

## ASX ANNOUNCEMENT

ASX: SMN

15 November 2022

**STRUCTURAL  
MONITORING  
SYSTEMS**  
plc



### Extraordinary General Meeting – Chairman’s Script

**Structural Monitoring Systems Plc (“SMS” or “the Company”) (ASX: SMN)** advises that the extraordinary general meeting (“**EGM**”) will be held today, Tuesday, 15 November 2022 at 9.00am (AWST) at The Banksia Room, The Double Tree by Hilton, Level 2, 100 James Street, Perth, Western Australia.

#### **Presentation and Chairman’s Script**

The Company refers to the previous notice of extraordinary general meeting published on 14 October 2022 (“**Notice of EGM**”).

In accordance with ASX Listing Rule 3.13.3, the Company attaches the presentation slides and Chairman’s script in relation to the EGM commencing at 9.00am (AWST) today, in person at The Banksia Room, The Double Tree by Hilton, Level 2, 100 James Street, Perth, Western Australia.

The results of the EGM will be communicated on ASX shortly after the conclusion of the meeting.

#### **Further Information**

If you have any further questions, please contact:

##### **Communications:**

Georgie Sweeting

[g.sweeting@smsystems.com.au](mailto:g.sweeting@smsystems.com.au)

0417 179 024

##### **CDI holder Enquiries:**

Ross Love

[r.love@smsystems.com.au](mailto:r.love@smsystems.com.au)

0418 752 867

*This ASX release has been approved for release by Executive Chairman Ross Love on behalf of the Board of Directors.*



## **Chairman's script for EGM**

### **1. Introduction**

Good morning ladies and gentlemen.

My name is Ross Love and I am the executive Chairman of Structural Monitoring Systems PLC and I would like to thank you all for attending the Company's EGM this morning.

I will be the Chair of today's meeting. It is now 9:00am (Western Standard Time) and a quorum being present, I declare the Extraordinary General Meeting open.

Following the completion of the EGM, the AGM will commence at 11.00am.

Joining me today are our directors Brian Wall and Sam Wright. Sam is a director and our Company Secretary. As you may be aware, Bryant Mclarty resigned as director this morning.

The purpose of the EGM today is to vote on resolutions put forth by CHES Depositary Nominees Pty Limited on behalf of one of the Company's CDI holders – Drake Private Investments LLC, who is the registered holder of approximately 16.72% of the Company's CDIs.

In addressing the resolutions put forth by Drake, I will also take this opportunity to also express some of the Board's thoughts on the matter.

This meeting will be recorded.

### **2. Board**

Before moving onto the resolutions proposed by Drake, I would like to point out that given the recent resignation of Mr Rick Deurloo and Mr Bryant Mclarty, the Board is now comprised of myself, Sam Wright and Brian Wall. On behalf of my fellow Directors, I extend a very warm welcome to all Structural Monitoring Systems CDI holders at this meeting today.

Also, as a result of Mr Deurloo and Mr Mclarty's resignations, all references to Mr Deurloo and Mr Mclarty in the Notice of EGM (including any recommendations, statements or endorsements) are no longer valid and deemed removed.

As a result of Mr Mclarty's resignation, Resolution 2 in the Notice of EGM relating to Mr Mclarty's re-appointment as a director is deemed removed.

These changes do not affect the Notice of EGM and the validity of this meeting, which remain valid and correct.

### **3. Chairman's address**



### **3.1 Background**

To give some background on the reason for today's EGM, the Company received a request by Drake pursuant to section 303 of the Companies Act 2006 (UK) that Structural Monitoring Systems put to its CDI holders for their consideration resolutions that current Directors Mr Bryant Mclarty and Sam Wright, along with any new director(s) appointed on and from 5 September 2022, be removed from the Board, and that Mr Andrew Roberto and Mr Heinrich Loechteken be appointed to the Board.

No new directors have been appointed on and from 5 September 2022.

Mr Mclarty has resigned this morning.

If each of the remaining resolutions is passed, the Board of SMS will comprise current Directors Ross Love and Brian Wall, and new Directors Mr Andrew Roberto and Heinrich Loechteken. Alternatively, if each of the resolutions is not passed, the Board of SMS in place immediately prior to this meeting (that is Mr Love, Mr Wright and Mr Wall) will remain unchanged, until the results of the motions to be considered at the AGM immediately following this meeting are confirmed.

As advised in the notice for this meeting, the board considered it in the best interests of the company and all Shareholders to vote against the five resolutions

I will shortly present each of the resolutions to be considered and will then display the proxy votes received before Sunday's deadline.

