

Keybridge Capital Limited

ACN 088 267 190

NOTICE OF ANNUAL GENERAL MEETING Explanatory Statement and Proxy Form

Date of Meeting

Friday, 29 November 2024

Time of Meeting:

9:30am (AEDST)

Place of Meeting:

Roof Top Conference Centre
Level 7
370 St Kilda Road
Melbourne, VIC 3004

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from
their accountant, solicitor or other professional advisor without delay.*

31 October 2024

Letter to Shareholders – Annual General Meeting of Keybridge Capital Limited

Dear Shareholder

Keybridge Capital Limited (ASX: KBC) (Keybridge or the Company) advises that it will be holding its Annual General Meeting on Friday, 29 November 2024 at 9.30am.

The AGM will be conducted as a hybrid meeting, with shareholders able to attend and participate through the following methods:

- a. In person: in the Roof Top Conference Room on level 7 at 370 St Kilda Road, Melbourne VIC 3004; or
- b. Live online: by joining the teleconference facility that will be provided.

Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on the following pages.

Shareholders who propose to attend in person are encouraged to check KBC's market announcements and website shortly before the AGM for any changes KBC may make to the holding or conduct of the AGM, if necessary or appropriate, due to government regulations and guidance on physical gatherings.

Important Notice Regarding Proxy Voting

Your proxy voting instructions (whether physically or electronically) must be received by 9:30am (Melbourne time) on Wednesday, 27 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Authorised for release by the Board:


John Patton
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of shareholders of Keybridge Capital Limited (ASX: KBC) (**Keybridge** or **KBC** or **Company**) will be held at the Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria at 9:30am (Melbourne time) on Friday, 29 November 2024.

AGENDA

ORDINARY BUSINESS

1. Receipt and consideration of 2024 Annual Report

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

An electronic version of the 2024 Annual Report may be viewed and downloaded from the Company's website: www.keybridge.com.au or emailed to shareholders upon request to info@keybridge.com.au.

2. Resolution 1 – Election of Richard Dukes as Director

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

"That, for the purposes of rule 8.1 of the Company's constitution and for all other purposes, Mr Richard Dukes, having been appointed to the Board as a director of the Company on 27 September 2024, retires and being eligible offers himself for election, be re-elected as a director of the Company."

3. Resolution 2 – Election of Antony Catalano as Director

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

"That Mr Antony Catalano who retires at this Annual General Meeting, being eligible, be re-elected as a director of the Company."

4. Resolution 3 – Adoption of 2024 Remuneration Report

To consider, and if thought fit, to pass the following Resolution as an advisory, non-binding resolution:

"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2024 be adopted."

Note: The vote on this resolution is advisory only and is not binding on the Board.

Voting exclusion statement: A voting exclusion applies to this resolution. Please refer to note 1(b) below.

5. Contingent Resolution 4 – To Hold a Board Re-election Meeting

If, and only if, at least 25% of the votes cast on Resolution 6 for the adoption of the 2024 Remuneration Report are against Resolution 3, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, pursuant to section 250V(1) of the Corporations Act 2001 (Cth):

- (a) another general meeting (the **Board Re-election Meeting**) of the Company's shareholders be held within 90 days of the passing of this resolution;*
- (b) each of the Company's Directors in office when the 2024 Directors' Report (which includes the Remuneration Report) was approved, being John Patton, Antony Catalano and Richard Dukes (assuming Richard Dukes and Antony Catalano are re-elected at this AGM under Resolutions 1 and 2) and who remain in office at the time of the Board Re-election Meeting, cease to hold office immediately before the end of the Board Re-election Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Board Re-election Meeting (being the Directors named in (b) above) be put to the vote of shareholders at the Board Re-election Meeting."*

Notes

1. VOTING EXCLUSIONS

a) General

The *Corporations Act 2001* (Cth) (the “**Act**”) and the ASX Listing Rules (the “**Listing Rules**”) require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on certain resolutions. These restrictions apply to Resolution 3 and Resolution 4 to be considered at the Company’s 2024 Annual General Meeting (“**Meeting**”). These voting exclusions are described below.

b) Resolution 3 – Adoption of the Remuneration Report

Resolution 3 is a resolution that directly or indirectly relates to the remuneration of the key management personnel of the Company (“**KMP**”). The Act prohibits these persons and their closely related parties (each a “**KMP Voter**”) from voting unless:

- (a) that KMP Voter is voting as a proxy appointed by a person who is not a KMP Voter, in accordance with the voting directions given by that person on the proxy appointment form; or
- (b) the Chairman of the Meeting is voting as a proxy appointed by a person who is not a KMP Voter, in accordance with a direction given by that person to vote as the proxy decides even though the Resolution relates to the remuneration of the Company’s KMP.

