



OPYL LIMITED

ACN: 063 144 865

NOTICE OF 2022 ANNUAL GENERAL MEETING

Explanatory Statement / Proxy Form

DATE: 28 November 2022

TIME: 10am AEDT

VENUE: Hybrid meeting held at Engine House, 105 Wellington Street,
St Kilda VIC 3182 and online
https://us02web.zoom.us/webinar/register/WN_V6_Qo8chSzmJjMefNADgw

Important notice

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

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.



OPYL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of Shareholders of Opyl Limited (ACN 063 144 865) (**Opyl** or the **Company**) will be held on **Monday 28 November 2022 at 10.00am AEDT** at Engine House, 105 Wellington Street, St Kilda VIC 3182 and virtually.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to cast their votes on the proposed Resolutions. The virtual meeting can be attended using the following details:

When:

Monday 28 November 2022 at 10.00am AEDT

Topic:

Opyl 2022 Annual General Meeting

Registration:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online. Shareholders participating in the meeting via the online meeting platform will be taken to be present.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen



7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting.

Questions must be submitted by email to info@opyl.ai before at least 48 hours before the AGM.

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 10am AEDT on 26 November 2022.

If you have any queries on how to cast your votes, please email Automic at meetings@automicgroup.com.au.

Voting in person or by attorney

Shareholders or their attorneys wishing to vote in person should attend the Meeting. Persons are asked to join the meeting at least 30 minutes prior to the time the Meeting is to commence, so that their shareholdings may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

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 Shareholders has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two 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.



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. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- If the proxy has two 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 at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. 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 (i.e. as directed); and

If the proxy is not the Chair 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 is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

The Chair intends to vote undirected proxies in favour of Resolutions 2 – 10.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.



How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Questions and comments by Shareholders at the Annual General Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the AGM. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external auditor questions relevant to:

- a) The conduct of the audit;
- b) The preparation and content of the Auditors' Report;
- c) The accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) The independence of the auditor in relation to the conduct of the audit.

Please submit any written questions addressed to the Company or its external auditor via the address on the proxy form or to Opyl Limited via email at info@opyl.ai no later than 10.00am AEDT on 24 November 2021.

The Company or its external auditor will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to Shareholders as soon as practicable after the AGM.

Enquiries

Shareholders are asked to contact the Company at info@opyl.ai or the Company Secretary at david.lilja@dlkadvisory.com.au or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.



OPYL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of the Shareholders of Opyl Limited (ACN 063 144 865) (**Opyl** or the **Company**) will be held at Engine House, 105 Wellington Street, StKilda VIC 3182 and virtually on **Monday 28 November 2022 at 10.00am AEDT**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statements and the Proxy Form are part of this Notice of Meeting.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

"To receive the Financial Statements, Director's Report and Auditor's Report for the Company for the year ended 30 June 2022."

No Resolution will be required to be passed on this matter. However, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

"That the Company adopt the Remuneration Report for the year ended 30 June 2022 in accordance with Section 250R(2) of the Corporations Act."

This Resolution is advisory only and does not bind the Company or the Directors. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARK ZIIRSEN

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purpose of rule 14.2 of the Constitution, ASX Listing Rules 14.4 and 14.5, and for all other purposes, Mr Mark Ziirsén, who retires by rotation and being eligible, offers himself for re-election, be re-elected a Director, effective immediately."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR JULIAN CHICK

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purpose of rule 14.2 of the Constitution, ASX Listing Rules 14.4 and 14.5, and for all other purposes, Dr Julian Chick, who retires by rotation and being eligible, offers himself for re-election, be re-elected a Director, effective immediately."



RESOLUTION 4 – APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO MR MARK ZIIRSEN, DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 500,000 unlisted options under the ESOP to Mr Mark Ziirsen, Director, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 5 – APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO DR JULIAN CHICK, DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 300,000 unlisted options under the ESOP to Dr Julian Chick, Director, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 6 – APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO MR DAMON RASHEED, EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 300,000 unlisted options under the ESOP to Mr Damon Rasheed, Director, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 7 – APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO DR MEGAN ROBERTSON, DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 300,000 unlisted options under the ESOP to Dr Megan Robertson, Director, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 8 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN (ESOP)

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, approval is given for the Company to adopt the Employee Share Option Plan (ESOP) and issue securities under the ESOP from time to time, upon the terms and conditions specified in the Explanatory Memorandum."

RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the



time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 10 – APPROVAL OF AMENDMENTS TO THE COMPANY'S CONSTITUTION

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, in accordance with Section 136(2) of the Corporations Act, the Company's Constitution be amended as set out in the Explanatory Statement, with immediate effect."

VOTING EXCLUSIONS

1. KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the OPL Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.
2. Under the Corporations and ASX Listing Rules, voting exclusions apply to the following Resolutions and further detail is provided in the Explanatory Statement:
 - Resolution 1 – Adoption of the Remuneration Report
 - Resolution 4 – Issue of Incentive Options to Mr Mark Ziirsen
 - Resolution 5 – Issue of Incentive Options to Dr Julian Chick
 - Resolution 6 – Issue of Incentive Options to Mr Damon Rasheed
 - Resolution 7 – Issue of Incentive Options to Dr Megan Robertson
 - Resolution 8 – Approval of the ESOP

DATED: 27 October 2022

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "David Lilja".

David Lilja
COMPANY SECRETARY



EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held on **Monday 28 November 2022 at 10.00am AEDT.**

The purpose of this Explanatory Statement is to provide information to assist Shareholders in deciding whether or not to pass the Resolutions in this Notice of Annual General Meeting.

At the Annual General Meeting, Shareholders will be asked to consider Resolutions approving:

1. Adoption of the Remuneration Report
2. Re-election of Mr Mark Ziirszen as a Director
3. Re-election of Dr Julian Chick as a Director
4. Issue of incentive options to Mr Mark Ziirszen, Director of the Company
5. Issue of incentive options to Dr Julian Chick, Director of the Company
6. Issue of incentive options to Mr Damon Rasheed, Executive Director of the Company
7. Issue of incentive options to Dr Megan Robertson, Director of the Company
8. Approval of the ESOP
9. Approval of additional 10% placement capacity
10. Approval of amendments to the Company's Constitution

All Resolutions except Resolution 9 and 10 are ordinary resolutions requiring them to be passed by a simple majority of votes cast by Shareholders entitled to vote on the resolutions. Resolution 9 and 10 require a special majority, meaning 75% of the vote validly cast on Resolution 9 and 10 must be in favour of the Resolution. Further information regarding the Resolutions is set out below.

This Explanatory Statement should be read in its entirety by all Shareholders.

FINANCIAL STATEMENTS AND REPORTS

At the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2022.

No resolutions will be required to be passed on this matter.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's 2022 Annual Report can be viewed or downloaded from the Company's website opyl.ai/investors.

RESOLUTION 1 – REMUNERATION REPORT

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 a financial year.

In accordance with section 250R(2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Director's Report must be put to a vote.

Shareholders are advised that in accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two



consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

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

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this non-binding Resolution.

Voting Exclusion Statement

A vote must not be cast on Resolution 1 by any KMP, details of whose remuneration are included in the Remuneration Report, or their Closely Related Part (in any capacity), unless the vote is cast as a proxy:

- a) for a person who is entitled to vote on Resolution 1 and the vote is cast in accordance with the directions on the proxy form; or
- b) by the Chairman as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

RESOLUTION 2 — RE-ELECTION OF DIRECTOR – MR MARK ZIIRSEN

Pursuant to rule 14.2 of the Constitution, at each Annual General Meeting one third of the Company's directors or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), must retire and offer themselves up for re-election. Accordingly, as required by the Constitution, Mr Ziirsén retires and, being eligible, offers himself for re-election.

Mr Ziirsén is an experienced ASX listed, non-executive director, and CFO. He served as non-executive director and chair of Respi Limited, an eHealth SaaS company supporting respiratory health management, and as non-executive director and chair of the Audit and Risk Committee of Orcoda Limited, a SaaS-based technology company. His executive career includes senior finance leadership roles with major ASX listed companies including Cochlear Limited, Aristocrat Leisure Limited, Coca-Cola Amatil Limited and Goldman Sachs Limited.

