

HEXIMA LIMITED  
**ASX ANNOUNCEMENT**



**29 October 2024**

**2024 ANNUAL GENERAL MEETING – NOTICE OF MEETING**

MELBOURNE, AUSTRALIA (29 October 2024): Attached is the Notice of Meeting and Proxy Form in respect of the 2024 Annual General Meeting (**AGM**) for Hexima Limited (ASX:HXL) which is being held at the offices of William Buck, Level 20, 181 William Street, Melbourne, VIC 3000 and via an audio webcast on Friday, 29 November 2024 commencing at 11.00am AEDT.

**This announcement is authorised for release to ASX by Board of Hexima Limited.**

***Enquiries:***

Leanne Ralph  
Company Secretary  
[info@hexima.com.au](mailto:info@hexima.com.au)



# Hexima Limited

ACN 079 319 314

## Notice of Annual General Meeting

Friday, 29 November 2024  
11.00am AEDT



## Participation in the AGM

The Annual General Meeting (AGM) of Hexima Limited (**Hexima** or **Company**) will be held on Friday, 29 November 2024 commencing at 11.00am AEDT.

To make the meeting as accessible as possible for all Shareholders, we are offering the following options.

### Shareholders can participate in the AGM in the following ways:

#### Before the AGM

##### AGM Notice of Meeting

Access online at  
<https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

##### Vote or appoint proxy

Return the hard copy Proxy Form or vote online at  
<https://investorcentre.linkgroup.com>

To be valid, your Direct Vote or proxy appointment must be received by **11.00am AEDT on Wednesday, 27 November 2024**

##### Ask a question or make a comment

Submit questions or comments online at  
<https://investorcentre.linkgroup.com>  
by **5.00pm AEDT on Friday, 22 November 2024**

#### At the AGM

##### Attend the AGM in person

The AGM will be held at the offices of William Buck, Level 20, 181 William Street, Melbourne, VIC 3000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

##### Join online

- Enter [meetings.linkgroup.com/HXL24](https://meetings.linkgroup.com/HXL24) into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that Link will email to you 12 hours before the AGM

##### Vote online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.
- Once you have registered via the portal, your voting card will appear on your screen
  - Voting will open at the start of the AGM
  - Select 'Get a Voting Card' to vote

##### Ask a question or make a comment online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.
- Click on the 'Ask a Question' box at the top or the bottom of the webpage
  - Select the Resolution to which your question relates from the 'Regarding' menu and type your question or comment
  - Questions will be read aloud to the AGM



### **Attend and ask questions or make comments orally**

If you wish to ask a question or make a comment orally rather than written via the online platform, you can do this via the virtual meeting platform also. Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make a comment orally, as with the written form.

Please refer to the Virtual Meeting Online Guide at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.



## Chair's message

29 October 2024

**Dear Hexima Shareholder,**

On behalf of the Board, I am pleased to invite you to attend the AGM of Hexima Limited. The AGM will be held on Friday, 29 November 2024 commencing at 11.00am AEDT at the offices of William Buck, Level 20, 181 William Street, Melbourne, VIC 3000.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the AGM.

You can participate in the AGM through the online platform at **[meetings.linkgroup.com/HXL24](https://meetings.linkgroup.com/HXL24)**. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available at **<https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>**.

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Hexima recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 11.00am AEDT on Wednesday, 27 November 2024.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this is outlined in the attached Notice of Meeting.

I look forward to the opportunity to provide you with an update and to hear your views at our AGM.

Yours sincerely,

**Geoffrey Kempler**  
Chair



# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Hexima Limited (**Company** or **Hexima**) will be held on Friday, 29 November 2024 at 11.00am AEDT at the offices of William Buck, Level 20, 181 William Street, Melbourne, VIC 3000. Shareholders can also participate in the Meeting via an audio webcast on the online platform at [meetings.linkgroup.com/HXL24](https://meetings.linkgroup.com/HXL24) (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Proxy Form comprise part of this Notice.

## Items of business

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### 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 for the year ended 30 June 2024, at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>.

### Item 2: Remuneration Report

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

*"To adopt the Remuneration Report for the year ended 30 June 2024."*

Notes:

- (i) 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.
- (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

### Item 3: Re-election of Mr Justin Yap

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

*"That Mr Justin Yap, being a Director who is retiring in accordance with clause 24.10(b) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*



**Item 4: Appointment of Auditor**

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

*“That William Buck, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company.”*

**Item 5: Renewal of proportional takeover provision**

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

*“That the proportional takeover provision in clause 15.6 of the Company’s Constitution be renewed for a period of three years commencing from the date of the Meeting.”*



# Voting Procedures

## All resolutions will be by poll

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In accordance with clause 20.9 of the Company's Constitution (**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

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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 Wednesday, 27 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 AGM

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### Appointment of Proxy

A Shareholder who is entitled to vote at this 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. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy how to vote on Item 2 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.

