# NANOVEU LIMITED ACN 624 421 085 NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 9.00am (WST)

**DATE**: 31 May 2023

**PLACE**: 1/18 Olive Street, Subiaco WA 6008

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 5.00pm on 29 May 2023.



#### BUSINESS OF THE MEETING

#### **AGENDA**

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – DAVID PEVCIC

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

"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, David Pevcic, a Director who was appointed as an additional director on 3 February 2023, retires, and being eligible, is elected as a Director."

### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – MICHAEL WINLO

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

"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Winlo, a Director who was appointed as an additional director on 27 March 2023, retires, and being eligible, is elected as a Director."

### 5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – STEVEN APEDAILE

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

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Steven Apedaile, a Director, retires by rotation, and being eligible, is re-elected as a Director."

#### 6. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 24,038,462 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 7. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,149,896 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

#### 8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,927,028 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

## 9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO SIXTY-TWO CAPITAL PTY LTD UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,884,615 Shares and 5,442,308 Options to Sixty Two Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

## 10. RESOLUTION 9 – ISSUE OF SHARES AND OPTIONS TO RELATED PARTY – DAVID PEVCIC

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,923,077 Shares and 961,538 Options to David

Pevcic (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 11. RESOLUTION 10 – ISSUE OF SHARES AND OPTIONS TO ALFRED CHONG

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 192,308 Shares and 96,154 Options to Alfred Chong (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 12. RESOLUTION 11 – ISSUE OF SHARES AND OPTIONS TO MICHAEL VAN UFFELEN

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 384,615 Shares and 192,308 Options to Michael van Uffelen (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 13. RESOLUTION 12 – ISSUE OF SHARES AND OPTIONS TO STEVEN APEDAILE

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares and 500,000 Options to Steven Apedaile (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 14. RESOLUTION 13 – ISSUE OF SHARES AND OPTIONS TO MICHAEL WINLO

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 346,154 Shares and 173,077 Options to Michael

Winlo (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 15. RESOLUTION 14 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DAVID PEVCIC

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 3,250,000 Performance Rights to David Pevcic (or his nominee) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 16. RESOLUTION 15 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO ALFRED CHONG

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 4,925,000 Performance Rights to Alfred Chong (or his nominee) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

# 17. RESOLUTION 16 - ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MICHAEL VAN UFFELEN

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 3,425,000 Performance Rights to Michael van Uffelen (or his nominee) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 18. RESOLUTION 17 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO STEVEN APEDAILE

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Performance Rights to Steven Apedaile

(or his nominee) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 19. RESOLUTION 18 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MICHAEL WINLO

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Performance Rights to Michael Winlo (or his nominee) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

#### 20. RESOLUTION 19 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 3 May 2023

By order of the Board

Michael van Uffelen Executive Director and Company Secretary

#### **Voting Prohibition Statements**

# Resolution 1 – Adoption of Remuneration Report

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

# Resolutions 9 - 13 — Issue of Shares and Options to Related Parties

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolutions 9-13 Excluded Parties**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 9-13 Excluded Parties.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolutions 9-13 Excluded Parties, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

# Resolution 14-18 – Issue of Incentive Performance Rights to Related Parties

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolutions 14-18 Excluded Parties**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 14-18 Excluded Parties.

appoint		vith section 250BD of the Corporations Act, a person roxy must not vote, on the basis of that appointment, if:
(a)	the prox	xy is either:
	(i)	a member of the Key Management Personnel; or
	(ii)	a Closely Related Party of such a member; and
(b)		pointment does not specify the way the proxy is to this Resolution.
		air is not a Resolutions 14-18 Excluded Parties, the n does not apply if:
(a)	the prox	xy is the Chair; and
(b)	the proportion	cointment expressly authorises the Chair to exercise xy even though this Resolution is connected directly ectly with remuneration of a member of the Key ement Personnel.

# **Voting Exclusion Statements**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 5 – Approval to issue Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Placement Participants) or an associate of that person (or those persons).
Resolutions 6 and 7 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Placement Participants) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares and Options to Sixty-Two Capital Pty Ltd	A person who participated in the issue or is a counterparty to the agreement being approved (namely Sixty-Two Capital Pty Ltd) or an associate of that person or those persons.
Resolutions 9 – Issue of Shares and Options to David Pevcic	David Pevcic (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolutions 10 – Issue of Shares and Options to Alfred Chong	Alfred Chong (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolutions 11 – Issue of Shares and Options to Michael van Uffelen	Michael van Uffelen (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolutions 12 – Issue of Shares and Options to Steven Apedaile	Steven Apedaile (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolutions 13 – Issue of Shares and Options to Michael Winlo	Michael Winlo (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Resolutions 14-18 – Issue of Incentive Performance Rights to Related Parties Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including the Related Parties) or an associate of that person or those persons.

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

- (a) 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
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 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 Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
   If the member appoints two (2) 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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

#### Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Automic Registry Services will need to verify your identity.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6244 9095.

#### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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 annual financial report is available on its website at www.nanoveu.com.

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

#### 2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

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

# 3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS – DAVID PEVCIC AND MICHAEL WINLO

#### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

David Pevcic and Michael Winlo, having been appointed by other Directors on 3 February 2023 and 27 March 2023, respectively, in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seek election from Shareholders.

#### 3.2 Qualifications and other material directorships – David Pevcic

Dr David Pevcic is a medical doctor and businessman, with a principal focus on the resources and biotechnology sectors.

Dr Pevcic is a Director of ASX listed Battery Age Minerals Limited (ASX: BM8), and the founding director of several privately owned mineral exploration companies which have executed transactions with both ASX and TSX-listed companies.

Dr Pevcic holds a Bachelor of Science, Bachelor of Medicine and Bachelor of Surgery from the University of Western Australia and is a Member of the Australian Institute of Company Directors. Furthermore, he is the author of multiple academic publications in the field of Neuroscience.

The board considers that Dr Pevcic is an independent Director.