He commenced his career with EY in business advisory, tax and management consulting. Most recently, he was CFO and company secretary for Nasdaq-listed Centro Electric Group. Prior to that he was CFO of ASX listed Wiseway Group Limited and Global Medtech company Anteris Technologies Limited and before that, Director of Finance and IT for Asia Pacific at hearing implant maker Cochlear Limited.

Board Recommendation

The Board (excluding Mr Ziirsén) recommends that Shareholders vote in favour of this Resolution.



RESOLUTION 3 — RE-ELECTION OF DIRECTOR – DR JULIAN CHICK

Pursuant to rule 14.2 of the Constitution, at each Annual General Meeting one third of the Company's directors or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), must retire and offer themselves up for re-election and no director (other than the managing director) shall remain in office for more than 3 years without retiring and seeking re-election. Accordingly, as required by the Constitution, Dr Chick retires and, being eligible, offers himself for re-election.

Dr Chick is an executive with more than 25 years of experience in the biotechnology and medical technology industry as well as five years in investment banking.

Leading public and private companies, Dr Chick's previous roles include investment adviser, healthcare analyst for private equity investors, portfolio manager, investment banker and venture capitalist.

Dr Chick has advanced a number of technologies from discovery through to market as well as leading numerous capital raisings, M&A transactions, company restructuring, business development and licensing transactions.

Board Recommendation

The Board (excluding Dr Chick) recommends that Shareholders vote in favour of this Resolution.

RESOLUTIONS 4 TO 7 – APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO DIRECTORS

Background

Subject to Shareholder approval being obtained under this Notice, it is proposed that a total of 1,400,000 unlisted options (**Incentive Options**) under the ESOP be issued to Dr Julian Chick, Mr Damon Rasheed, Mr Mark Ziirsén and Dr Megan Robertson, each being Directors (**Incentive Option Issues**).

A summary of the material terms of the Incentive Options are as follows for Mr Mark Ziirsén (500,000 Incentive Options in aggregate):

Term	Description
Exercise price	300,000 at \$0.10 per option 100,000 at \$0.15 per option 100,000 at \$0.20 per option
Expiry date	5 years from the date of issue

A summary of the material terms of the Incentive Options are as follows for each of Dr Julian Chick, Mr Damon Rasheed and Dr Megan Robertson (900,000 Incentive Options in aggregate):

Term	Description
Exercise price	300,000 at \$0.10 per option (100,000 each) 300,000 at \$0.15 per option (100,000 each) 300,000 at \$0.20 per option (100,000 each)
Expiry date	5 years from the date of issue

The current Company's share price (as of 14 October 2022) is \$0.050 per share.

In addition, the following points are noted in relation to the Incentive Options:



- Each Incentive Option carries the right in favour of its holder to subscribe for one Share.
- The only vesting conditions that apply to the exercise of the Incentive Options is the passage of time, with one third of the Incentive Options vesting 1 year from the issue date, a further one third of the Incentive Options vesting 2 years from the issue date, and the final one third of the Incentive Options vesting 3 years from the issue date.
- The Incentive Options are not transferrable other than in limited circumstances and with the Board's prior written consent.
- Prior to the issue of a Share on exercise of an Incentive Option, the Option's holder does not have any right to participate in dividends in respect of that Option.
- In the event the Company is made an offer that, if accepted, will result in the Company undergoing a change of control event, the Board may at its discretion determine unvested Incentive Options become vested and provide for a specific period of time in which these Incentive Options may be exercised in accordance with terms of the Incentive Options.
- Incentive Options do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.

The Board believes that the grant of the Incentive Options is appropriate to:

- remunerate the relevant Directors fairly and responsibly;
- align the Directors' interests with those of the Shareholders;
- provide long term incentives for Directors to participate in the Company's future growth; and
- assist the Company to secure and retain the services of the Directors.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (Exception 8), separate approval is not required under Listing Rule 10.11.

