

21 October 2021

Dear Shareholder,

**ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Notice is hereby given that the Annual General Meeting ('Meeting') of Shareholders of Nanollose Limited ('Company') will be held at RSM, Level 32, Exchange Tower, 2 The Esplanade, Perth, Western Australia at 4:00pm (WST) on Friday, 26 November 2021.

Pursuant to the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company has made the decision to not dispatch physical copies of the Notice of Meeting ('Notice'). Instead, a copy of the Notice is available on the Company's ASX Announcement Platform at [www2.asx.com.au](http://www2.asx.com.au) (ASX:NC6).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place at the time of the Meeting. Shareholders who are unable to attend the Meeting will be able to participate by:

(a) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 4:00pm (WST) on Wednesday, 24 November 2021) either by:

- **voting online** at <https://investor.automic.com.au/#/loginsah>; or
- **lodging a proxy** form by:
  - post to: Automic, GPO Box 5193, Sydney, NSW, 2001; or
  - in person to: Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
  - email to: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
  - any other means permitted on the proxy form; and/or

(b) lodging questions in advance of the Meeting by emailing the questions to Erlyn Dale, Company Secretary at [erlyn@azc.com.au](mailto:erlyn@azc.com.au), by no later than 23 November 2021.

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://nanollose.com/>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact the Company Secretary on +61 8 9389 3120 or [erlyn@azc.com.au](mailto:erlyn@azc.com.au).

Authorised for release by the Board of Nanollose Limited.

Yours sincerely,



**Erlyn Dale**  
**Company Secretary**  
**Nanollose Limited**

# **NANOLLOSE LIMITED**

ACN 601 676 377

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**For the Annual General Meeting of Shareholders  
to be held on 26 November 2021 at 4:00pm (WST)  
at RSM, Level 32, Exchange Tower, 2 The Esplanade, Perth, Western Australia**

***This is an important document. Please read it carefully.***

**Due to the ongoing COVID-19 pandemic and strict limitation on physical attendance, the Company has taken steps to ensure attendance in person is in adherence to COVID-19 protocols. If the situation in relation to COVID-19 changes in a way that affects the Company's ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.**

***Shareholders are urged to vote by lodging the proxy form attached to this Notice.***

## **TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE**

### **Venue**

The Annual General Meeting of Nanollose Limited will be held at:

**RSM  
Level 32, Exchange Tower  
2 The Esplanade  
Perth, Western Australia, 6000**

**Commencing  
at 4:00pm (WST)  
on 26 November 2021**

### **How to Vote**

You may vote by attending the Meeting in person, by proxy or authorised representative.

#### **Voting in Person**

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 4:00pm (WST). Given the current COVID-19 pandemic, Shareholders are urged to vote by proxy.

#### **Voting by Proxy**

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and deliver the proxy form in accordance with the instructions on the proxy form. You may also submit your proxy form online in accordance with instructions on the proxy form.

Your proxy form must be received no later than 48 hours before the commencement of the Meeting.

**NANOLLOSE LIMITED**  
**ACN 601 676 377**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of the Shareholders of Nanollose Limited will be held at RSM, Level 32, Exchange Tower, 2 The Esplanade, Perth, Western Australia on 26 November 2021 at 4:00pm (WST) for the purpose of transacting the following business.

**Due to the ongoing COVID-19 pandemic and strict limitation on physical attendance, the Company has taken steps to ensure attendance in person is in adherence to COVID-19 protocols. If the situation in relation to COVID-19 changes in a way that affects the Company's ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.**

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

**AGENDA**

**GENERAL BUSINESS**

**ACCOUNTS AND REPORTS**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the remuneration report and the auditor's report.

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report in the Annual Report of the Company for the financial year ended 30 June 2021."*

**Voting exclusion:**

A vote in respect of the Resolution must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

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

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the Resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company.

## RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR WINTON WILLESEE

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

*"That Mr Winton Willesee, who retires by rotation in accordance with rule 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."*

## RESOLUTION 3 – RATIFICATION OF ISSUE OF OPTIONS TO EMPLOYEE

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

*"That the issue of 1,000,000 Options to an employee of the Company under Listing Rule 7.1 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf the recipient of the Options, Mr Boon Tan, or any of his associates. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution 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 to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO WINTON WILLESEE

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

*"That the issue of up to 500,000 Options to Mr Winton Willesee or his nominees is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Winton Willesee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution 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 to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Restriction on proxy voting by key management personnel or closely related parties:**

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the key management personnel for the Company; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

## RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO TERENCE WALSH

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

*"That the issue of up to 500,000 Options to Terence Walsh or his nominees is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Terence Walsh and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution 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 to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Restriction on proxy voting by key management personnel or closely related parties:**

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution

if:  
(e) the proxy is either:  
    (i) a member of the key management personnel for the Company; or  
    (ii) a closely related party of such a member; and  
(f) the appointment does not specify the way the proxy is to vote on this Resolution.  
However, the above prohibition does not apply if:  
(g) the proxy is the chair of the Meeting; and  
(h) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.  
Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

## **RESOLUTION 6 – APPROVAL OF ADDITIONAL 10% CAPACITY**

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

*"That, the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."*

## VOTING AND PROXIES

1. 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. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, including Resolutions 1, 4 and 5. The proxy form expressly authorises the chair of the Meeting to exercise the proxy in relation to Resolutions 1, 4 and 5 even though these Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the chair) will not be voted on Resolutions 1, 4 and 5.
4. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling of the activities of the Company, directly or indirectly. Closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies controlled by key management personnel.
5. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 24 November 2021 at 4.00pm (WST).
6. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form. Voting online is available.

**By order of the Board**



**Erlyn Dale**  
**Company Secretary**

Dated: 14 October 2021



**NANOLLOSE LIMITED**  
**ACN 601 676 377**

**EXPLANATORY STATEMENT**

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

## **1. FINANCIAL STATEMENTS AND REPORTS**

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company's annual financial report on its website at [www.nanollose.com](http://www.nanollose.com).

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2021;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

### **2.1 General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2021.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

## **2.2 Voting Consequences**

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

## **2.3 Previous voting results**

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

## **2.4 Proxy restrictions**

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for this Resolution.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution.

The Chairman intends to vote all undirected proxies in favour of this Resolution. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on this Resolution, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR WINTON WILLESEE**

Rule 7.3 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Mr Winton Willesee was last re-elected as a Director at the 2018 annual general meeting. Mr Willesee retires by rotation in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Willesee is a Non-Executive Director of the Company. Details of the qualifications and experience of Mr Willesee are set out in the Company's 2021 Annual Report.

The Board of the Company recommends the re-election of Mr Willesee as a Director.

## **4. RESOLUTION 3 – RATIFICATION OF ISSUE OF OPTIONS TO EMPLOYEE**

### **4.1 Background**

On 15 September 2021 ("**Issue Date**") the Company issued 1,000,000 Options to the Company's Operations/Quality Manager, Mr Boon Tan ("**Issue**") using part of its Listing Rule 7.1 capacity.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12-month period following the Issue Date.

Information on Listing Rule 7.1A is set out in Section 6.1 below.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, this Resolution seeks Shareholder approval of the Issue under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and the additional 10% capacity in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1 and the additional 10% capacity in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

### **4.2 Listing Rule 7.5**

For Shareholders to approve the Issue for the purposes of Listing Rule 7.4, the following information is provided to Shareholders in accordance with Listing Rule 7.5:

- (a) The securities were issued to the Company's Operations and Quality Manager, Mr Boon Tan, who is not a related party of the Company.

- (b) The number of securities issued was 1,000,000 Options.
- (c) The Options were issued on 15 September 2021.
- (d) The Options have an exercise price of 15 cents and an expiry date of 15 September 2024. The full terms of the Options are set out in Schedule 1.
- (e) The Options were issued for nil cash consideration, as part of Mr Tan's remuneration package.
- (f) The purpose of the issue of the Options was to incentivise Mr Tan in his role as Operations and Quality Manager, and as part of his remuneration. No funds were raised by the Issue.
- (g) The Options were not issued under an agreement.

## **5. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE OPTIONS TO WINTON WILLESEE AND TERENCE WALSH**

### **5.1 General**

In accordance with Listing Rule 10.11 and section 208 of the Corporations Act, Shareholder approval is (subject to certain exceptions) required for the issue of Equity Securities to a related party of the Company. Mr Winton Willesee and Mr Terence Walsh (the “**Related Parties**”) are non-executive Directors of the Company and therefore are each a related party of the Company.

Pursuant to Resolutions 4 and 5 the Company is proposing to issue 500,000 Options on the terms and conditions set out in Schedule 2 (“**Director Options**”) to each of the Related Parties and/or their respective nominee(s). The Director Options are not being issued under an employee incentive plan.

