

9 November 2022

Addendum to Notice of Annual General Meeting

Joyce Corporation Limited (**Joyce** or the **Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 24 October 2022 (**Notice**) in respect of the annual general meeting of the Company to be held at The Westin Perth (480 Hay Street, Perth WA 6000) on Thursday, 24 November 2022 (**Meeting**), the Directors have resolved to amend the Notice by this addendum to the Notice (**Addendum**), which deletes and replaces Section 8.2 of the Explanatory Memorandum in the Notice as a result of feedback received from the Company's shareholders regarding the holding of virtual only meetings. Considering the feedback received, the Company advises that it has further amended the proposed wording of rule 8.10 of the Constitution to reflect that the Company will only hold virtual only meetings in exceptional circumstances (such as a pandemic, natural disaster or any other event of analogous effect). The additional amendments now sought are shown in the **yellow-highlighted** text below.

A copy of the modified Constitution will be available for review by Shareholders at the Company's website (www.joycecorp.com.au) and at the office of the Company following the Meeting. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at companysecretary@joycecorp.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Memorandum. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company on +61 8 9445 1055 or by email at companysecretary@joycecorp.com.au.

Proxy Forms

The Company confirms that there has been no change to the Proxy Form previously dispatched to Shareholders.

If you have already submitted your proxy form with a direction on how to vote on Resolution 5 and wish to change your instruction as a result of this amendment, please re-submit your proxy form by no later than 10:00am (AWST) on Tuesday, 22 November 2022, being not later than 48 hours before the commencement of the Meeting.

If you have already submitted your proxy form with a direction on how to vote on Resolution 5 and do not wish to change your instruction as a result of this amendment, you do not need to take any action.

Proxies may be lodged using any of the following methods:

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian For Intermediary Online subscribers only (custodians) please visit

Voting www.intermediaryonline.com to submit your voting intentions

BY ORDER OF THE BOARD

[lodged electronically without signature]

Tim Allison
CFO and Company Secretary
Joyce Corporation Ltd
Dated: 9 November 2022

Joyce Corporation Ltd
ACN 009 116 269
(Company)

Addendum to the Explanatory Memorandum

Section 8.2 of the Explanatory Memorandum is deleted and replaced as follows:

8.2 Summary of material proposed changes

(a) Convening a general meeting (rule 8.10)

This rule provides the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable (such as during pandemics).

The modified rule 8.10 is as follows:

8.10 Use of technology at general meetings

- (a) *The directors may, by a resolution passed by a majority of directors, convene a general meeting of members in accordance with this rule 8 and the requirements of the Corporations Act.*
- (b) *The Company may hold a meeting of members at a time determined by the directors:*
 - (i) *at one or more physical venues;*
 - (ii) *at one or more physical venues and using virtual meeting technology; and*
 - (iii) *in exceptional circumstances (such as a pandemic, natural disaster or any other event of analogous effect), using virtual meeting technology only,*

provided that, in each case, members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the directors.
- (c) *If the directors elect to use virtual meeting technology for a general meeting of the Company, the directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.*
- (d) *A reference in this Constitution to a member being present at a general meeting in person or by proxy, or attorney or representative includes, for*

the avoidance of doubt, a member being present at that general meeting in person or by proxy, or attorney or representative using the virtual meeting technology determined by the directors to be used at that general meeting.

- (e) *In no circumstances shall the inability of one or more members to access, or to continue to access, a virtual meeting technology affect the validity of a meeting or any business conducted at a meeting, provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.*
- (f) *If the technology used in accordance with this rule 8.10 encounters a technical difficulty, whether before or during the meeting, which results in a member not being able to participate in the meeting, the chairman may, subject to the Corporations Act and this constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chairman deems appropriate.*

ENDS

For further information, please contact:

Dan Madden – CEO

+61 8 9455 1055

This release has been authorised by the Board of Joyce Corporation Ltd