# 3.3 Qualifications and other material directorships – Michael Winlo

Dr Michael Winlo has extensive experience in leading high-growth teams across the biotech, pharmaceutical and technology sectors, and is currently the Managing Director of Emyria Limited (ASX:EMD). Dr Winlo is also a Director and former CEO of Linear Clinical Research, a world-class provider of early and late stage pharmaceutical trials.

Prior to his role at Linear, Dr Winlo was based in Silicon Valley as the health lead for Palantir Technologies- one of the largest big data companies in the world (NYSE: PLTR). There, Dr Winlo led deployments for health companies and government organisations across the US and UK.

Dr Winlo has a Master of Business Administration (MBA) from Stanford University and a Bachelor of Medicine, Bachelor of Surgery (MBBS) from the University of Western Australia.

The Board considers Dr Winlo to be an independent Director.

# 3.4 Independence

Dr Pevcic and Dr Winlo have no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers that Dr Pevcic and Dr Winlo will be independent Directors.

#### 3.5 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr Pevcic and Dr Winlo.

Dr Pevcic and Dr Winlo have confirmed that they considers they will have sufficient time to fulfil their responsibilities as Non-Executive Directors of the Company and do not consider that any other commitment will interfere with their availability to perform their duties as a Non-Executive Directors of the Company.

#### 3.6 Board recommendation

The Board has reviewed Dr Pevcic and Dr Winlo's performance since their appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Dr Pevcic and Dr Winlo and recommends that Shareholders vote in favour of Resolutions 2 and 3.

#### 4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – STEVEN APEDAILE

#### 4.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Steven Apedaile, who has served as a Director since its formation on 14 May 2018 and was last re-elected on 2 July 2021, retires by rotation and seeks re-election.

#### 4.2 Qualifications and other material directorships

Steven has worked in the accounting profession for over 30 years, 25 of which were spent in Hong Kong with the first 7 years with KPMG Hong Kong and then 18 years with Horwath Hong Kong.

Steven has experience in all facets of international business, corporate finance and forensic accounting services.

Steven is the non-executive director and Chairman of Sprintex Limited (ASX:SIX) and is a Fellow of the UK Institute of Chartered Accountants in England and Wales and is a Member of the Australian Institute of Company Directors.

#### 4.3 Independence

If re-elected the Board considers Mr Apedaile will continue to be an independent Director.

#### 4.4 Board recommendation

The Board has reviewed Mr Apedaile's performance since his appointment to the Board and considers that Mr Apedaile's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Apedaile and recommends that Shareholders vote in favour of Resolution 4.

#### 5. BACKGROUND TO RESOLUTIONS 5 – 13

As announced on 26 April 2023, the Company raised \$1,250,000 (before costs) from sophisticated investors on the basis of the issue of 48,076,923 Shares at an issue price of \$0.026 per share along with one (1) free attaching Option for every two (2) Shares subscribed for and exercisable at \$0.04 on or before 2 years from the date of issue (**Placement**).

The Placement was completed as follows:

- (a) 14,149,896 Shares were issued on 4 May 2023 pursuant to the Company's Listing Rule 7.1 placement capacity to raise \$367,897 (**7.1 Placement Shares**) (the subject of Resolution 6);
- (b) 33,927,028 Shares were issued on 4 May 2023 pursuant to the Company's Listing Rule 7.1A placement capacity to raise \$882,103 (**7.1A Placement Shares**) (the subject of Resolution 7),

(together, the Placement Shares).

In connection with the Placement, the Company is proposing to issue up to 24,038,462 free-attaching Options to Placement Participants (**Placement Options**). The issue of the Options is subject to the Company receiving Shareholder approval under Listing Rule 7.1 (the subject of Resolution 5).

The Company engaged the services of Sixty-Two Capital Pty Ltd (ABN 13 611 480 169) (Sixty-Two Capital) to manage the Placement pursuant to a lead manager mandate (Lead Manager Mandate). In consideration for Sixty-Two Capital acting as the lead manager to the Placement, the Company has agreed to, subject to receipt of Shareholder approval:

- (a) issue Sixty-Two Capital 4,000,000 Options with an exercise price of \$0.04 expiring on or before two (2) years from the date of issue; and
- (c) issue Sixty-Two Capital 2,884,615 Shares and 1,442,308 Options on the same terms as the Placement as payment of the 6% capital raising fee (excluding GST) owed to Sixty-Two Capital under the Lead Manager Mandate,

(together, the **Broker Securities**) (the subject of Resolution 8).

The terms of the Lead Manager Mandate are otherwise consistent with agreements of this nature (including in relation to undertaking, representations, warranties and indemnities).

In addition to the Placement, the Directors have agreed, subject to Shareholder approval, to participate in a further equity raising for an additional \$100,000. The Company has agreed to issue an aggregate of 3,846,154 Shares (**Director Shares**) and 1,923,077 Options (**Director Options**) on the same terms as the Placement to Directors David Pevcic, Alfred Wong, Michael van Uffelen, Steven Apedaile and Michael Winlo (together, the **Related Parties**) (or their respective nominees). The Related Parties wish to participate in the additional equity raising on the same terms as the unrelated Placement Participants under the Placement (the subject of Resolutions 5 to 7) as follows:

- (a) David Pevcic (or his nominee) 1,923,077 Director Shares and 961,538 Director Options (the subject of Resolution 9);
- (b) Alfred Chong (or his nominee) 192,308 Director Shares and 96,154 Director Options (the subject of Resolution 10);
- (c) Michael van Uffelen (or his nominee)- 384,615 Director Shares and 192,308 Director Options (the subject of Resolution 11);
- (d) Steven Apedaile (or his nominee) 1,000,000 Director Shares and 500,000 Director Options (the subject of Resolution 12);
- (e) Michael Winlo (or his nominee)- 346,154 Director Shares and 173,077 Director Options (the subject of Resolution 13),

(together, the Director Participation).