Resolutions 4 and 5 seek Shareholder approval under and for the purposes of Listing Rule 10.11 and for all other purposes, for the issue of 500,000 Director Options to each of the Related Parties (and/or their nominee(s)).

If Resolutions 4 and/or 5 are passed by Shareholders, the Company can issue the Director Options to the relevant Related Parties whose Resolutions are passed.

If Resolutions 4 and/or 5 are not passed by Shareholders, the Company cannot issue the Director Options to the relevant Related Parties whose Resolutions are not passed.

Resolutions 4 and 5 are ordinary Resolutions.

The Chair intends to exercise all available undirected proxies in favour of Resolutions 4 and 5.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on either or both of Resolutions 4 and 5, by signing and returning the Proxy Form, or using the online lodgement facility to complete the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though those Resolutions are connected directly or indirectly with the remuneration of members of the Key Management Personnel.

### **5.2 Chapter 2E of the Corporations Act - Related Party Transaction**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

The issues of the Director Options constitute giving financial benefits, and Mr Willesee and Mr Walsh are related parties of the Company by virtue of them being Directors.

The Board (excluding Mr Willesee and Mr Walsh, who abstained due to their personal interests in Resolution 4 or 5 (respectively)) has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act applies in the circumstances and accordingly, the Company will not seek approval for the issues of the Director Options pursuant to section 208 of the Corporations Act.

### 5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) Listing Rule 10.11.1 - a related party;
- (b) Listing Rule 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) Listing Rule 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) Listing Rule 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) Listing Rule 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Director Options falls within Listing Rule 10.11.1 (as Mr Willesee and Mr Walsh are Directors of the Company) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 4 and 5 seek the required Shareholder approval to the issue of the Director Options under and for the purposes of Listing Rule 10.11.

Pursuant to Listing Rule 7.2, Exception 14, as Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Pursuant to that exception, the effect of passing Resolutions 4 and 5 will be to allow the Company to issue 500,000 Director Options to each of the Related Parties (and/or their respective nominee(s)) as detailed above without using up any of the Company's 15% placement capacity under Listing Rule 7.1.

## 5.4 Listing Rule 10.13

For Shareholders to approve the issue of the Director Options under and for the purposes of Listing Rule 10.11, the following information is provided to Shareholders in accordance with Listing Rule 10.13:

- (a) The securities will be issued to Mr Winton Willesee (or his nominee) and Mr Terence Walsh (or his nominee).
- (b) Mr Willesee and Mr Walsh are each Directors and are therefore related parties of the Company (Listing Rule 10.11.1).
- (c) The number of securities the Company will issue is up to 1,000,000 Director Options (being 500,000 to each of Mr Willesee and Mr Walsh).
- (d) The Options will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) No funds will be raised by the issue of the Director Options as they are being issued for nil cash consideration as part of each of the Related Parties' remuneration package.
- (f) The Options will have an exercise price representing 135% of the VWAP (a 35% premium) of Shares for the 5 Trading Days on which trades of Shares occurred prior to the Meeting, and an expiry date of three years from the date of issue. The full terms of the Director Options are set out in Schedule 2.
- (g) The Company has valued the Options to be issued to Mr Willesee and Mr Walsh by reference to the Black and Scholes valuation model.

The following assumptions have been made regarding the inputs required for the model:

	Input	Note
Number of Options	1,000,000	
Underlying share spot price	9 cents	1
Exercise Price	12.15 cents	2
Dividend rate	Nil	3
Risk free rate	0.85%	4
Volatility	101%	5
Expiry Date	Three years from the date of issue	6
Valuation	5.08 cents	

Note 1: The underlying share spot price used for the purpose of the valuation is based on the closing Share price of 9 cents on 7 October 2021.

Note 2: The exercise price is not known at the date of this Notice. It will be determined by a formula, which is 135% of the VWAP (or a 35% premium) of Shares for the 5 Trading Days on which trades of Shares occurred prior to the Meeting. For the purposes of the valuation, the exercise price is assumed to be 12.15 cents, being a 35% premium to the closing Share price on 7 October 2021.

Note 3: No dividends are expected to be paid during the life of the Options.

Note 4: The risk-free rate is the 5-year Commonwealth Government bond rate at 7 October 2021.