Each Incentive Option Issue under the ESOP falls within ASX Listing Rule 10.14.1 above because each of Dr Julian Chick, Mr Damon Rasheed, Mr Mark Ziirsen and Dr Megan Robertson is a Director. Each Incentive Option Issue therefore requires the approval of the Shareholders under ASX Listing Rule 10.14. Each of Resolutions 4, 5, 6 and 7 seeks the required Shareholder approval to the relevant Incentive Option Issue under and for the purposes of ASX Listing Rule 10.14.

If any of Resolutions 4, 5, 6 and 7 is passed, the Company will be able to proceed with the corresponding Incentive Option Issue, which is reflective of the understanding agreed to between the Company and the relevant Director.



If any of Resolutions 4, 5, 6 and 7 are not passed, the Company will not be able to proceed with the corresponding Incentive Option Issue and the Company is likely to require a negotiation with the relevant Director of a new remuneration package, which is likely to require a larger cash component. If such negotiations do not lead to agreement, it is possible that the relevant Director may resign.

Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15.2, each proposed grantee of Incentive Options under Resolutions 4 to 7 falls within category 10.14.1 of the ASX Listing Rules, given that each such proposed grantee is a Director of the Company.

The Incentive Options are proposed to be used as they are appropriate to:

- remunerate the relevant Directors fairly and responsibly;
- align the Directors' interests with those of the Shareholders;
- provide long term incentives for Directors to participate in the Company's future growth; and
- assist the Company to secure and retain the services of the Directors.

The following information in relation to the issue of Incentive Options under the ESOP is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a. Dr Julian Chick (Resolution 4), Mr Damon Rasheed (Resolution 5), Mr Mark Ziirsén (Resolution 6) and Dr Megan Robertson (Resolution 7) are each a Director (the category in ASX Listing Rule 10.14.1). The total remuneration payable to each of the above Directors is \$40,000 per annum plus superannuation, together with the proposed Incentive Options, which are the subject of Resolutions 4, 5, 6 and 7. These Incentive Options are in addition to those which have already been granted under the ESOP and which are more specifically set out in the Company's annual report. By way of summary, the number of options already granted are 784,998 options to Dr Julian Chick, 729,998 to Mr Damon Rasheed, 600,000 to Mr Mark Ziirsén, and 300,000 to Dr Megan Robertson. While the exercise price for each option varies, no cash consideration is payable for the actual grant of the options.
- b. The maximum number of Incentive Options that may be granted to Mr Mark Ziirsén is 500,000.
- c. The maximum number of Incentive Options that may be granted to each of Dr Julian Chick, Mr Damon Rasheed and Dr Megan Robertson is 300,000.
- d. The Incentive Options are being issued to each Director for nil consideration pursuant to the terms of the ESOP.
- e. Each of the current Directors are all the persons referred to in Listing Rule 10.14 who are eligible to participate in the ESOP.
- f. The Incentive Options are expected to be issued within 12 months from the date of this Meeting and, in any event, by no later than 3 years after the date of this Meeting, if approved by Shareholders.
- g. Details of any securities issued under the employee incentive scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- h. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the employee incentive scheme after the approval of the relevant Resolutions, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.



- i. The Company confirms that no loan has been offered to any of the Directors in relation to the grant of the Incentive Options.

The value that the Company attributes to the Incentive Options is based on a Black-Scholes model. The assumptions underlying the calculations are as follows:

- Share price = \$0.05 per Share
- Expected life = 5 years
- Risk-free rate (r) = 0.2%
- Expected share volatility (q) = 170%
- Dividend yield = 0%

Using this method of valuation, the Company has determined an initial value of:

1. Tranche 1 - \$0.0436 per option
2. Tranche 2 - \$0.0421 per option
3. Tranche 3 - \$0.0408 per option

The above inputs and resultant valuation will be updated as at the date of the granting of the Incentive Options.