#### 6. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT OPTIONS

#### 6.1 General

As set out in Section 5 above, the Company is proposing to issue up to 24,038,462 Placement Options exercisable at \$0.04 and expiring on or before 2 years from the date of issue.

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

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

#### 6.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Placement Options will be issued to professional and sophisticated investors who are clients of Sixty-Two Capital. The recipients will be identified through a bookbuild process, which will involve Sixty-Two Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;

the Company notes that whilst none of the Placement Participants are related parties of the Company, some related parties intend to participate in an equity raising on the same terms as the Placement subject to Shareholder approval sought under Resolutions 9 to 13;

- (c) the maximum number of Placement Options to be issued is 24,038,462. The terms and conditions of the Placement Options are set out in Schedule 1;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) the issue price will be nil per Placement Option as the Placement Options will be issued on a 1:2 free attaching basis with the Placement Shares. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the purpose of the issue of the Placement Options is to complete the terms of the Placement. The Company intends to apply the funds raised from the Placement towards inventory, sales and marketing expenses, and working capital;
- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

# 7. RESOLUTIONS 6 AND 7 – RATIFICATION OF THE PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 AND 7.1A

#### 7.1 General

As set out in Section 5 above, the Company issued 48,076,923 Placement Shares.

14,149,896 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 6) and 33,927,028 were issued pursuant to the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 7.

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

#### 7.2 Listing Rules 7.1 and 7.1A

As summarised in Section 6.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 31 May 2022.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

# 7.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 6 and 7 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

#### 7.4 Technical information required by Listing Rule 14.1A

If Resolutions 6 and 7 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue

without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 6 and 7 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

#### 7.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 6 and 7:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of Sixty-Two Capital. The recipients were identified through a bookbuild process, which involved Sixty-Two Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 48,076,923 Placement Shares were issued on the following basis:
  - (i) 14,149,896 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 6); and
  - (ii) 33,927,028 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 7);
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 4 May 2023;
- (f) the issue price was \$0.026 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares was to raise \$1,250,000, which will be applied towards inventory, sales and marketing expenses, and working capital; and
- (h) the Placement Shares were not issued under an agreement.

# 8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO SIXTY TWO CAPITAL PTY LTD UNDER LISTING RULE 7.1

#### 8.1 General

As set out in Section 5, on 4 May 2023, the Company issued 2,884,614 Shares (**Broker Shares**) and 5,442,308 Options (**Broker Options**) in consideration for services provided by Sixty-Two Capital.

The issue of the Broker Securities did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 6.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 31 May 2022.

The issue of the Broker Securities does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Broker Securities.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Securities.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Securities.

## 8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Broker Securities will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Broker Securities.

If Resolution 8 is not passed, the Broker Securities will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Broker Securities.

#### 8.3 Technical information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the Broker Securities were issued to Sixty-Two Capital;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 2,884,614 Shares and 5,442,308 Options were issued;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were issued on the terms and conditions set out in Schedule 1;
- (f) the Broker Securities were issued on 4 May 2023;
- (g) the Broker Securities were issued at a nil issue price, in consideration for services provided by Sixty-Two Capital for the Placement. The Company has not and will not receive any other consideration for the issue of the Broker Securities (other than in respect of funds received on exercise of the Options);
- (h) the purpose of the issue of the Broker Securities was to satisfy the Company's obligations under the Lead Manager Mandate; and
- (i) the Broker Options were issued to Sixty-Two Capital pursuant to the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 5 above.

# 9. RESOLUTIONS 9-13 – ISSUE OF SHARES AND OPTIONS TO RELATED PARTIES UNDER DIRECTOR PARTICIPATION

#### 9.1 General

As set out in Section 5, Resolutions 9-13 seek Shareholder approval for the issue of an aggregate of 3,846,154 Director Shares and 1,923,077 Director Options (**Director Securities**) to the Related Parties (or their nominees), as a result of the Director Participation as follows:

- (a) Resolution 9 seeks Shareholder approval for the issue of 1,923,077 Shares and 961,538 Options to David Pevcic (or his nominee);
- (b) Resolution 10 seeks Shareholder approval for the issue of 192,308 Shares and 96,154 Options to Alfred Chong (or his nominee);
- (c) Resolution 11 seeks Shareholder approval for the issue of 384,615 Shares and 192,308 Options to Michael van Uffelen (or his nominee);

- (d) Resolution 12 seeks Shareholder approval for the issue of 1,000,000 Shares and 500,000 Options to Steven Apedaile (or his nominee); and
- (e) Resolution 13 seeks Shareholder approval for the issue of 346,154 Shares and 173,077 Options to Michael Winlo (or his nominee).

Should Resolutions 9 to 13 be passed, it is proposed that the Company will receive an aggregate of \$100,000 from the Director Participation to be applied towards the activities set out in Section 6.3(f) above.

The issue price of each Director Share is \$0.026, being the same terms as non-related Placement participants. As set out below in Section 9.6(r), the closing price for Shares was \$0.035 on 2 May 2023. This means that, if the Director Shares were to be issued now, the Related Parties would receive the Director Shares at a price below market value. Refer to Section 9.6(m) below for further detail.

The Company notes that the share price of \$0.026 for the Placement (including the Director Participation) was agreed to and set as a fixed issue price at the time of Placement, as announced to Shareholders on 26 April 2023. At time of Placement, the Directors considered the risk of share price fluctuation and considered this fixed issue price of \$0.026 to be reasonable. Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) 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 issue of Director Securities to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Director Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Securities. Accordingly, Shareholder approval for the issue of Director Securities to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

### 9.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 9 to 13 on the basis that all of the Directors (or their nominees) are to be issued Director Securities should Resolutions 9 to 13 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 9 to 13 of this Notice.

