

23 June 2021

Notice of Extraordinary General Meeting

Please find attached a Notice of Extraordinary General Meeting to be held on 23 July 2021.

Due to an administration oversight, the Company omitted two resolutions in the recent Annual general meeting held on 31 May 2021 relating to the ratification of the shares issued pursuant to the placement announced to the market on 4 February 2021. This meeting is being held to rectify this situation.

Pleasingly a large number of shareholders have elected to receive shareholder communications electronically and therefore this meeting will only incur a small cost to the Company.

This announcement has been authorised by the Board of HeraMED Limited.

-ENDS-

HeraMED Limited

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HERAMED LIMITED
ACN 626 295 314
NOTICE OF GENERAL MEETING

TIME: 2:00pm (AEST)
DATE: 23 July 2021
PLACE: Automic Group, Level 5, 125 Phillip St, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary by email on jonathan@hera-med.com.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 2:00pm (AEST) on 23 July 2021 at Automic Group, Level 5, 125 Phillip St, Sydney NSW 2000.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

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 at 2:00pm (AEST) on 21 July 2021.

All Resolutions at the Meeting will be decided based on proxy votes.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES – LR 7.1

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,563,215 Ordinary Shares under Listing Rule 7.1 to sophisticated investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a) any person who participated in the issue of any of the Shares that are the subject of Resolution 1; or
- b) an associate of such a person.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a) a person, proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the direction given to the chair to vote on Resolution 1 as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way. to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - ii. the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES – LR 7.1A

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,350,966 Ordinary Shares under Listing Rule 7.1A to sophisticated investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a) any person who participated in the issue of any of the Shares that are the subject of Resolution 2; or
- b) an associate of such a person.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a) a person, proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the direction given to the chair to vote on Resolution 2 as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way. to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - ii. the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF OPTIONS – LR 7.1

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 406,788 Options under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a) any person who participated in the issue of any of the Options that are the subject of Resolution 3; or
- b) an associate of such a person.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

Dated: 22 June 2021

By order of the Board

Ron Weinberger
Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2– RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 General

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

1.2 Lead Manager Mandate

On 4 February 2021, the Company announced that it had received firm commitments from professional and sophisticated investors to subscribe for 25,914,167 Shares at an issue price of \$0.09 per Share to raise \$2,332,275 plus investors received an attaching option on a 1-for-3 basis with an exercise price of \$0.20 and expiry of 12 months (**Capital Raising**).

PAC Partners acted as the lead manager (**Lead Manager**) and the Company agreed to pay the Lead Manager:

- (a) a management fee in cash of 2% of the gross proceeds raised under the Capital Raising (**Management Fee**); and
- (b) a fee in cash of up to 4% of the gross proceeds raised under the Capital Raising as a distribution fee on the capital raised by the Lead Manager (**Selling Fee**).

The Company also agreed to issue the Lead Manager 1,000,000 Advisor Options on the same terms as set out above in the Capital Raising and the Notice of Annual General Meeting released on the ASX 29 April 2021.

1.3 ASX Listing Rule 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue. The Company obtained shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A at the annual general meeting held on 31 May 2021.

As the issue of Shares does not fall within any of the specified exceptions to ASX Listing Rule 7.1 and has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A (as applicable), reducing the Company's capacity to issue further equity securities without Shareholder approval over the 12-month period following the date of issue of the Shares.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1). By ratifying the issue of the Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A (as applicable), without the requirement to obtain prior Shareholder approval.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares the subject of Resolutions 1 and 2.

1.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 1 and 2 are not passed, the Shares will be included in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of those securities.

If Resolutions 1 and 2 are passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A is calculated will be a higher number which in turn will allow a proportionately higher number of equity securities to be issued by the Company without prior Shareholder approval.

1.5 Resolution 1 – Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Shares were issued to professional and sophisticated investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Capital Raising from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) Altor Capital Management Pty Ltd <Altor Alpha Fund a/c> participated in the Capital Raising and is considered a material investor. They were issued in aggregate 3,544,444 Shares pursuant to ASX Listing Rule 7.1 and 7.1A;
- (c) 12,563,215 Shares were issued pursuant to ASX Listing Rule 7.1;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares were issued on 10 February 2021;
- (f) the issue price was \$0.09 per Share;
- (g) the purpose of the Capital Raising was to raise \$2,332,275 (before costs). The Company intends to apply the funds to accelerate the commercial roll out of the HeraCare platform and the HeraBEAT device;
- (h) the Shares were issued in accordance with the Mandate (a summary of which is contained in Section 1.2; and
- (i) a voting exclusion statement is included in Resolution 1 of this Notice.

