



29 October 2024: ASX Release (ASX: KNM)

Notice of Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, KNeoMedia Limited (**KNeoMedia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as sent to Shareholders in lieu of a Notice of Meeting;
2. Notice of Annual General Meeting; and
3. Proxy Form.

Authorised for release by the Chair of KneoMedia Limited

For further information, please contact:

James Kellett
Chief Executive Officer
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E: jkelleth@kneomedia.com

Eryl Baron
Company Secretary
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About KNeoMedia Limited:

KNeoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to global markets in both general and special education classrooms via its KneoWorld. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KneoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KneoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business-to-business strategy.

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448



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KneoMedia Limited ASX: KNM

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Email info@KneoMedia.com Tel +61 1300 155 606

29 October 2024

Dear Shareholder

I am pleased to provide you with details about the Annual General Meeting (**AGM**) of KneoMedia Limited (**KneoMedia** or the **Company**) to be held on Friday, 29 November 2024 at 10.30am (Melbourne time).

The meeting will be held at the offices of Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000.

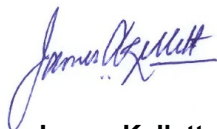
In accordance with the section 110D Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically.

1. You can access the Notice of Meeting online at the Company's website <https://www.kneomedia.com> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
2. A copy of the Notice of Meeting has been posted to the Company's ASX Market Announcements page.

The Directors **strongly encourage all shareholders to lodge a directed proxy form by 10.30am Melbourne time on Wednesday 27 November 2024**. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day.

The Board of KneoMedia believes that the resolutions put forward are in the best interests of the Company and encourages you to vote in favour of all resolutions.

Yours faithfully



James Kellett
Chairman
KneoMedia Limited

Notice of the Annual General Meeting and Explanatory Memorandum

KneoMedia Limited
ACN 009 221 783

Date: Friday, 29 November 2024

Time: 10.30 am (AEDT)

Thomson Geer
Place: Level 23, Rialto South Tower, 525 Collins Street
Melbourne VIC 3000 Australia

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting of KneoMedia Limited (ACN 009 221 783) will be held at the offices of Thomson Geer, at Level 23, Rialto South Tower, 525 Collins Street, Melbourne, Victoria on Friday, 29 November 2024 at 10.30 am (AEDT)

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2024.

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2024 Annual Report which is available on the Company's website (https://www.kneomedia.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company. As disclosed in the Remuneration Report, the Directors of the Company have agreed to accrue and defer payment of their Director fees. As at 30 June 2024, the fees accrued and unpaid are: \$42,000 in Director fees for Mr Bennett; \$48,129 in Director fees for Mr Liebermann and \$239,715 in salary for Mr Kellett.
Resolution (Advisory)	To consider and, if thought fit, pass the following resolution as an advisory resolution: <i>"That the Remuneration Report for the financial year ended 30 June 2024 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	A voting exclusion and prohibition statement apply to this resolution. Please see below.

Resolution 2	Re-election of Mr Franklin Lieberman as Director (ordinary resolution)
Description	Mr Franklin Lieberman, who was appointed as a Director on 9 February 2015, retires as a Director of the Company in accordance with Article 47(b)(i) of the Company's constitution and, being eligible, offers himself for re-election under Article 46(c) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That for the purposes of Article 46 and 47 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Franklin Lieberman is re-elected as a Director of the Company."</i>

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

VOTING EXCLUSIONS AND PROHIBITION STATEMENTS

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

Resolution 1 – Adoption of Remuneration Report	Voting Prohibition - s250BD and s250R In accordance with Section 250BD(1) and Section 250R(4) of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2024; or
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	• a Closely Related Party of a member of the KMP. However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: • the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or • the proxy is the Chair of the Meeting, and the appointment of the Chair as a proxy: a) does not specify the way the proxy is to vote on this Resolution; and b) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP. The vote on this item is advisory only and does not bind the Directors or the Company.
Resolution 3 – Approval of 10% Placement Capacity under Listing Rule 7.1A	If, at the time of the Meeting, the Company is proposing to make an issue of securities under Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, this does not apply to a vote cast in favour of the Resolution by: ▪ a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or ▪ the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or ▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in

	the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting. If an issue is proposed under Rule 7.1A between the date of this Notice of Meeting and the Meeting itself, any Shareholders participating in that proposed issue will be excluded from voting.
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Dated: 29 October 2024

By order of the Board of KneoMedia Limited



Eryl Baron
Company Secretary

QUESTIONS FROM SHAREHOLDERS

If you have any question for the Company's auditor, Connect National Audit, in relation to the conduct of the external audit for the year ended 30 June 2024, or the content of its audit report please send your questions to:

The Company Secretary, **KneoMedia Limited**
company.secretary@boardroomlimited.com.au

Written questions to the auditor must be received by no later than **10.30 am (AEDT) on Friday 22 November 2024**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.

appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.

- c) A proxy need not be a shareholder of the Company.
d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **10.30 am (AEDT) on Wednesday, 27 November 2024**

- online by going to <https://www.votingonline.com.au/knmagm2024>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (AEDT) on Wednesday 27 November 2024** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1.
- However, the Chairman of a meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.
- The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.
- If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

**EXPLANATORY MEMORANDUM
TO NOTICE OF 2024 ANNUAL GENERAL MEETING**

Item 1	Financial and Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2024 to be laid before the Company's 2024 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2024 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2024 Annual Report is available from the Company's website (www.kneomedia.com). The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2024, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Connect National Audit in relation to the conduct of the audit.