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged 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, Link Market Services, no later than 11.00am (AEDT) on Wednesday, 27 November 2024 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by using the online platform.



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

- Online:** Via the Company's Share Registry at <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

#### **Power of Attorney**

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

#### **Corporate Representatives**

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Hexima's share registry or online at <https://investorcentre.linkgroup.com> (under Resources then Forms).

## **How to vote – during the AGM**

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#### **Attending in person**

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions and vote at the meeting.

#### **Using the Online Platform**

Shareholders can vote directly using the online platform ([meetings.linkgroup.com/HXL24](https://meetings.linkgroup.com/HXL24)) **at any time between the commencement of the AGM (11.00am AEDT on Friday, 29 November 2024) and the closure of voting as announced by the Chair during the AGM.**

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>. If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.



## Proxy Voting by the Chair

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For Item 2 (Remuneration Report) 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 on Item 2 the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel (**KMP**).

The Chair intends to vote all undirected proxies in favour of the resolutions in Items 2 to 5, including Item 2.

## Questions and Comments

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### Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at <https://investorcentre.linkgroup.com>.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm on Friday, 22 October 2024.

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

### During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person or online will be able to ask questions or make comments during the Meeting, as described earlier in this Notice.

BY ORDER OF THE BOARD

**Leanne Ralph**  
Company Secretary  
29 October 2024



## 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 AGM to be held at 11.00am AEDT on Friday, 29 November 2024.

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

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 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 5 is a special resolution requiring greater than 75% approval. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

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### 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 for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Hexima Limited.

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, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, William Buck, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2024, 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 William Buck 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 is set out in the Company's Annual Report for the year ended 30 June 2024. The Annual Report is available on the Company's website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>.

An opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with section 250R of the Corporations Act, the vote on the resolution in Item 2 is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration Committee of the Board when evaluating the remuneration arrangements of the Company.

Shareholders will be given the opportunity to ask questions about, and to make comments on, the Remuneration Report at the Meeting.

#### Board recommendation

The Board recommends that Shareholders vote FOR the resolution in Item 2.



### 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 Voting 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 authorised 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 Mr Justin Yap

Mr Justin Yap has been a Director since 17 July 2018, and was last appointed by Shareholders on 02 December 2021.

In accordance with the Company's Constitution Mr Yap retires by rotation at this Meeting and offers himself for re-election by Shareholders.

Mr Yap is a Non-Executive Director of Wilhelm Integrated Solutions Pty Ltd, a leading supplier of integrated OR solutions to hospitals around Australia.

Prior to this, he began his career in investment banking for Mosaic Risk Management Pty Ltd, a wholly owned subsidiary of Wilson HTM Limited specialising in derivatives risk management.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), Mr Yap is not considered to be independent given a related party of Mr Yap is a substantial Shareholder in the Company.

#### Board recommendation

The Board (with Mr Yap abstaining) supports the re-election of Mr Justin Yap and recommends that Shareholders vote FOR Mr Yap's election as a Director of the Company.

### Item 4: Appointment of Auditor

The Board conducted a tender of its external audit, inviting proposals from leading audit service providers including the incumbent. It was determined from this process that William Buck should be appointed to this role.

The Company is seeking shareholder approval of the appointment of William Buck as the Company's auditor. William Buck has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is set out in Appendix A.

#### Board recommendation

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



## **Item 5: Renewal of proportional takeover provision**

Clause 15.6 of the Company's Constitution contains proportional takeover approval provisions that prohibit Hexima from registering a transfer of Shares under a proportional takeover bid unless the bid is approved by resolution passed by Shareholders in a general meeting.

Under the Corporations Act, the proportional takeover approval provisions in a company's constitution must be renewed every three years or they will cease to have effect.

As the proportional takeover provisions in the Constitution have lapsed, the Company is seeking Shareholder approval, by special resolution, to refresh such provisions in accordance with the Corporations Act.

If Item [#] is approved by Shareholders, the proportional takeover provisions will be renewed and have effect on the terms set out in the amended Constitution until 29 November 2027.

Item [#] is a special resolution and therefore requires approval of 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).

### **Statement under the Corporations Act**

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or refresh of proportional takeover provisions in a constitution.