### 9.3 **Listing Rule 10.11**

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

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

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 9 to 13 seek the required Shareholder approval for the issue of the Director Securities under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

#### 9.4 Technical information required by Listing Rule 14.1A

If Resolutions 9 to 13 are passed, the Company will be able to proceed with the issue of the Director Securities to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares and Options (because approval is being obtained under Listing Rule 10.11), the issue of the Shares and Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 9 to 13 are not passed, the Company will not be able to proceed with the issue of the Director Securities and the Related Parties will not be able to participate in the Director Participation.

Resolutions 9 to 13 seek approval for individual issues and are not dependent on one another.

# 9.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 9 to 13:

- (a) the Director Securities will be issued to the following persons:
  - (i) David Pevcic (or his nominee) pursuant to Resolution 9;
  - (ii) Alfred Chong (or his nominee) pursuant to Resolution 10;
  - (iii) Michael van Uffelen (or his nominee) pursuant to Resolution 11;

- (iv) Steven Apedaile (or his nominee) pursuant to Resolution 12; and
- (v) Michael Winlo (or his nominee) pursuant to Resolution 13,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

- (b) the maximum number of Director Securities to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 3,846,154 Shares and 1,923,077 Options comprising:
  - (i) 1,923,077 Shares and 961,538 Options to David Pevcic (or his nominee) pursuant to Resolution 9;
  - (ii) 192,308 Shares and 96,154 Options to Alfred Chong (or his nominee) pursuant to Resolution 10;
  - (iii) 384,615 Shares and 192,308 Options to Michael van Uffelen (or his nominee) pursuant to Resolution 11;
  - (iv) 1,000,000 Shares and 500,000 Options to Steven Apedaile (or his nominee) pursuant to Resolution 12; and
  - (v) 346,154 Shares and 173,077 Options to Michael Winlo (or his nominee) pursuant to Resolution 13,
- (c) the terms and conditions of the Director Options are set out in Schedule 1:
- (d) the Director Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;
- (e) the Director Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (f) the issue price of the Director Shares will be \$0.026 per Share, on the same terms as the Placement. The Company will not receive any other consideration in respect of the issue of the Director Shares;
- (g) the issue price of the Director Options will be nil. The Company will not receive any other consideration in respect of the issue of the Director Options (other than in respect of funds received on exercise of the Options);
- (h) the purpose of the issue of the Director Participation is to allow the Related Parties to participate in an equity raising on the same terms as the Placement to raise an additional \$100,000, subject to Shareholder approval, which will be used towards sales and marketing, inventory and working capital expenses as set out in Section 6.3(f).
- (i) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Director Securities to the Related Parties upon the terms proposed;

- (j) the Director Options are unquoted Options. The Company has agreed to issue the Director Options to the Related Parties on the same terms as the Placement Options, subject to Shareholder for the following reasons:
  - (i) the Options are unquoted; therefore, the issue of the Options has no immediate dilutionary impact on Shareholders;
  - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed;
- (k) the number of Director Options to be issued to each of the Related Parties has been determined based upon a consideration of:
  - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of the Related Parties; and
  - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
  - (iv) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed;
- (I) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ended 2023	Previous Financial Year Ended 2022
Alfred Chong	\$318,1354	\$188,7921
Michael van Uffelen	\$243,9465	\$136,7742
Steven Apedaile	\$98,0716	\$44,9103
Michael Winlo	\$85,7197	N/A
David Pevcic	\$121,5108	N/A

#### Notes:

1. Comprising Directors' fees and salary of \$184,380, a non-monetary benefit of \$9,365, post-employment benefits of \$11,880, and deducting share-based payments of \$20,703.

- 2. Comprising Directors' fees and salary of \$146,567, a non-monetary benefit of \$7,040, post-employment benefits of \$3,870, and deducting share-based payments of \$20,703.
- 3. Comprising Directors' fees and salary of \$40,800, a non-monetary benefit of \$2,100, post-employment benefits of \$4,080, and deducting share-based payments of \$2,070.
- 4. Comprising Directors' fees and salary of \$225,580, post-employment benefits of \$5,026, and share-based payments of \$87,528.
- 5. Comprising Directors' fees and salary of \$161,556, post-employment benefits of \$5,026, and share-based payments of \$77,364.
- 6. Comprising Directors' fees and salary of \$48,000, post-employment benefits of \$5,026, and share-based payments of \$45,176.
- 7. Comprising Directors' fees and salary of \$36,690, post-employment benefits of \$3,852, and share-based payments of \$45,176.
- 8. Comprising Directors' fees and salary of \$43,529, post-employment benefits of \$4,571, and share-based payments of \$73,411.
- (m) the price paid for the Director Shares was the same price as paid by other third-party investors under the Placement. However, the trading price for Shares has increased since the Placement (including the Director Participation) was announced on 26 April 2023. Based on the closing price for Shares on 2 May 2023 of \$0.035, the value of the benefit the Directors will receive for the Director Participation is \$0.009 per Shares (being the difference between the issue price under the Placement and that closing price), this equates to a total value of:
  - (i) \$17,308 for David Pevcic (pursuant to Resolution 9);
  - (ii) \$1,731 for Alfred Chong (pursuant to Resolution 10);
  - (iii) \$3,462 for Michael van Uffelen (pursuant to Resolution 11);
  - (iv) \$9,000 for Steven Apedaile (pursuant to Resolution 12); and
  - (v) \$3,115 for Michael Winlo (pursuant to Resolution 13).
- (n) the Company's valuation of the Director Options is set out in Schedule 2;
- (o) the Director Securities are not being issued under an agreement;
- (p) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

#### As at the date of this Notice

Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted
Alfred Chong	43,127,558	250,000	2,150,000	11%	9.3%
Michael van Uffelen	770,625	77,063	1,683,500	0.2%	8%
Steven Apedaile	1,000,350	100,035	155,000	0.21%	0.26%
Michael Winlo	Nil	Nil	Nil	Nil	Nil

David Pevcic	254,208	Nil	Nil	0.07%	0.05%
Bariarorcic	20 1,200	1 111	1 411	0.07 70	0.0070