Other than as set out above, the Company will disregard any votes cast on Resolution 3 by, or on behalf of, a KMP Voter.

For the purposes of this voting exclusion statement:

- KMP includes employees and officers of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including the Company’s Directors; and
- Closely related parties of KMP include the spouse, children, dependants and other family of a member of the Company’s KMP and a company controlled by a member of the Company’s KMP.

2. DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, and in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person’s entitlement to vote at the Meeting will be the entitlement of that person registered as a member as at 9:30am (Melbourne time) on Wednesday, 27 November 2024. This means that if you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Automic, no later than 9:30am (Melbourne time) on Wednesday, 27 November 2024 to be effective.

3. NOTES ON APPOINTMENT OF PROXY

A member who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for the member. A proxy may be an individual or a body corporate and need not be a member of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise.

A member who is entitled to cast two or more votes at the Meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the Meeting unless the member votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote “for” or “against”, or to abstain from voting, on each resolution), or whether to leave the decision to the appointed proxy after discussion at the Meeting. Shareholders can direct their proxy how to vote by following the instructions on the proxy form.

If you appoint a member of the KMP (which includes each of the Directors) or their closely related parties as your proxy, they will not be able to vote as your undirected proxy on Resolution 1 (Adoption of the Remuneration Report).

You may appoint the Chairman of the Annual General Meeting as your proxy by nominating the Chairman in the Proxy Form. If you return a Proxy Form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return their Proxy Form but your nominated proxy does not attend the Meeting, your proxy will revert to the Chairman. For resolutions determined on a poll, if your nominated proxy is either not recorded as attending the Meeting or does not vote on the resolution in accordance with your directions, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on that resolution.

If the Chairman of the Meeting is or becomes your proxy for Resolution 3, you can direct him how to vote in the usual way. If you do not direct him how to vote, by signing and submitting the proxy form, you expressly authorise him to exercise the proxy as he decides in respect of Resolution 3, even though this resolution connected to the remuneration of KMP.

Unless directed to vote otherwise, the Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions.

4. VOTING

Voting on a resolution at the Meeting will be decided by a poll, so every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person (subject to any voting exclusions that apply in respect of a particular resolution). The proxy has the same rights as the member to speak at the Meeting, to vote (but only to the extent allowed by the appointment).

Where a share is held jointly and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the Meeting by a member’s appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Keybridge shareholders pursuant to and in satisfaction of the Corporations Act and the ASX Listing Rules.
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

1. 2024 ANNUAL REPORT

A copy of the Annual Report for the financial year ending 30 June 2024 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) can be obtained from the Company's website www.keybridge.com.au or via the Companies Announcement platform on ASX.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting for shareholders to raise questions, or make comments, about these reports and the management of the Company. The auditor will attend the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

There is no vote on this item.

2. ORDINARY RESOLUTION 1 – ELECTION OF RICHARD DUKES AS DIRECTOR

On 27 September 2024, in accordance with Rule 8.1(b) of the Company's Constitution, the Board appointed Richard Dukes as a Director of the Company.

Rule 8.1(d)(1) of the Company's Constitution provides that a Director who is appointed by the Board to fill a casual vacancy must only hold office until the next Annual General Meeting, at which time they must retire from office and will be eligible for re-election. A similar requirement is set out in Listing Rule 14.4. As such, in accordance with Rule 8.1(d) of the Company's Constitution and Listing Rule 14.4, Richard Dukes is now required to retire at this Meeting and seeks re-election as a Director.

Mr Dukes (B.Com (NSW) LLM (Syd)) is a lawyer in private practice specialising in taxation, commercial law and personal law. He started his own practice in 2012 and was previously a partner of Rosenblum & Partners and Blake Dawson Waldron (now Ashursts). Previously, Mr Dukes was Chair of the Australian branch of IFA.

Directors' Recommendation

The Board (other than Richard Dukes, who makes no recommendation in respect of his own re-election as a Director) supports the re-election of Richard Dukes to the Board and recommends that shareholders vote in favour of Resolution 1.

3. ORDINARY RESOLUTION 2 – RE-ELECTION OF ANTONY CATALANO AS DIRECTOR

Resolution 2 seeks shareholder approval for the re-election of Antony Catalano as a Director of the Company.

Antony Catalano was first elected a Director of the Company at a shareholders' meeting held on 22 December 2020.