Note 5: The volatility was calculated from the Company's historical trading volatility over the 12 months prior to 9 October 2021 and is 101%.

Note 6: The Options expire on the date that is three years from the date of issue.

Based on the above assumptions, the Options have been valued as follows:

Number and Value of Options	
Winton Willesee	500,000 Options – 5.08 cents each (\$29,000)
Terence Walsh	500,000 Options – 5.08 cents each (\$29,000)

- (h) The terms of the proposal to issue the Director Options are set out above.
- (i) The current total remuneration package for Mr Willesee and Mr Walsh is set out below:
  - a. The current remuneration received by Winton Willesee is \$35,000 per year in director's fees.
  - b. The current remuneration received by Terence Walsh is \$35,000 per year in director's fees.
- (j) The Directors do not consider that there are opportunity costs to the Company or benefits foregone by the Company in issuing the Options.
- (k) The purpose of the issue of the Director Options is to remunerate and incentivise Mr Willesee and Mr Walsh to provide ongoing dedicated services to the Company.
- (l) The Director Options do not contain performance hurdles and consequently do not contravene the suggested guidelines for non-executive director remuneration in Box 8.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition).
- (m) Voting exclusion statements are included in the Notice for Resolutions 4 and 5.

## 5.5 Board Recommendation

Mr Winton Willesee and Mr Terence Walsh consider that, given their personal interests in their respective proposed Director Options the subject of Resolutions 4 and 5, it would be inappropriate for them to give any voting recommendation with respect to these Resolutions. The non-interested Directors (i.e. Directors other than Mr Willesee and Mr Walsh) recommend that Shareholders vote in favour of Resolutions 4 and 5 due to the benefits of aligning the interests of Mr Willesee and Mr Walsh with Shareholders and conserving cash by issuing equity securities as part of their remuneration.

## 6. RESOLUTION 6 – APPROVAL OF ADDITIONAL 10% CAPACITY

### 6.1 Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "*eligible entity*" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### 6.2 Specific information required by Listing Rule 7.3A

#### (i) Period for which approval is valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (b) The time and date of the Company's next annual general meeting.
- (c) The time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

#### (ii) Minimum price at which Equity Securities may be issued

Any Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of the eligible entity's Equity Securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- (b) if the securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the securities are issued.

#### (iii) Purposes for which funds raised may be used



Equity Securities can only be issued under Listing Rule 7.1A for a cash consideration. Funds raised by the issue of Equity Securities under Listing Rule 7.1A may be used for the continued development of the Company's current assets, the acquisition of new assets or other investments (including expenses associated with such acquisition), and for general working capital.

(iv) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Equity Securities in that class may be significantly lower on the issue date than on the date of the Shareholder approval under Listing Rule 7.1A; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2. This includes one example that assumes that "A" is double the number of Shares on issue at the time of the approval under Listing Rule 7.1A and that the price of Shares has fallen by 50%.

Number of Shares on Issue (Variable "A" in Listing Rule 7.1A.2)	Number of Shares issued under additional 10% capacity	Dilution		
		Funds raised based on issue price of 4.5 cents	Funds raised based on issue price of 9.0 cents	Funds raised based on issue price of 18.0 cents
		(50% decrease in current issue price)	(Current issue price)	(100% increase in current issue price)
148,686,368 (Current)*	14,868,637	\$669,089	\$1,338,177	\$2,676,355
223,029,552 (50% increase)	22,302,955	\$1,003,633	\$2,007,266	\$4,014,532
297,372,736 (100% increase)	29,737,274	\$1,338,177	\$2,676,355	\$5,352,709

\*The number of Shares on issue (variable "A" in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The current Shares on issue are the Shares on issue as at 7 October 2021.
2. The issue price set out above is the closing price of the Shares on the ASX on 7 October 2021.

3. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
4. No Options are exercised into Shares before the date of the issue of the Equity Securities.

(v) Allocation Policy

The Company's allocation policy for the issue of Equity Securities under the additional 10% capacity will depend on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the additional 10% capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company and may include new investors who have not previously been Shareholders.

(vi) Equity Securities issued under Listing Rule 7.1A.2 in the previous 12 months

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 October 2018, 24 October 2019 and 20 November 2020.