#### Post issue of the Director Securities to Related Parties

Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted
Alfred Chong	43,319,866	346,154	2,150,000	11.1%	9.4%
Michael van Uffelen	1,155,240	269,371	1,683,500	0.3%	0.64%
Steven Apedaile	2,000,350	600,035	155,000	0.5%	0.57%
Michael Winlo	346,154	173,077	Nil	Nil	0.12%
David Pevcic	2,177,285	961,538	Nil	0.56%	0.64%

#### Notes:

- 1. Fully paid ordinary shares in the capital of the Company (ASX: NVU).
- 2. Comprising of:
  - (a) Unquoted Options exercisable at \$0.058 each on or before 27 October 2023; and
  - (b) Unquoted Options exercisable at \$0.04 each on or before 2 years from the date of issue.
- (q) if the Director Options issued to the Related Parties are exercised, a total of 1,923,077 Shares would be issued in addition to the 3,846,154 Director Shares. This will increase the number of Shares on issue from 390,231,813 (being the total number of Shares on issue as at the date of this Notice including the 48,076,923 Placement Shares and 2,884,615 Broker Shares) to 396,001,044 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.49%, comprising 0.24% by David Pevcic, 0.025% by Alfred Chong, 0.05% by Michael van Uffelen, 0.13% by Steven Apedaile and 0.04% by Michael Winlo;
- (r) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.039	1 May 2023
Lowest	\$0.008	21 December 2022
Last	\$0.035	2 May 2023

- (s) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 9 to 13; and
- (t) voting exclusion statements are included in this Notice.

# 10. RESOLUTIONS 14 TO 18 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO RELATED PARTIES

#### 10.1 General

The Company has agreed, subject to obtaining Shareholder approval to issue up to 15,600,000 Performance Rights to the Related Parties (or their nominees) pursuant to the Incentive Performance Rights Plan (Performance Rights Plan) and on the terms and conditions set out below (Incentive Performance Rights).

#### 10.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 14 to 18 on the basis that all of the Directors (or their nominees) are to be issued Incentive Performance Rights should Resolutions 14 to 18 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 14 to 18 of this Notice.

# 10.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) 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 issue of the Incentive Performance Rights to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Incentive Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Incentive Performance Rights. Accordingly, Shareholder approval for the issue of Incentive Performance Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

## 10.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Incentive Performance Rights to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 14 to 18 seek the required Shareholder approval for the issue of the Incentive Performance Rights under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

#### 10.5 Technical information required by Listing Rule 14.1A

If Resolutions 14 to 18 are passed, the Company will be able to proceed with the issue of the Incentive Performance Rights to the Related Parties under the Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Incentive Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 14 to 18 are not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights to the Related Parties under the Performance Rights Plan.

Resolutions 14 to 18 seek approval for individual issues and are not dependent on one another.

# 10.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 14 to 18:

- (a) the Incentive Performance Rights will be issued to the following persons:
  - (i) David Pevcic (or his nominee) pursuant to Resolution 14;
  - (ii) Alfred Chong (or his nominee) pursuant to Resolution 15;
  - (iii) Michael van Uffelen (or his nominee) pursuant to Resolution 16;
  - (iv) Steven Apedaile (or his nominee) pursuant to Resolution 17; and
  - (v) Michael Winlo (or his nominee) pursuant to Resolution 18,

each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;

- (b) the maximum number of Incentive Performance Rights to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 15,600,000 comprising:
  - (i) 3,250,000 Incentive Performance Rights to David Pevcic (or his nominee) pursuant to Resolution 14;
  - (ii) 4,925.000 Incentive Performance Rights to Alfred Chong (or his nominee) pursuant to Resolution 15;

- (iii) 3,425,000 Incentive Performance Rights to Michael van Uffelen (or his nominee) pursuant to Resolution 16;
- (iv) 2,000,000 Incentive Performance Rights to Steven Apedaile (or his nominee) pursuant to Resolution 17; and
- (v) 2,000,000 Incentive Performance Rights to Michael Winlo (or his nominee) pursuant to Resolution 18
- (c) no Performance Rights have previously been issued to the Related Parties under the Performance Rights Plan;
- (d) a summary of the material terms and conditions of the Incentive Performance Rights is set out in Schedule 3;
- (e) the Incentive Performance Rights are unquoted securities. The Company has chosen to issue Incentive Performance Rights to the Related Parties for the following reasons:
  - (i) the Incentive Performance Rights are unquoted; therefore, the issue of the Incentive Performance Rights has no immediate dilutionary impact on Shareholders;
  - (ii) the milestones attaching to the Incentive Performance Rights will align the interests of the Related Parties with those of Shareholders; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed;
- (f) the number of Incentive Performance Rights to be issued to each of the Related Parties has been determined based upon a consideration of:
  - current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of the Related Parties; and
  - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights upon the terms proposed;

- (g) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out above at Section 9.5(I);
- (h) the Company's valuation of the Incentive Performance Rights is set out in Schedule 4;
- (i) the Incentive Performance Rights will be issued to the Related Parties no later than 3 years after the date of the Meeting (or such later date as

- permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Incentive Performance Rights will be issued on one date;
- (j) the issue price of the Incentive Performance Rights will be nil, as such no funds will be raised from the issue of the Incentive Performance Rights;
- (k) the purpose of the issue of the Incentive Performance Rights is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (I) a summary of the material terms and conditions of the Performance Rights Plan is set out in Schedule 5;
- (m) no loans are being made to the Related Parties in connection with the acquisition of the Incentive Performance Rights;
- (n) details of any Performance Rights issued under the Performance Rights Plan 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 Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Performance Rights Plan after Resolutions 14 to 18 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
- (p) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out above at Section 9.5(p):