Antony Catalano retires at the AGM under ASX Listing Rule 14.5 and under clause 8.1(d)(2) of the Company's Constitution. However, being eligible, he has offered himself for re-election as a Director of the Company.

Antony Catalano's qualifications and experience are detailed in the Directors' Report in the Company's 2024 Annual Report.

Resolution 2 seeks shareholder approval for the re-election of Antony Catalano as a Director of the Company.

Directors' Recommendation

The Board (other than Antony Catalano, who makes no recommendation in respect of his own re-election as a Director) supports the re-election of Antony Catalano to the Board and recommends that shareholders vote in favour of Resolution 2.

4. ADVISORY, NON-BINDING RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on issues relating to remuneration policy and its relationship to the Company's performance.

As required under section 250R(2) of the Act, the Company is required to put to Shareholders a resolution to adopt the Remuneration Report. Under section 250R(3) of the Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Act provides that if at least 25% of the votes cast on the adoption of a remuneration report at two consecutive Annual General Meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution, which will be passed if 50% or more of eligible votes are cast in favour of that resolution.

For the voting exclusions applicable to this resolution, please refer to note 1(b) above.

Resolution 3 seeks shareholder approval to adopt the 30 June 2024 Remuneration Report as disclosed in the Company's 2024 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP and any service agreements and sets out the details of any performance based and equity based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusion and restriction on this resolution (set out in the Notice of AGM and below) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Board recommend that shareholders vote in favour of Resolution 3.

Voting Exclusion and Restriction

A voting exclusion and restriction applies to Resolution 3 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 3.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, in relation to each resolution, including Resolution 3.

If shareholders have appointed the Chair of the Meeting as their proxy (or wish the Chair of the Meeting to become their proxy by default), shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 3 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 3, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

5. (CONTINGENT) ORDINARY RESOLUTION 4 – TO HOLD A BOARD RE-ELECTION MEETING

The Corporations Act was amended in June 2011 to introduce the so-called "two-strikes" rule – if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGM's are against adopting the remuneration report, shareholders will have the opportunity to immediately vote on a "Board spill resolution" at the second AGM (being contingent Resolution 4 at this AGM).

At last year's (2023) AGM, the resolution to adopt the Remuneration Report was not passed by shareholders¹. This constituted a "first strike".

If at least 25% of the votes cast on Resolution 3 are against adopting the Remuneration Report at this (2024) AGM, this will constitute a "second strike" and Resolution 6 will be put to the meeting and voted on as required by section 250V of the Corporations Act.

If put, Resolution 4 will be considered as an ordinary resolution.

If Resolution 4 is passed, a further meeting of shareholders must be held within 90 days (the Board Re-election Meeting).

Immediately before the end of the Board Re-election Meeting, each of the Company's Directors who remains in office at the time of the Re-election Meeting, currently expected to be John Patton, Nicholas Bolton, Antony Catalano and Richard Dukes (assuming Antony Catalano and Richard Dukes are re-elected at this AGM under Resolutions 1 and 2), will cease to hold office at the end of the Re-election Meeting unless re-elected (the Relevant Directors).

Each Relevant Director is eligible to seek re-election as a Director of the Company at the Board Re-election Meeting. If Resolution 4 is passed, shareholders should note that each of the Relevant Directors intends to stand for re-election at the Board Re-election Meeting.

Resolution 4 has the potential that the entire Board of Directors is removed from office. However, as a public company is required to have a minimum of 3 directors, the Corporations Act includes a mechanism to ensure that the Company will have at least 3 directors after the Board Re-election Meeting.

That is, if at the Board Re-election Meeting, at least 3 Directors are not re-elected by ordinary resolution (ensuring the Board comprises a minimum of 3 Directors), up to 3 Relevant Directors with the highest percentage of votes favouring their re-election cast at the Board Re-election Meeting on the resolution for their re-election will be taken to be appointed as Directors of the Company (even if the resolution for their re-election as a Director did not pass at the Board Re-election Meeting).

Directors' Recommendation

Noting that, as described in the voting exclusion and restriction on this resolution (set out in the Notice of AGM and below), each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Directors recommend that shareholders vote against Resolution 6.

Voting Exclusion and Restriction

A voting exclusion and restriction applies to Resolution 4 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy. The Chair will use any undirected/open proxies to vote against this resolution.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, in relation to each resolution, including Resolution 6.