I will then allow up to 30 minutes for questions and comments from those present in relation to the EGM resolutions only. There will be an opportunity for general questions and comments at the end of the AGM which will follow this meeting at 11 am Western Standard Time.

Outstanding proxy votes represented here today, including those assigned to me as Chairman, will be then recorded in that part of the process referred to as live voting. These votes will be added to the votes already cast before the meeting.

The Company will release the final results of today's EGM votes to the ASX as soon as practicable thereafter.

### **4. Meeting Procedures**

Before moving onto the formal business of the EGM, there are a number of procedural matters I am required to bring to your attention.



#### **4.1 Questions and Comments**

If you wish to ask a question or make a comment in relation to the motions before us in the EGM I will ask you to please raise your attendee card.

Before asking a question, please state your full name. Only CDI holders may ask questions.

It is my obligation as Chair to ensure the meeting is carried out in a productive and orderly manner, so I reserve the right to ask individuals causing excessive disturbance to leave the meeting. If such persons refuse to leave the meeting, the meeting will be adjourned until such persons have left the meeting and the meeting can resume in an orderly manner.

#### **4.2 Voting**

A substantial percentage of the eligible votes have already been cast via proxy before the meeting. I will display those results shortly.

Any remaining proxies which have been duly advised in a completed and signed proxy form and received by the company no later than 9.00 am (AWST) on Sunday, 13 November 2022 may be voted live in this meeting by Chess Depository nominees on behalf of the holders of the Chess Depository Interests (CDI's)

CDI holders who ticked Box B and appointed themselves or a proxy will be able to vote in the live poll as well. At the same time I will vote those proxies I am holding as Chairman, in the manner directed by the CDI shareholders, or where they have not so directed, in accordance with the Board's announced position on these resolutions.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the meeting.

For those that ticked Box B in your CDI Voting Instruction Form, a representative will collect your completed voting paper at the appropriate time during the meeting.

All resolutions are ordinary resolutions, meaning they can be passed by a simple majority of votes cast by those entitled to vote.



I appreciate that this might seem like a complicated process – however it is made necessary by the way shareholders in SMS hold their shares – as Chess Depository Interests. The process I have outlined here was set out clearly in the notice of meeting.

With this background, we will now move to the formal business of the EGM, being the proposed resolutions and the Board's thoughts.

I also now declare voting open, voting will close at the end of this meeting and I will give you a warning before I move to close voting.

## **5. Meeting resolutions**

For today's meeting, Drake Private Investments LLC has proposed the following resolutions to be put forward to the Company's CDI holders for voting:

- (a) Resolution 1 – Removal of current Director, Mr Sam Wright;
- (b) Resolution 2 – Removal of current Director, Mr Bryant McLarty;
- (c) Resolution 3 – Removal of any additional Director(s) appointed on and from 5 September 2022;
- (d) Resolution 4 – Election of new Director, Mr Andrew Roberto; and
- (e) Resolution 5 – Election of new Director, Mr Heinrich Loechteken.

**As mentioned earlier, given the subsequent resignation of Mr McLarty this morning Resolution 2 is no longer valid and deemed removed.**

## **6. Board's Position**

As stated in the EGM notice issued 14 October 2022, the board unanimously recommended CD holders vote against Drake's proposed resolutions for the reasons outlined in that notice, and that remains the position of the current Directors.

I now post the result of proxy voting, recorded prior to this meeting.

### **[Post Proxy Results]**

I will now take questions or comments that you may have in relation to the proposed resolutions.

Please note that questions and comments are to be addressed to me as the Chair and I will call on relevant Company officers to respond where necessary. Where it is not possible to answer the question immediately, I will take it on notice and provide a full answer to whomever asks the question, and to all shareholders in the appropriate manner, as soon as practicable after the meeting.

## ASX ANNOUNCEMENT

ASX: SMN

15 November 2022

**STRUCTURAL  
MONITORING  
SYSTEMS**  
plc



### **[Questions]**

Thank you very much, that concludes the time we have allocated for questions and comments, and our consideration of the resolutions prior to final voting.

For those who ticked Box B in the CDI Voting Instruction Form, a representative will now collect your completed voting papers.

I will formally close the poll in 10 minutes from now, or earlier if all valid proxies have been recorded, so please ensure you have cast your vote on all five resolutions.

### **[Pause]**

Voting has now closed.

As mentioned earlier, the votes will be tallied and I will endeavor to announce the results at the beginning of the AGM and will make them available on the market announcement platform of the ASX at the same time.

Thank you all for attending Structural Monitoring System PLC's EGM. I now declare the Meeting closed.

We will now take a break before commencing the AGM at 11.00 am (AWST).

**-- ENDS --**