#### Post issue of Incentive Performance Rights to Related Parties

Related Party	Shares <sup>1</sup>	Options	Performance Rights
Alfred Chong	43,127,558	250,000	7,075,000
Michael van Uffelen	770,625	77,063	5,108,500
Steven Apedaile	1,000,350	100,035	2,155,000
Michael Winlo	Nil	Nil	2,000,000
David Pevcic	254,208	Nil	3,250,000

#### Notes:

- 1. Fully paid ordinary shares in the capital of the Company (ASX: NVU).
- 2. Unquoted Options exercisable at \$0.058 each on or before 27 October 2023.
- (q) if the milestones attaching to the Incentive Performance Rights issued to the Related Parties are met and the Incentive Performance Rights are converted, a total of 15,600,000 Shares would be issued. This will increase the number of Shares on issue from 390,231,813 (being the total number

of Shares on issue as at the date of this Notice including the 48,076,923 Placement Shares and 2,884,615 Broker Shares) to 405,831,813 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.8%, comprising 0.5% each by Alred Chong, Michael van Uffelen, Steven Apedaile and Michael Winlo, and 0.8% by David Pevcic;

- (r) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out above at Section 9.6(r);
- (s) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 14 to 18.

#### 11. RESOLUTION 19 – APPROVAL OF 7.1A MANDATE

#### 11.1 General

As summarised in Section 6.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11,870,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 2 May 2023).

Resolution 19 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 19 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 19 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

#### 11.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 19:

### (a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

#### (b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 11.2(b)(i), the date on which the Equity Securities are issued.

#### (c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the development of its sales and marketing, existing products and products in development and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

### (d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 19 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution				
			Issue Price			
Number of Shares on Issue	Shares issu	ed – 10%	\$0.015	\$0.03	\$0.05	
(Variable A in ASX Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	50% decrease	Issue Price	50% increase		
7.18.2)			Funds Raised			
Current	394,077,967	39,407,796	\$709,340	\$1,379,272	\$2,088,613	
50% increase	591,116,951	59,111,695	\$1,064,010	\$2,068,909	\$3,132,919	
100% increase	788,155,934	78,815,593	\$1,418,680	\$2,758,545	\$4,177,226	

<sup>\*</sup>The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a prorata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

#### The table above uses the following assumptions:

- 1. There are currently 394,077,967 Shares on issue comprising:
  - (a) 390,231,813 being the total number of existing Shares on issue as at the date of this Notice including the 48,076,923 Placement Shares and 2,884,615 Broker Shares:
  - (b) 3,846,154 Shares which will be issued if Resolutions 9 to 13 are passed at this Meeting; and
- 2. The issue price set out above is the closing market price of the Shares on the ASX on 2 May 2023 (being \$0.035).
- 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 8. 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%.
- 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

#### Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

#### (e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

#### (f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 31 May 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 31 May 2022, the Company issued the following Shares pursuant to the Previous Approval (**Previous Issues**):

- (i) 23,327,028 Shares were issued on 14 October 2022 which represent approximately 9% of the total diluted number of Equity Securities on issue in the Company on 31 May 2022, which was 258,958,344 (2022 Previous Issue). The 23,327,028 Shares were ratified by Shareholders at the Company's General Meeting dated 15 December 2022 and as such will not use up any of the Company's 15% annual placement capacity.
- (ii) 33,927,028 Placement Shares were issued on 4 May 2023 which represent approximately 9.6% of the total diluted number of Equity Securities on issue in the Company. This percentage is based on the 258,958,344 securities as at 31 May 2022 and the subsequent shareholder approval to issue and ratify securities in the Company's General Meeting dated 15 December 2022 and the issue of 33,927,028 Placement Shares, 2,885,615 Broker Shares and 5,442,308 Broker Options on 4 May 2023 which seek to be ratified in this Notice(2023 Previous Issue). If Shareholders ratify

this issue in accordance with Resolution 7, the issue of these Placement Shares will not use up any of the Company's 15% annual placement capacity.

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

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issues:

#### (A) 2022 Previous Issue

Date of Issue and Appendix 2A	Date of Issue: 14 December 2022  Date of Appendix 2A: 14 December 2022			
Recipients	Professional and sophisticated investors as part of a placement announced on 5 October 2022. The placement participants were identified through a bookbuild process, which involved Sixty-Two Capital seeking expressions of interest to participate in the placement from non-related parties of the Company.			
Number and Class of Equity Securities Issued	23,327,028 Shares <sup>2</sup>			
Issue Price and discount to Market Price <sup>1</sup> (if any)	\$0.01 per Share			
Total Cash	Amount raised: \$233,270			
Consideration and Use of	<b>Amount spent</b> : \$233,270			
Funds	<b>Use of funds</b> : sales and marketing, repayment of equity facility and general working capital expenses.			
	Amount remaining: Nil			
	Proposed use of remaining funds: Nil			

#### Notes:

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

#### (B) 2023 Previous Issue

Date of Issue	Date of Issue: 4 May 2023
and	Date of Appendix 2A: 4 May 2023
Appendix 2A	
Recipients	Professional and sophisticated investors as part of a placement announced on 26 April 2023. The Placement Participants were identified through a bookbuild process, which involved Sixty-Two Capital seeking expressions of interest to participate in the placement from non-related parties of the Company.
Number and Class of Equity Securities Issued	33,927,028 Shares <sup>2</sup>
Issue Price and discount to Market Price <sup>1</sup> (if any)	\$0.026 per Share
Total Cash	Amount raised: \$882,103
Consideration and Use of	Amount spent: Nil
Funds	<b>Use of funds</b> : sales and marketing, repayment of equity facility and general working capital expenses.
	Amount remaining: \$882,103
	<b>Proposed use of remaining funds:</b> sales and marketing, repayment of equity facility and general working capital expenses.
	Working capital expenses.

#### Notes:

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

### 11.3 Voting Exclusion Statement

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

#### **GLOSSARY**

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Broker Options** has the meaning set out in Section 8.1.