Using the above figures, the expected total financial benefit of the Options to be issued to or for the benefit to each Director is as follows:

- Mr Mark Ziirsen – Total value = \$21,355
- Dr Julian Chick – Total value = \$12,645
- Mr Damon Rasheed – Total value = \$12,645
- Ms Megan Robertson – Total Value = \$12,645

Summary of the material terms of the Company's ESOP

A summary of the material terms of the Company's ESOP is set out in Annexure A of this document.

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Incentive Option Issues constitutes giving a financial benefit and the recipients are related parties of the Company by virtue of being Directors. The Board (other than the recipients, who each have a material personal interest in the outcome of the Resolutions) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Incentive Option Issues due to the exceptions in sections 210 and 211 of the Corporations Act as the Incentive Option Issues, form part of the remuneration package for each of the Directors and are considered reasonable remuneration in the circumstances and were negotiated on arm's length terms.



Voting Exclusion Statement: This exclusion applies to Resolutions 4 to 7

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- a) Dr Julian Chick (Resolution 4), Mr Damon Rasheed (Resolution 5), Mr Mark Ziirsen (Resolution 6), and Dr Megan Robertson (Resolution 7) or their associates;
- b) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- c) an associate of that person or those persons referred to in item (b) above.

However, the Company need not disregard a vote cast in favour of the Resolution if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form to vote on the Resolution in that way; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction on the proxy form given to the Chair to vote on the Resolution as the Chair decides; or
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the Corporations Act, the Company will disregard any votes cast on the Resolution by a Restricted Voter.

However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
- b. it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of the Resolution. If you do not want your vote exercised in favour of the Resolution, you should direct the Chair to vote "against", or to abstain from voting on, the Resolution.



RESOLUTION 8 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN (ESOP)

General

Under ASX Listing Rule 7.2 Exception 13, securities issued under employee incentive schemes that are approved by shareholders within 3 years before the issue date are not counted in the 15% share issue limit in Listing Rule 7.1.

To this end, the Company proposes to establish a new Employee Share Option Plan (**ESOP**) in which senior management and Directors of the Company may participate. The Board believes that the establishment of the ESOP will assist in the reward, retention and motivation of senior management and Directors by enabling them to acquire Shares.

For approval of a scheme to be effective under ASX Listing Rule 7.2 Exception 13, the notice of meeting for approval must include:

- a) a summary of the terms of the scheme;
- b) the number of securities issued under the scheme since the date of last approval;
- c) the maximum number of securities which can be issued under the scheme following approval; and
- d) a voting exclusion statement.

Employee Share Option Plan

The Company is proposing to adopt the ESOP to better align the interests of Directors and executives with the interests of Shareholders.

- a) Summary of the terms of the ESOP

Under the ESOP Directors and senior management may be issued with Options which entitle the holder to subscribe for Shares.

The terms and conditions on which the Options are to be issued will be determined by the Directors of the Company. Typically, the Options will be subject to vesting conditions and the Options cannot be exercised until those vesting conditions are satisfied. The vesting conditions are usually related to ongoing service for an agreed period, and in the case of executives the financial or share price performance of the Company and the respective executives' satisfaction of Company and personal KPIs.

The terms of the ESOP are further summarised in Annexure A. A full copy of the rules of the ESOP is available for inspection at the registered office of the Company and will be provided free of charge to Shareholders on request.

- b) Number of securities issued under the ESOP

The number of securities on issue under the ESOP is 0 (zero).

- c) Maximum number of securities which can be issued under the ESOP

The Company may not offer Options if as result of acceptance and issue of those Options the number of Options and Shares on issue and subject to the terms of the ESOP (including Shares in respect of which a loan remains outstanding) exceeds 9,509,389 (being an amount equal to 15% of the total securities on issue in the Company based on there being 63,395,927 securities on issue in the Company as at the date of this Notice).



d) Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the ESOP, and any associates of that person.

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

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Background

ASX Listing Rule 7.1A enables eligible entities such as the Company to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Directors to issue Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

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

If Shareholders do not approve this Resolution, the Company will not have the capacity to issue additional Securities under the 10% Placement Facility, nor will it issue any Securities under the 10% Placement Facility. The Company will remain subject to the 15% limit on issuing Securities without Shareholder approval set out in Listing Rule 7.1.