¹ Refer Keybridge's Notice of Annual General Meeting dated 19 October 2023 and ASX announcement dated 27 November 2023: AGM Results

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default), shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 4 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form and shareholders do not mark any of the Voting Direction boxes opposite Resolution 4, shareholders are, in effect, directing the Chair to vote "AGAINST" that resolution as the Chair of the Meeting intends to vote undirected proxies against Resolution 4.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Keybridge Capital Limited will be held in:

Roof Top Conference Room
Level 7
370 St Kilda Road
Melbourne, Victoria

commencing

9:30am (Melbourne time)
Friday, 29 November 2024

Voting Rights (subject to the voting exclusions and restrictions noted in the Notice of AGM)




- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. However, because of social distancing regulations applying on the date of the meeting, the Company cannot guarantee that you will be able to attend the meeting in person and recommends that you vote by proxy.

Voting by Proxy

To vote by proxy, please lodge your vote online via the Internet or complete and sign the Proxy Form enclosed with this Notice of AGM and return it as soon as possible:

-  **Online:** - <https://investor.automic.com.au/#/home>: Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on your Proxy Form
-  **By Mail:** Keybridge Capital Limited Registered Office: Suite 614, 370 St Kilda Road, Melbourne VIC 3004
-  **By Hand Delivery:** Keybridge Capital Limited Registered Office: Suite 614, 370 St Kilda Road, Melbourne VIC 3004

so that it is received not later than 9:30am (Melbourne time) on Wednesday, 27 November 2024.

Proxies received after that time will not be effective.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed Corporate Representative will be able to attend the meeting in person and recommends that bodies corporate vote by proxy.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed attorney will be able to attend the meeting in person and recommends that shareholders vote by proxy.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at than 9:30am (Melbourne time) on Wednesday, 27 November 2024 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXY FORM

Annual General Meeting

Keybridge Capital Limited
A.B.N. 16 088 267 190
www.keybridge.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://investor.automic.com.au/#/home>

By Mail: Keybridge Capital Limited
Suite 614, 370 St Kilda Road
Melbourne VIC 3004

ENQUIRIES: cosec@keybridge.com.au

A. Appointment of Proxy

I/We being a shareholder/s of Keybridge Capital Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Keybridge Capital Limited to be held at **9:30am (Melbourne time) on Friday, 29 November 2024** at the **Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne**, Victoria, and at any adjournment of such Annual General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction **FOR** or **AGAINST**, or to **ABSTAIN**, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote **FOR** or **AGAINST**, or to **ABSTAIN** from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolutions 1, 2 & 3 and "AGAINST" Resolution 4 as the Chair of the Meeting intends to vote undirected proxies in this manner.

If you mark the **ABSTAIN** box for a particular resolution, 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 on that resolution.

YOUR ACKNOWLEDGEMENTS ON THE REMUNERATION-RELATED RESOLUTION

Chair to vote undirected proxies in favour of Resolution 3: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Direction to Chair for voting on Resolution 3: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) but I/we have not marked any of the boxes opposite Resolution 3 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 3 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of Key Management Personnel for the Company.

B. Voting Directions to Your Proxy – please mark ☒ to indicate your directions

RESOLUTIONS

1. Election of Richard Dukes as a Director
2. Election of Antony Catalano as a Director
3. Adoption of Remuneration Report
4. (Contingent) To Hold a Board Re-election Meeting

FOR

AGAINST

ABSTAIN*

☐☐☐☐☐☐☐☐☐☐☐☐

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

%

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Elections

- ☐ mark ☒ if you want to make any changes to your address details (see Note 1 overleaf)
- ☐ mark ☒ if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- ☐ mark ☒ if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name

Contact Daytime Telephone


Date

Email:

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NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
2. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.
3. **Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 3 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:
 - (a) you direct the KMP the way they are to vote on Resolution 3; or
 - (b) if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 3 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.Shareholders may also choose to direct the Chair to vote against this resolution or to abstain from voting.
4. You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
5. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
6. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
7. A proxy need not be a shareholder of the Company.
8. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
9. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
10. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:

Individual:	Where the holding is in one name, the shareholder should sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders must sign.
Companies:	This form must be signed in accordance with the Corporations Act, either as: <ol style="list-style-type: none">(a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);(b) two Directors; or(c) a Director or a Company Secretary. Please also sign in the appropriate place to indicate the office held.
Power of Attorney:	If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
Deceased Estates:	All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
11.  **Online Voting - <https://www.advancedshare.com.au/investors/>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
12. **Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **9:30am (Melbourne time) on Wednesday, 27 November 2024** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

Proxy Forms may be lodged by posting, or hand delivery to the address below:



By Mail

Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004



By Hand Delivery

Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004