**Broker Securities** has the meaning set out in Section 5.

**Broker Shares** has the meaning set out in Section 8.1.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Nanoveu Limited (ACN 624 421 085).

**Constitution** means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

**Director Options** has the meaning set out in Section 5.

**Director Participation** has the meaning set out in Section 5.

**Director Securities** has the meaning set out in Section 9.1.

**Director Shares** has the meaning set out in Section 5.

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager Mandate** means the lead manager mandate entered into with Sixty-Two Capital as set out in Section 5.

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

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

Optionholder means a holder of an Option.

**Performance Right** or **Incentive Performance Right** means a right to acquire a Share, subject to satisfaction of any vesting conditions.

**Performance Rights Plan** means the Nanoveu Limited Incentive Performance Rights Plan, of which a summary of the key terms and conditions is set out at Schedule 5.

**Placement** has the meaning set out in Section 5.

**Placement Options** has the meaning set out in Section 5.

**Placement Participant** means the investors to whom Placement Shares and Placement Options were issued pursuant to the Placement.

**Placement Shares** has the meaning set out in Section 5.

**Plan** means the incentive performance rights and options plan adopted by the Company and summarised in Schedule 5.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2021.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Sixty-Two Capital** means Sixty-Two Capital Pty Ltd (ABN 13611480169).

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

**WST** means Western Standard Time as observed in Perth, Western Australia.

#### SCHEDULE 1 - TERMS AND CONDITIONS OF OPTIONS

#### (a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

## (b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.04 (Exercise Price)

## (c) Expiry Date

Each Option will expire at 5:00 pm (WST) two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

#### (d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

## (e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

## (f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

## (g) Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being

ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

## (h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

## (i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

## (j) Participation in new issues

There are no participation 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 without exercising the Options.

#### (k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

## (I) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

# SCHEDULE 2 - VALUATION OF OPTIONS

The Options to be issued to the Related Parties pursuant to Resolutions 9 to 13 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	2 May 2023
Market price of Shares	3.5 cents
Exercise price	4 cents
Expiry date (length of time from issue)	31 May 2025
Risk free interest rate	3.25%
Volatility (discount)	80%
Indicative value per Related Party Option	1.43 cents
Total Value of Options	\$27,529
- 961,538 (Resolution 9)	\$13,764
- 96,154 (Resolution 10)	\$1,376
- 192,308 (Resolution 11)	\$2,753
- 500,000(Resolution 12)	\$7,157
- 173,077 (Resolution 13)	\$2,478

**Note**: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

# SCHEDULE 3 - TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Incentive Performance Rights proposed to be issued by the Company under the Plan:

## (a) Plan Terms and Conditions

The Incentive Performance Rights (**Performance Rights**) will be subject to the terms and conditions of the Performance Rights Plan.

## (b) Approvals

The grant of the Performance Rights is subject to the terms of the Performance Rights Plan, including the Company obtaining any necessary Shareholder approvals and the holder remaining an Eligible Participant at the time the Performance Rights are to be granted and (subject to a number of exceptions), exercised and converted into Shares.

## (c) Performance Milestones

The Performance Rights shall be subject to the following Performance Milestones and the following Expiry Dates:

Class	Number	Performance Milestone	Expiry Date
Class Q	6,225,975	The Company achieving A\$3,500,000 of total consolidated sales revenue from all its products ( <b>Products</b> ) by 31 December 2023, as validated from the Company's audited or audit reviewed financial reports ( <b>Class Q Milestone</b> )	31 December 2023
Class R	6,225,975	The Company achieving A\$7,000,000 of total consolidated sales revenue from all its products (Products) by 31 December 2024, as validated from the Company's audited or audit reviewed financial reports (Class R Milestone)	31 December 2024
Total	12,451,950		

#### (d) Vesting

100% of each Tranche will vest immediately on satisfaction of the relevant Performance Milestone. (**Vesting Condition**).

#### (e) Restriction Periods

Shares issued on exercise of the Performance Rights will not be subject to any restrictions periods.

## (f) Notification to holder

The Company shall notify the holder in writing when a Performance Milestone has been satisfied.

## (g) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

## (h) No rights to return of capital

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

### (i) Rights on winding up

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

## (j) No other rights

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

(k) Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral on Performance Rights, will apply (subject to the conditions in that Act) to Performance Rights.

# SCHEDULE 4 - VALUATION OF INCENTIVE PERFORMANCE RIGHTS

The Incentive Performance Rights to be issued to the Related Parties pursuant to Resolutions 14-18 have been valued by internal management based on the last traded share price of \$0.033 at the date of the board proposing the grant of performance rights.

Item	
Value of the underlying Shares	\$514,800
Valuation date	19 April 2023
Commencement of performance/vesting period	Upon approval by shareholders
Performance measurement/vesting date	Upon achievement of the underlying hurdles
Total Value of Incentive Performance Rights	\$514,800
- Resolution 14	\$107,250
- Resolution 15	\$162,525
- Resolution16	\$113,025
- Resolution 17	\$66,000
- Resolution 18	\$66,000

**Note:** The valuation noted above is not necessarily the market price that the Incentive Performance Rights could be traded at and is not automatically the market price for taxation purposes.