Description of Listing Rule 7.1A

a) Shareholder approval

The ability to issue Securities under the 10% Placement Facility is subject to



Shareholder approval by way of a Special Resolution at the Annual General Meeting. This means it requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

b) Securities

Any Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Securities.

The Company, as at the date of the Notice, has on issue two classes of Securities being, quoted Shares and unlisted Options.

c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at a general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E



A is the number of fully paid ordinary securities on issue at the commencement of the “relevant period” (which, for the purpose of this Notice and in respect of the Company, the “relevant period” is the 12 month period immediately preceding the date of the issue or agreement of the relevant equity securities):

- A. plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- B. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - i. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - ii. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- C. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - i. the agreement was entered into before the commencement of the relevant period; or
 - ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- D. plus the number of any other fully paid ordinary securities issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4.
- E. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- F. less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.



The actual number of Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

e) Nature of consideration for issue and Minimum Issue Price

Any Securities issued under Listing Rule 7.1A must be in an existing quoted class of the Securities and issued for a cash consideration per security which must be not less than 75% of the VWAP of Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Securities are to be issued is agreed by the Company and the recipient of the securities; or
- ii. if the Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Securities are issued (**Minimum Issue Price**).

f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- i. the date that is 12 months after the date of the Annual General Meeting;
- ii. the time and date of the Company's next annual general meeting;
- iii. the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences is the 10% Placement Period (as defined above).
- b) The Securities will be issued at the Minimum Issue Price (as defined above).
- c) The purposes for which the funds raised by an issue of Securities (for cash consideration only) under rule 7.1A.2 may be used by the Company include:
 - i. consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
 - ii. continued expenditure on the Company's current business and/or general working capital.



d) If this Resolution is approved by Shareholders and the Company issues Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:

- i. the market price for the Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Securities on the issue date,

either of which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 14 October 2022 (**Current Share Price**) and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.025 50% decrease in issue price	\$0.050 issue price**	\$0.100 100% increase in issue price
Current Variable A 54,385,385 Shares	10% voting Dilution	5,438,539	5,438,539	5,438,539
	Funds raised	\$135,963	\$271,927	\$543,854
50% increase in Variable A 81,578,077 Shares	10% voting Dilution	8,157,809	8,157,809	8,157,809
	Funds raised	\$203,945	\$407,890	\$815,781
100% increase in Variable A 108,770,770 Shares	10% voting Dilution	10,877,078	10,877,078	10,877,078
	Funds raised	\$271,927	\$543,854	\$1,087,708

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Securities available under the 10% Placement Facility.
- No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.



- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - The table shows only the effect of issues of Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Securities under the 10% Placement Facility consists only of Shares. If the issue of Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The Current Share Price is \$0.050 (5.0 cents), being the closing price of the Shares on ASX on 14 October 2022.
- e) The allocation policy which will apply will be determined at the relevant time but the extent that it relates to a private placement capital raising, Shares will be issued to sophisticated and professional investors who are identified by the Company with the assistance of the relevant lead manager (if any). It is not expected that any related party of the Company, member of key management personnel, adviser to the Company or associate of the aforementioned will be issued more than 1% of the Company's issued capital at the time of the issue.
- f) Notwithstanding that the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it has not issued, or agreed to issue, any equity securities in the 12 months preceding the date of the Meeting.

Board Recommendation.

The Board believes that this Resolution is in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution.

Voting Exclusion.

As at the date of this notice, the Company has not identified or invited any person to participate in an issue of Equity Securities under ASX listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution.

RESOLUTION 10 – APPROVAL OF AMENDMENTS TO THE COMPANY'S CONSTITUTION

a) General

In accordance with Section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution to amend the Constitution to allow the Company to hold shareholders' meetings virtually using technology (in whole or part), to update the restricted securities provisions and to increase the cap on the issue of securities pursuant to an employee incentive plan or scheme.



The amendments are set out in Annexure B, and a full copy of the Constitution (with the proposed amendments marked-up) is available on the Company's website.

