

ASX ANNOUNCEMENT

31 January 2022

RESULTS OF AGM

Norwood Systems Ltd (Norwood or the Company) (ASX: NOR) hereby announces the following information regarding the results of the Annual General Meeting of the Company held today and is provided in accordance with Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act.

The Chair directed all undirected proxies in favour of all resolutions.

Resolution 2 – Spill Resolution was withdrawn as the Company received less than 25% of the votes cast against Resolution 1.

Resolutions 11 and 12 being a related party participation in an option placement for Michael Edwards and Giles Everist were not passed on a poll.

Resolution 13 – Re-election of Director Michael Edwards was withdrawn in line with his resignation effective today.

All other Resolutions were passed on a poll. Proxy results and Poll results for the Meeting are disclosed as attached. All results were scrutineered by Advanced Share Registry

Authorised for release by Stuart Usher, Company Secretary.

<ENDS>

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About Norwood Systems

Norwood Systems Ltd (ASX: NOR) is revolutionizing mobile voice, messaging, data and cyber security services through its pioneering award-winning virtual mobile services platforms and associated Apps.

The Company's breakthrough offerings deliver Over the Top (OTT) connectivity, knowledge and intelligence services. Norwood's products and services are targeted at a broad spectrum of prospective customers from individuals through to large enterprises and government agencies.

Norwood has delivered services to more than 6 million customers since launching its platform in mid-2014, servicing people in 200+ countries & territories and 5000+ cities worldwide.

Norwood Systems listed on the ASX in June 2015 and trades with the stock ticker NOR.

NORWOOD SYSTEMS LIMITED

ABN 15 062 959 540

Meeting Date: Monday, January 31, 2022

Meeting Time: 10.00 AM WST



Resolution	Manner in which the securityholder directed the proxy vote(as at proxy close):				Manner in which votes were cast in person or by proxy on a poll(where applicable):			
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	Result
1 - ADOPTION OF REMUNERATION REPORT	40,825,329	4,314,135	12,036,656	22,751,937	52,861,985 (92.45 %)	4,314,135 (7.55 %)	22,775,537	Passed on a poll
2 - SPILL RESOLUTION	6,966,006	1,534,797	15,960,258	55,466,996	The resolution has been withdrawn.			
3 - ELECTION OF DIRECTOR - JOHN TARRANT	71,488,493	3,859,797	12,167,935	25,000	83,656,428 (95.56 %)	3,883,397 (4.44 %)	25,000	Passed on a poll
4 - APPROVAL OF 7.1A MANDATE	65,048,439	253,374	12,167,935	10,071,477	77,216,374 (99.64 %)	276,974 (0.36 %)	10,071,477	Passed on a poll
5 - ISSUE OF SHARES TO RELATED PARTY - PAUL OSTERGAARD	48,983,567	5,877,374	12,076,656	12,990,460	61,060,223 (91.19 %)	5,900,974 (8.81 %)	12,990,460	Passed on a poll
6 - APPROVAL TO ISSUE SHARES	70,955,916	4,477,374	12,107,935	0	83,063,851 (94.86 %)	4,500,974 (5.14 %)	0	Passed on a poll
7 - RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1) - 4,347,826 SHARES	74,659,916	573,374	12,107,935	200,000	86,767,851 (99.32 %)	596,974 (0.68 %)	200,000	Passed on a poll
8 - RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1) - 6,666,665 SHARES	74,659,916	573,374	12,107,935	200,000	86,767,851 (99.32 %)	596,974 (0.68 %)	200,000	Passed on a poll
9 - RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1) - 2,500,000 SHARES	74,659,916	773,374	12,107,935	0	86,767,851 (99.09 %)	796,974 (0.91 %)	0	Passed on a poll
10 - PLACEMENT OF NEW OPTIONS	41,640,771	5,695,553	12,100,935	400,000	53,741,706 (90.38 %)	5,719,153 (9.62 %)	400,000	Passed on a poll



*Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item. Advanced Share Registry Limited - Onsite Meeting System

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	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	Result
11 - RELATED PARTY PARTICIPATION IN OPTION PLACEMENT - GILES EVERIST	16,953,599	37,907,342	12,107,935	20,572,349	29,061,534 (43.38 %)	37,930,942 (56.62 %)	20,572,349	Not passed on a poll
12 - RELATED PARTY PARTICIPATION IN OPTION PLACEMENT - MICHAEL EDWARDS	16,957,599	37,903,342	12,107,935	20,572,349	29,065,534 (43.39 %)	37,926,942 (56.61 %)	20,572,349	Not passed on a poll
13 - RE-ELECTION OF DIRECTOR - MICHAEL EDWARDS	8,850,213	36,349,251	12,107,935	30,233,826	The resolution has been withdrawn.			
14 - RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULE 7.1	74,109,916	923,374	12,107,935	400,000	86,217,851 (98.91 %)	946,974 (1.09 %)	400,000	Passed on a poll
15 - ELECTION OF DIRECTOR - PHILIP OTLEY	75,094,402	278,888	12,167,935	0	87,262,337 (99.65 %)	302,488 (0.35 %)	0	Passed on a poll
16 - ELECTION OF DIRECTOR - PHILIP MARSLAND	75,153,493	219,797	12,167,935	0	87,321,428 (99.72 %)	243,397 (0.28 %)	0	Passed on a poll
17 - ISSUE OF SHARES TO RELATED PARTY - PAUL OSTERGAARD	48,983,567	5,877,374	12,076,656	12,990,460	61,060,223 (91.19 %)	5,900,974 (8.81 %)	12,990,460	Passed on a poll
18 - ISSUE OF OPTIONS TO RELATED PARTY - JOHN TARRANT	70,590,402	4,842,888	107,935	0	70,698,337 (93.56 %)	4,866,488 (6.44 %)	0	Passed on a poll
19 - ISSUE OF OPTIONS TO RELATED PARTY - PHILIP OTLEY	70,590,402	4,842,888	12,107,935	0	82,698,337 (94.44 %)	4,866,488 (5.56 %)	0	Passed on a poll
20 - ISSUE OF OPTIONS TO RELATED PARTY - PHILIP MARSLAND	70,590,402	4,760,160	12,190,663	0	82,781,065 (94.54 %)	4,783,760 (5.46 %)	0	Passed on a poll



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