#### **What is a proportional takeover bid?**

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

#### **The effect of the proportional takeover provisions**

The effect of the proportional takeover provisions in clause 15.6 of the Constitution is that if a proportional takeover bid is made for the Company, Hexima must refuse to register a transfer of Shares giving effect to any acceptance of any such bid unless the takeover bid is approved by Shareholders in general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period or such later date as approved by ASIC, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids.

#### **Reasons for proposing the resolution**

Without the proportional takeover approval provisions, a proportional takeover bid may result in control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in control of Hexima passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in the Company.



The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

#### **No knowledge of any acquisition proposals**

At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### **Review of proportional takeover provisions**

The Corporations Act requires Shareholders to be given a statement that examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or refreshed. A statement of advantages and disadvantages is set out below.

#### **Potential advantages and disadvantages**

The refresh of the proportional takeover provisions will allow Directors to formally ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed refresh of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the refresh of the proportional takeover provisions for Shareholders are:

- a. they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- b. they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- c. they may assist Shareholders in not being locked in as a minority interest;
- d. they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- e. knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

However, the Directors note that refreshing the proportional takeover provisions may have the following disadvantages for Shareholders:

- a. discourage the making of proportional takeover bids in respect of the Company and may reduce any speculative element in the market price of Shares arising from the possibility of a takeover bid being made;
- b. depress the Share price or deny Shareholders an opportunity of selling some of their Shares at a premium;
- c. reduce the likelihood of a proportional takeover bid being successful; and
- d. be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Shares.

However, the Directors do not perceive these or any other possible disadvantages as a justification for not refreshing the proportional takeover provisions so that they apply for the next 3 years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

#### **Board recommendation**

The Board recommends that Shareholders vote FOR the resolution in Item 5.

#### **Chair's voting intention**

The Chair of the Meeting intends to vote all available undirected proxies **FOR the resolutions in Items 2 – 5.**



## Glossary of key terms

<b>A\$ or \$</b>	Australian dollars
<b>AEDT</b>	Australian Eastern Daylight Savings Time as observed in Sydney, Australia
<b>AGM or Meeting</b>	the meeting convened by the Notice
<b>ASX</b>	ASX Limited ACN 008 624 691
<b>ASX Principles</b>	ASX Corporate Governance Principles and Recommendations (4 <sup>th</sup> edition)
<b>Board</b>	the board of directors of the Company
<b>Closely Related Party</b>	as defined in section 9 of the Corporations Act
<b>Company or Hexima</b>	Hexima Limited ACN 079 319 314 (ASX code: HXL)
<b>Constitution</b>	the Company's constitution
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Directors</b>	the current directors of the Company
<b>Entitlement Time</b>	7.00pm AEDT on Wednesday, 27 November 2024
<b>Equity Securities</b>	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security
<b>Explanatory Memorandum</b>	the Explanatory Memorandum accompanying and forming part of the Notice
<b>Group</b>	the Company and subsidiaries of the Company.
<b>Items</b>	the resolutions set out in the Notice, or any one of them, as the context requires
<b>Key Management Personnel (or KMP)</b>	as defined in section 9 of the Corporations Act
<b>Listing Rules</b>	the Listing Rules of the ASX
<b>Notice or Notice of Meeting or Notice of Annual General Meeting</b>	this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting Form
<b>Proxy Deadline</b>	11.00am AEDT on Wednesday, 27 November 2024
<b>Proxy Form</b>	the proxy form accompanying the Notice
<b>Related Body Corporate</b>	as defined in section 50 of the Corporations Act
<b>Remuneration Report</b>	the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2024
<b>Share</b>	a fully paid ordinary share in the capital of the Company
<b>Share Registry</b>	Link Market Services Limited
<b>Shareholder</b>	a holder of a Share



## APPENDIX A

### Nomination for appointment of William Buck as auditor of the Company

24 October 2024

Hexima Limited  
C/-Acclime  
Level 3, 62 Lygon Street  
Carlton VIC 3053

#### Notice of Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I Marilyn Anderson being a shareholder of Hexima Limited (**Company**), hereby nominate William Buck for appointment as auditor of the Company.

Yours sincerely,

Marilyn Anderson



# hexima

**Hexima Limited**  
ABN 64 079 319 314

## LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
Hexima Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

## PROXY FORM

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

### APPOINT A PROXY

**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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 29 November 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the **offices of William Buck, Level 20, 181 William Street, Melbourne, VIC 3000** or logging in online at **meetings.linkgroup.com/HXL24** (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

Items	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Justin Yap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal Of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**HXL PRX2401N**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 27 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Hexima Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.