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2024 Annual Report and is available on the Company's website (www.kneomedia.com). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. As disclosed in the Remuneration Report, the Directors of the Company have agreed to accrue and defer payment of their Director fees. As at 30 June 2024, the fees accrued and unpaid are: \$42,000 in Director fees for Mr Bennett; \$48,129

	in Director fees for Mr Liebermann and \$239,715 in salary for Mr Kellett. The vote on this item is advisory only and does not bind the Directors or the Company. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 2	Re-election of Mr Frank Lieberman as Director (ordinary resolution)
Explanation	Article 47 of the Company's constitution requires at least one Director to retire at each annual general meeting of the Company. Under Article 47(b)(i) of the constitution, the Director to retire is the person who has held office as Director for the longest period of time since their last election or appointment to that office. Mr Lieberman has held office as Director for the longest period of time since his last re-election to office in 2022, and accordingly retires as a Director at the 2024 Annual General Meeting. Mr Lieberman, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.
About Mr Frank Lieberman	Mr Lieberman was appointed to the Company's Board as an Executive Director on 9 February 2015. Due to his executive role in the Company, Mr Lieberman is not considered to be an independent Director. Mr Lieberman is an American citizen and has over 45 years' experience in media with multi-national companies including Warner Bros., NBC, CBS, ABC and PBS as well as running the Miracle Factory, a strategic marketing company with clients that included AT&T, IBM, PepsiCo, Pfizer, Johnson & Johnson, Coca Cola and Universal Pictures. He has worked with the United Federation of Teachers and the American Federation of Teachers and was instrumental in developing the educational initiatives for KneoWorld Inc. Mr Lieberman has a relevant interest in 2,166,666 Shares and 5,255,590 Performance Rights in the capital of the Company.
Board Recommendation	The Board, with Mr Lieberman abstaining, recommends that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity). The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company, has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.
Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows: $(A \times D) - E$ where: A = the number of fully paid ordinary securities on issue at the commencement of the relevant period, • plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17, • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under

	rule 7.1 or rule 7.4, - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: - the agreement was entered into before the commencement of the relevant period; or - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, plus the number of partly paid ordinary securities that became fully paid in the relevant period), less the number of fully paid ordinary securities cancelled in the relevant period; <i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i> D = 10%. E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and "relevant period" means: - if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or - if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares. (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: - the date on which the price at which the Equity Securities are to be issued is agreed; or - if the Equity Securities are not issued within 10 trading days of the date in

	paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval for Resolution 3, such approval will cease to be valid upon the earlier of: (a) 12 months after the date of this Annual General Meeting, being 29 November 2025; (b) The time and date of the Company's next annual general meeting; or (c) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2. (Placement Period).

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Risk of dilution to shareholders	If Resolution 3 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: - the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date. The table below shows the potential dilution of existing shareholders under various scenarios on the basis of: - an issue price of \$0.002 per Share which was the closing price of the Company's shares on the ASX on 24 September 2024; and - the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 29 October 2024. The table also shows: (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%. Table 1. Mandatory LR7.1A Dilution Table (below)
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	Variable A in Listing Rule 7.1.A.2				
			0.001	0.002	0.004
			50% decrease in issue price	Issue Price	100% increase in issue price
	Current Variable A	10% Voting Dilution	228,813,143	228,813,143	228,813,143
	2,288,131,426	Funds Raised	\$ 228,813	\$ 457,626	\$ 915,253
	50% increase in				
	Current Variable A	10% Voting Dilution	343,219,714	343,219,714	343,219,714
	3,432,197,139	Funds Raised	\$ 343,220	\$ 686,439	\$ 1,372,879
	100% increase in				
	current Variable A	10% Voting Dilution	457,626,285	457,626,285	457,626,285
	4,576,262,852	Funds Raised	\$ 457,626	\$ 915,253	\$ 1,830,505
The table has been prepared on the following assumptions:					
(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;					
(b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;					
(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;					
(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;					
(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;					
(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and					
(g) the issue price is \$0.002, being the closing price of the Company's shares on the ASX on 24 September 2024.					
Reason for issue of shares under 10% Placement Capacity	The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. The purpose of any issue would be disclosed to Shareholders at the time of such an issue. However, in general terms, the Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses, or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 and 3.10.3 upon issue of any Equity Securities.				
Allocation policy	The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places				

	the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 17 November 2023. The Company has not issued or agreed to issue any equity securities under Rule 7.1A since that approval was received.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

GLOSSARY

10% Placement Capacity	means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	means the Company's board of directors.
Constitution	means the constitution of KneoMedia Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Company or KneoMedia	means KneoMedia Limited ACN 009 221 783.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means; a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the Board of KneoMedia Limited.
Equity Security	means: a) a share; or b) a right to a share or option; or c) an option over an issued or unissued security; or d) a convertible security; or e) any security that ASX decides to classify as an equity security.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	means the annual general meeting of the Company for 2024 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **by 10:30am (AEDT) on Wednesday, 27 November 2024.**

🖥 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/knmaqm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Wednesday, 27 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/knmaqm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **KneoMedia Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 on Friday 29 November 2024 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolution 1**, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this Resolution even though **Resolution 1** is connected with the remuneration of a member of the key management personnel for the Company.

The Chairman of the Meeting will vote all undirected proxies **in favour** of all Items of business (including **Resolution 1**). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Mr Franklin Lieberman as Director			
Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)			

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024