seeking Shareholder approval for a period of 3 years from date of approval. If this resolution does not pass, the company will fulfil its contractual obligations to employees by issuing securities under ASX Listing Rule 7.1

Issues of securities to related parties under the ESP will still require Shareholder approval under ASX Listing Rule 10.14.

### 4.3. Summary of key terms of the Plan

Eligible Persons	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant under Division 1A of Part 7.12 of the Corporations Act 2001 (Eligible Persons). The ESP extends to 'casual employees' and 'prospective employees' (see below). Participation in the ESP is voluntary.</p> <p>The maximum total number of Securities that are permitted to be issued under the ESP (together with the ExSP) is 5% of the Company's share capital issued during the previous 3-year period, being 73,736,685 shares.</p>
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<p>Invitation and Acceptance</p>	<p>Securities under the ESP include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p> <p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> <li>• In respect of Shares, the issue price and any other specific terms and conditions of issue; and</li> <li>• in respect of Options, the exercise period, the exercise price and exercise conditions (if any).</li> </ul> <p>No payment is due on the issue of an award under the ESP.</p> <p>An issue must comply with Division 1A of Part 7.12 of the Corporations Act 2001 (Div 1A) and may include a summary or copy of the ESP,</p> <p>Securities issued under the ESP are not transferrable. The Board may accept or reject an application at its discretion.</p>
<p>Options</p>	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price (if any). Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date.</p>
<p>Capital Events</p>	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of</p>

	Options, Options must be exercised and in respect of Performance Rights, that Right has vested.
Performance Rights	The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder. Performance Rights are not transferable. A Share issued pursuant to a Performance Right may be subject to a Restriction Period.
Lapse Awards	Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.
Administration	The ESP is administered by the Board. The Board may make regulations and determine procedures to administer and implement the ESP and may also terminate or suspend the operation of the ESP at its discretion.
Amendment	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The ESP may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the ESP at that time.

A copy of the ESP rules is available on the Company's website [www.ct1limited.com](http://www.ct1limited.com).

#### **4.4. Changes to the ESP since last approval**

Since the ESP was last approved by Shareholders, it has been updated to reflect Division 1A of the Part 7.12A of the Corporations Act as the application governing law.

#### **4.5. Other matters**

Issues of securities to related parties under the ESP will still require Shareholder approval under ASX Listing Rule 10.14.

For the purposes of ASX listing rules 7.2(Exception 13) the Company advises that:

- (a) A summary of the terms are set out above;
- (b) 49,871,969 securities have been issued under the ESP and ExSP in the 3 year period since shareholders last approved an allocation under ASX Listing Rule 7.2, Exception 13 at the 2021 Annual General Meeting.
- (c) The maximum total number of securities that are proposed to be issued under the ESP (together with the ExSP) is no more than 5% of the Company's share capital issued during the previous 3-year period, being 73,736,685 shares.

Please refer to voting restrictions in the Notice of Meeting.

The directors, being eligible to participate in the ESP, do not make a recommendation in relation to this resolution.

### **5. Resolution 4 – Employee Exempt Share Plan (ExSP)**

#### **5.1. Background & Key terms of the ExSP**

The Company adopted the Employee Exempt Share Plan (ExSP) in 2021 to meet the challenges of changing incentive structures and Australian Taxation Laws. The ExSP aims to motivate staff to achieve performance targets and align their interests with those of shareholders.

The ExSP operates independently of the ESP discussed in Resolution 3.

#### **5.2. Purpose of the resolution**

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (15% Limit), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to eligible employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the ExSP without seeking Shareholder approval for a period of 3 years from date of approval. If this resolution does not pass, the company will fulfil its contractual obligations to employees by issuing securities under ASX Listing Rule 7.1

Issues of securities to related parties under the ExSP will still require Shareholder approval under ASX Listing Rule 10.14.

### 5.3. Summary of key terms

Eligible Persons	<p>Selected permanent employees or a person who is otherwise an Eligible Participant under Division 1A (Eligible Persons) and satisfy the requirements of subsections 83A-35 and 83A-45 of the Income Tax Assessment Act.</p> <p>It is not contemplated that a Director be eligible to participate in the ExSP.</p>
Invitation and Acceptance	<p>Securities issued under the Plan are ordinary fully paid shares.</p> <p>Selected employees of the Company are eligible to participate at the absolute discretion of the Board.</p> <p>The ExSP allows employees to acquire up to \$1,000 of fully paid ordinary shares in a 12-month period [without disclosure].</p> <p>The ExSP does not contemplate any loans being given to employees.</p> <p>Employees are restricted from dealing in shares issued pursuant to the ExSP until the earlier of 3 years after their issue or the date they cease to be an employee.</p> <p>The issue price of a share is a market price mechanism.</p> <p>An invitation must comply with Div 1A and may include a summary or copy of the ExSP.</p> <p>Securities issued under the ExSP are not transferrable.</p>

	The maximum total number of Shares permitted to be issued under the ExSP (together with the ESP) is 5% of the Company's share capital issued during the previous 3-year period., being 73,736,685 shares,
Capital Events	In the event of any reconstruction of the capital of the Company (including consolidation, sub-division, reduction or return of capital), the number of Shares to which each Employee is entitled will be reconstructed in the manner specified by the Listing Rules as applicable at the Issue Date.
Administration	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
Amendment	<p>The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.</p> <p>However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of shares acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.</p>
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.

#### 5.4. Changes to the ExSP since last approved

Since the ExSP was last approved by Shareholders, the ExSP has been updated to reflect Division 1A of Part 7.12A of the Corporations Act as the applicable governing law.

#### 5.5. Other matters

For the purposes of ASX listing rules 7.2(Exception 13) the Company advises that:

- (a) A summary of the terms are set out above;
- (b) 49,871,969 securities have been issued under the ESP and the ExSP in the 3 year period since shareholders last approved an allocation under ASX Listing Rule 7.2, Exception 13 at the 2021 Annual General Meeting.



- (c) The maximum total number of securities that are proposed to be issued under the ESP (together with the ExSP) is no more than 5% of the Company's share capital issued during the previous 3-year period, being 73,736,685 shares.

Please refer to voting restrictions in the Notice of Meeting.

The directors unanimously recommend shareholders vote in favour of Resolution 4.



Your proxy voting instruction must be received by **02.00pm (AEDT) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



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Level 5, 126 Phillip Street  
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