1.6 Resolution 2 – Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Shares were issued to professional and sophisticated investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Capital Raising from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) Altor Capital Management Pty Ltd <Altor Alpha Fund a/c> participated in the Capital Raising and is considered a material investor. They were issued in aggregate 3,544,444 Shares pursuant to ASX Listing Rule 7.1 and 7.1A;
- (c) 13,350,966 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares were issued on 10 February 2021;
- (f) the issue price was \$0.09 per Shares;
- (g) the purpose of the Capital Raising was to raise \$2,332,275 (before costs). The Company intends to apply the funds to accelerate the commercial roll out of the HeraCare platform and the HeraBEAT device;
- (h) the Shares were issued in accordance with the Mandate (a summary of which is contained in Section 1.2; and
- (i) a voting exclusion statement is included in Resolution 2 of this Notice.

2. RESOLUTION 3 – RATIFICATION OF ISSUE OF INCENTIVE OPTIONS – LR 7.1

On 15 June 2021, 7,440,000 unlisted options expiring 2 June 2025 and with an exercise price of \$0.20 subject to the terms of the Company's 2019 Employee Incentive Plan (**Plan**) (**Incentive Options**) were issued to employees and consultants of the Company. 7,033,212 of the Incentive Options were issued under Listing Rule 7.2 exception 13 and therefore this issue did not need any security holder approval under Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 406,788 Incentive Options issued pursuant to ASX Listing Rule 7.1 (**7.1 Ratification**).

For a summary of Listing Rules 7.1 and 7.4 please see section 1.3 above.

If Resolution 3 is passed, the 406,788 Incentive Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Incentive Options.

If Resolution 3 is not passed, the 406,788 Incentive Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Incentive Options.

In accordance with the disclosure requirement of ASX Listing Rule 7.5, the Company advises as follows in respect of the 7.1 Ratification:

- (a) **Size of Issue** – a total of 406,788 Incentive Options were issued.
- (b) **Consideration** – the Incentive Options were issued for nil cash consideration but in satisfaction of incentivising employees and consultants of the Company.
- (c) **Terms of Incentive Options** – the terms of the Incentive Options are set out in Schedule A;
- (d) **Date of issue** – all Incentive Options were issued on 15 June 2021.
- (e) **Allotees** – the Advisory Options were issued to Sivan Sidan and other key employees and consultants of the Company as set out in the Appendix 3G released on the ASX on 15 June 2021.
- (f) **Funds Raised** – funds were not raised from the issue of the Incentive Options as the Incentive Options were issued in satisfaction of incentivising the Company's key employees and consultants.

3. RECOMMENDATIONS

The Directors believe that the above proposals are in the best interest of the Company and, save where otherwise stated, unanimously recommend that shareholders vote in favour of the Resolutions to be proposed at the Company's general meeting.

4. ENQUIRIES

Shareholders are required to contact the Company Secretary via email to jonathan@hera-med.com if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means HeraMED Limited (ACN 626 295 314).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

SCHEDULE A – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

Terms of unlisted incentive options expiring 2 June 2025 (Options) with a \$0.20 exercise price.

- a) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).
- c) Each Option shall vest over 3 years on a quarterly basis. Namely 8.33% of the Options shall vest and become exercisable at the lapse of each quarter of continuous engagement such that on 2 June 2024, all of the options shall become fully vested.
- d) **Expiry Date:** Each Option will expire at 5:00 pm (AEST) on 2 June 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- e) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- f) **Notice of Exercise:** Subject to compliance with e) above, the Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised by electronic funds transfer or other means of payment acceptable to the Company.
- g) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- h) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
 - i. allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- i) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company. Quotation of Shares issued on exercise if admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- j) **Reconstruction of capital:** Subject to the Corporations Act and the ASX Listing Rules at the time of reconstruction, upon any sub-division or consolidation of the Shares or reduction of share capital, the number of Shares to be subscribed on any subsequent exercise of the Options will be increased or reduced in due proportion so as to maintain the same relative subscription rights for the Options and the Exercise Price will be adjusted accordingly.
- k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- l) **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- m) **Not Quoted:** The Company will not apply for quotation of the Options on ASX.
- n) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- o) **Cashless Exercise:** in lieu of exercising the Option for cash under B above, the holder may elect to receive Shares equal to the value of this Option (or the portion thereof being exercised) by delivery of a signed notice of exercise indicating the intention to exercise of a cashless basis to the Company, in which event the Company shall issue to the holder a number of Shares computed using the following formula:

$$X = ((A - B) \times C) / A$$

A = the Fair Market Value of one Share on the date of net issuance

exerciseB = the Exercise Price per Share

C= the number of Shares underlying the Option or, if only a portion of this Option is being exercised, the number of Shares to which the holder elects to exercise.

"Fair Market Value" of a Share shall mean the average of the closing price reported by the ASX for the five business days immediately preceding the date of net issuance exercise.

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEST) on Wednesday, 21 July 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

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