Shareholders are invited to contact the Company if they have any queries or concerns.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to amend the Constitution. Accordingly, this Resolution is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

b) Restricted securities

Changes to the ASX Listing Rules which commenced on 1 December 2019 pursuant to which listed entities are required to update their constitution to allow for certain provisions regarding Restricted Securities if the entity has any Restricted Securities on issue. Although the Company does not presently have any Restricted Securities on issue and does not have any present or pending intention to undertake a transaction which would result in the issue of Restricted Securities, the Board considers it prudent to take this opportunity to update the Company's constitution to provide the Company with the flexibility to issue Restricted Securities in future transactions. As of 1 December 2019, ASX implemented a two-tier escrow regime to the implementation of escrow restrictions:

- in respect of more significant holders of Restricted Securities and their controllers, the ASX may require such holders to execute a formal escrow agreement in the form of Appendix 9A of the ASX Listing Rules (as is currently the case); and
- in the respect of less significant holders, the ASX may permit such holders to rely on provisions in the constitution imposing appropriate escrow restrictions on the holders of Restricted Securities and the Company may simply give notice to the holders Restricted Securities (in the form to be set out in Appendix 9C to the ASX Listing Rules) advising them on those restrictions.

To allow for the operation of the new two-tier escrow regime, the Company is proposing to update its Constitution regarding Restricted Securities under this Resolution by including a new clause 2.12A

c) Virtual meetings

Under the Corporations Act as recently amended, meetings of members are able to be held physically, by means of a hybrid meeting (both physical and virtually) or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company's Constitution does not currently permit the holding of wholly virtual meetings of Shareholders.

The amendment proposed under this Resolution introduces a new article into the existing Constitution that:



- allows the Company to hold a meeting of Shareholders using or with the assistance of any virtual meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate;
- allows the Directors to prescribe regulations, rules and procedures in relation to the manner in which virtual meetings are to be conducted and communicate such matters to members by notice to ASX; and
- address and manage technical difficulties that arise during the course of virtual meetings

d) Cap on issues of securities that constitute ESS Interests

Division 1A of Part 7.12 of the Corporations Act (Employee Share Schemes) permits securities to be issued and on sold without disclosure under a prospectus or other disclosure document to directors, employees and other persons that provide services to a company subject to a number of conditions. One of the conditions is that the number of such securities (referred to as "ESS interests") at any time in the last 3 years does not exceed a percentage (referred to "issue cap percentage") of the total number of fully paid shares in the company covered by the ESS interests. The issue cap percentage can be specified in the company's constitution, but if it is not will be 5%.

The purpose of Resolution is to insert a new provision in the Constitution of the Company (clause 2.16) which specifies the issue cap percentage as 15%.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

DISCLOSURE

The Company considers this Explanatory Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolution other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

ENQUIRIES

Shareholders are asked to contact the Company Secretary on info@opyl.ai or +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.



GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Annual Financial Report means the 2022 annual report of the Company containing the financial report for the period ended 30 June 2022, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 30 August 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW, 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of William Buck Audit (Vic) Pty Ltd dated 30 August 2022 as included in the Annual Financial Report.

Automic means Automic Registry Services, being the share register for the Company.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e) a company the member controls; or
- f) a person prescribed by the *Corporation Regulations 2001 (Cth)*.

Company means Opyl Limited ACN 063 144 865.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

ESOP means the Company's Employee Share Option Plan.



Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Options means the Securities that may be granted by the Company pursuant to the terms of the ESOP.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** or **Notice** means this notice of annual general meeting dated 27 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if 25% of votes are cast against the adoption of the Remuneration Report at both the Meeting and the 2022 AGM.

Spill Resolution means a resolution required to be put to Shareholders at the 2022 AGM if 25% of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.



Annexure A – Summary of ESOP terms

The Board has adopted the ESOP to allow eligible participants to be granted Options to acquire Shares in the Company. The principal terms of the ESOP are summarised below.