During the 12-month period preceding the date of the Meeting, being on and from 26 November 2020, the Company issued 11,894,909 Shares pursuant to its placement capacity under Listing Rule 7.1A, which represents approximately 7.13% of the total diluted number of Equity Securities on issue in the Company on 26 November 2020, which was 166,883,323.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below:

Date	Recipients	Number and Class of Equity Securities Issued	Issue Price and Discount to Market Price (if applicable) <sup>1</sup>	Total Cash Consideration and Use of Funds
Issue/Appendix 2A – 23 April 2021  Appendix 3B – 19 April 2021	Professional and sophisticated investors as part of a placement announced on 19 April 2021.	11,894,909 Shares <sup>2</sup>	\$0.10 (representing a discount to Market Price of 23%)	Amount raised or to be raised = \$1,189,491 Amount spent = Nil Use of funds: The funds from the Placement are intended to be used to expedite the development and commercialisation of the Company's Nullarbor lyocell fibre and for general working capital.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: NC6 (terms are set out in the Constitution).

(vii) Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

**NANOLLOSE LIMITED**  
**ACN 601 676 377**

**GLOSSARY**

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In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**ASX**" means the ASX Limited (ACN 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the Board of Directors of the Company.

"**Chairman**" or "**Chair**" means the chairman of the Company.

"**Company**" or "**NC6**" means Nanollose Limited (ACN 601 676 377).

"**Constitution**" or "**Existing Constitution**" means the constitution of the Company.

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

"**Directors**" mean the directors of the Company from time to time.

"**Equity Securities**" has the same meaning as in the Listing Rules.

"**Explanatory Statement**" means this Explanatory Statement.

"**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Option**" means an option to subscribe for a Share.

"**Performance Right**" means a right to acquire a Share subject to the satisfaction of applicable vesting conditions.

"**Resolution**" means a resolution referred to in the Notice.

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

"**Shareholder**" means a registered holder of Shares in the Company.

"**Trading Day**" has the same meaning as in the Listing Rules.

"**VWAP**" means the volume weighted average price.

"**WST**" means Western Standard Time, Perth, Western Australia.

"**A\$**" "**AUD**" or "**\$**" means Australian dollars unless otherwise stated.

## **SCHEDULE 1**

### **Terms of Employee Options (Resolution 3)**

The terms of the Options are:

1. Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
2. The Options will expire at 5.00pm (WST) on the date that is three years from the date of issue ("Expiry Date"). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The amount payable upon exercise of each Option is 15 cents ("Exercise Price").
4. The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
5. An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (a) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (b) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,("Exercise Notice").
6. Subject to clause 7, within 10 business days after the later of the following:
  - (a) receipt of an Exercise Notice (and payment of the Exercise Price for each Option being exercised by the Company) ("Exercise Date"), if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
  - (b) the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the Exercise Date,the Company will:
  - (c) allot and issue the Shares pursuant to the exercise of the Options;
  - (d) 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
  - (e) 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.
7. Notwithstanding any other provision of these terms and conditions, exercise of Options and receipt of Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations

Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

8. The Options are not transferable.
9. All Shares allotted upon the exercise of Options will upon allotment rank equally in all respects with other Shares.
10. The Options are not intended to be quoted on ASX.
11. If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
12. There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
13. Other than pursuant to paragraph 14, 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.
14. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

## **SCHEDULE 2**

### **Terms of Director Options (Resolutions 4 and 5)**

The terms of the Options are:

1. Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
2. The Options will expire at 5.00pm (WST) on the date that is three years from the date of issue ("Expiry Date"). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The amount payable upon exercise of each Option is 135% of the VWAP (a 35% premium) of Shares for the 5 Trading Days on which trades of Shares occurred prior to the Meeting ("Exercise Price").
4. The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
5. An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (a) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (b) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,("Exercise Notice").
6. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
7. Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
8. The Options are transferable.
9. All Shares allotted upon the exercise of Options will upon allotment rank equally in all respects with other Shares.
10. The Options are not intended to be quoted on ASX.
11. If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
12. There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue

is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

13. Other than pursuant to paragraph 14, 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.
14. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.



# 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 **4:00pm (WST) on Wednesday 24 November 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 VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

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

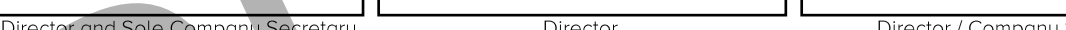
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

**STEP 3: Sign Here + Contact Details**


**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
		
Sole Director and Sole Company Secretary	Director	Director / Company Secretary


Contact Name:


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Email Address:


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Contact Daytime Telephone


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Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).