- **Eligibility and Grant of Options:** The Board may grant Options to an officer or employee of the Company, or member of the Group, or contractor to the Company or member of the Group selected by the Board (**Eligible Participant**) (**Offer**).
- **Consideration:** Each Option granted under the ESOP will be granted for nil or no more than nominal cash consideration.
- **Conversion:** Each Option is exercisable into one fully paid ordinary Share in the Company ranking equally in all respects with the existing issued Shares in the Company.
- **Exercise Price and Expiry Date:** The exercise price and expiry date for Options granted under the ESOP will be determined by the Board prior to the grant of the Options.
- **Exercise Restrictions:** The Options granted under the ESOP may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Options (**Vesting Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Options. The Board may waive Vesting Conditions.
- **Lapsing of Options:** An unexercised Option will lapse:
 - on its expiry date;
 - if any Vesting Condition is unable to be met and is not waived, as determined by the Board; or
 - subject to the Board's discretion, where the Eligible Participant ceases to be an Eligible Participant.
- **Disposal of Options:** Options will not be transferable except to the extent the ESOP or any offer provides otherwise.
- **Quotation of Options:** Options will not be quoted on the ASX, except to the extent provided for by the ESOP or unless an offer provides otherwise.
- **Trigger Events:** Upon certain trigger events, being a change in control of the Company (including by takeover or entry into a scheme of arrangement), the Board may determine that any Option which has not at that time become exercisable or lapsed, becomes exercisable.
- **Participation in Rights Issues and Bonus Issues:** There are no participating 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.
- **Reorganisation:** The terms upon which Options will be granted will not prevent the Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.



- **Limit on number of securities:** The Company may not offer Options if as result of acceptance and issue of those Options the number of Options then on issue exceeds 9,509,389 (being an amount equal to 15% of the total securities on issue in the Company based on there being 63,395,927 securities on issue in the Company as at the date of this Notice).. The Company may offer Options in circumstances where the ceiling above would be exceeded if the Company first obtains shareholder approval for the offer.



Annexure B – Amendments to the Constitution

Insert new provisions in the Constitution as follows:

2.12 Restricted Securities

While the Company is included in the official list of ASX, the Company must recognise and comply with the Listing Rules with respect to Restricted Securities.

Without limiting the obligation to comply with the Listing Rules:

- (a) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;
- (b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer), of Restricted Securities during the escrow period except as permitted by the Listing Rules or the ASX;
- (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and
- (e) if a holder of Restricted Securities breaches a restriction agreement or a provision of this Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

For the purposes of this rule, **Dispose** has the meaning given to it in the Listing Rules and Disposal has the corresponding meaning.

2.16 Issue cap percentage for employee share and incentive scheme offers

For the purposes of section 1100V(2)(a) of the Corporations Act the issue cap percentage is 15%.

12.2A Virtual Meetings

Notwithstanding anything in this Constitution but subject to applicable law, the Company may hold a meeting of its Shareholders, either wholly or partly, using, or with the assistance of, any virtual or electronic meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate in the meeting. This may include, but is not limited to, electronic participation facilities or linking separate meeting places together by technology.

If a general meeting is to be held in accordance with rule 12.2A:

- (a) the Directors may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and

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- (b) the Directors may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to Members by notification to ASX.
- (c) If, before or during a meeting held in accordance with rule 12.2A, any technical difficulty occurs which may materially impact the participation of one or more Shareholders, the chairperson of the meeting may:
 - i. postpone or adjourn the meeting until the difficulty is remedied; or
 - ii. continue to hold the meeting and transact business, and no Shareholder may object to the meeting being held or continuing.
- (d) In no circumstances shall the inability of one or more Shareholders to access, or to continue to access, an electronic participation facility or facilities affect the validity of a meeting, or any business conducted as a meeting, provided that sufficient Shareholders are able to participate in the meeting as a required to constitute a quorum.

Nothing in this document is to be taken to limit the powers conferred on the chairperson of the meeting by law.

2.16 Issue cap percentage for employee share and incentive scheme offers

For the purposes of section 1100V(2)(a) of the Corporations Act the issue cap percentage is 15%.



OPYL LIMITED | ACN: 063 144 865

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 26 November 2022**, 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/#/login>

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:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