# SCHEDULE 5 - SUMMARY TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan adopted on 15 December 2022:

#### (a) Eligible Participants:

- (i) a person (a primary participant) who is:
  - (A) an employee or director of, or an individual who provides services to, the Company;
  - (B) an employee or director of, or an individual who provides services to, a Group company other than the Company;
  - (C) a prospective person to whom subparagraph (a) or (b) may apply; or
  - (D) a person prescribed by the Corporations Regulations as a primary participant; or
- (ii) another person (a related person) on behalf of a primary participant, where the related person is:
  - (A) a spouse, parent, child or sibling of the primary participant;
  - (E) another body corporate controlled by the primary participant or a person mentioned in subparagraph (i);
  - (F) a body corporate that is the trustee of a self managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993 (Cth)) where the primary participant is a director of the body corporate; or
  - (G) a person prescribed in relation to the primary participant by the Corporations Regulations as a related person
- (b) Maximum Numbers: The Performance Rights Plan has a fixed maximum percentage of Shares that are issuable under the Performance Rights Plan. The maximum number of Shares that are issuable under the Performance Rights Plan, when aggregated with the number of Shares issued during the previous three years pursuant to the Performance Rights Plan or any other employee incentive scheme of the Group but disregarding any offer made or Shares issued by way of or as a result of:
  - (i) an offer to a person situated at the time of receipt of the offer outside Australia;
  - (ii) an offer that did not need disclosure because of section 708 of the Corporations Act apart from section 708(15) of the Corporations Act;
  - (iii) an offer that did not require the giving of a product disclosure statement because of section 1012D of the Corporations Act; or
  - (iv) an offer made under a disclosure document,

must not exceed 20,000,000 Performance Rights.

- (c) **Invitations to Participate**: Invitations to participate in the Performance Rights Plan shall contain the information set out in the Performance Rights Plan, including the number of Performance Rights being made available, vesting conditions, vesting period, the closing date for applications, and any restrictions on the Participant's right to deal with the Shares upon vesting.
- (d) Participation in the Performance Rights Plan requires the completed application form to be returned within the time period specified in the invitation.
- (e) **Issue Price**: The Board may determine from time to time, the price in respect of a Performance Right, which may be nil, by specifying the issue price in the invitation.
- (f) **Exercise Price**: The Board has the discretion to determine the exercise price (which may be nil) payable by a Participant to acquire a Share by the exercise of a Performance Right by specifying the exercise price in the invitation.
- (g) **Performance Rights:** when vested, each Performance Right entitles the Participant to subscribe for, and be issued with the number of Shares specified in the invitation. Notwithstanding the foregoing, the Board retains the discretion to decide that the exercise of a Performance Right will be satisfied by payment in cash to the Participant. A Performance Right does not confer a Participant the right to participate in new issues of Shares. Performance Rights will not give any right to participate in dividends or any voting rights until Shares are issued upon the exercise of vested Performance Rights.
- (h) **Shares Issued Under the Plan**: Shares issued under the Performance Rights Plan upon the vesting of Performance Rights will rank equally with all existing Shares on and from the date of issue in respect of all securities issues, rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those Shares. The Company must use all reasonable endeavour to obtain the grant of quotation of those Shares on ASX within 10 business days (or such period as may be required by ASIC or ASX).
- (i) **Vesting Conditions**: Vesting conditions means the conditions which must be satisfied or waived within a vesting period before a Performance Right becomes vested. The Board will determine the vesting conditions that must be satisfied by a Participant before the Performance Right vests.
- (j) **Quotation**: No application will be made for the quotation of any Performance Rights.
- (k) Lapse of Performance Rights: A Performance Right will lapse on the earlier occurrence of:
  - (i) the Board determining that the Performance Rights will not vest due to assessment of the vesting conditions or for any other reason in the sole discretion of the Board;
  - (ii) a determination of the Board that the Participant has in the Board's opinion:
    - (A) been dismissed or removed from office for a reason which entitles a Group Company to dismiss the Participant without notice, or has committed any act of fraud, dishonesty or serious misconduct in relation to the affairs of that company (whether or not charged with an offence); or
    - (B) done any act which brings the Group into disrepute;

- (C) the Participant ceasing to be an employee (other than due to the occurrence of total and permanent disablement, death, retirement, redundancy (Special Circumstances)); or
- (iii) the Participant has elected to surrender the Performance Right due to a Special Circumstance.
- (I) **Reconstruction**: If there is any reconstruction of the issued share capital of the Company, then the number of Performance Rights which each Participant has been granted must be reconstructed in a manner which will not result in any benefits being conferred on the Participants which are not conferred on Shareholders (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital), but in all other respects, the terms of all Performance Rights will remain unchanged.
- (m) **Immediate Vesting**: Participants will be entitled to make a request to the Board to determine that all existing Performance Rights vest immediately in the event:
  - (i) the Court sanctions a compromise or arrangement under Part 5.1 of the Corporations Act, for the purposes of or in connection with, a scheme of reconstruction of the Company or its amalgamation with any other company or companies, which, if implemented, would result in a change in control of the Company; or
  - (ii) a takeover bid or other offer is made to acquire some or all of the issued Shares of the Company.
- (n) Administration of the Performance Rights Plan: The Performance Rights Plan is administered by the Board in accordance with the rules in the Performance Rights Plan. The Board may delegate their powers under the Performance Rights Plan.
- (o) Amendments to the Performance Rights Plan: The Board may amend the Performance Rights Plan at any time provided that such amendment does not materially reduce the rights of any Participant in respect of their Performance Rights held at the date of the amendment, or unless the amendment is introduced primarily:
  - (i) for the purpose of complying with or conforming to the provisions of applicable law;
  - (ii) to enable the Company to comply with the constitution of a Group company, the Listing Rules, policy or requirement of ASIC or other Australian regulatory body;
  - (iii) to correct any manifest error or mistake; and
  - (iv) to take into consideration possible adverse tax implications in respect of the Performance Rights Plan.
- (p) **Termination or Suspension**: The Board has the discretion to terminate or suspend the operation of the Performance Rights Plan but the termination or suspension must not prejudice the existing rights of the Participants.



Nanoveu Limited ACN 624 421 085

# **Proxy Voting Form**

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **9.00am (WST) on Monday, 29 May 2023,** 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 proxu at

https://investor.automic.com.au/#/loginsah

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)

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 9 - 18 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 9 - 18 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

# STEP 2 – Your voting direction

Res	solutions	For	Against	Abstain	Resolutions	For	Against Abstain
1.	Adoption of Remuneration Report				11. Issue of Shares and Options to Michael Van Uffelen		
2.	Election of Director — David Pevcic				12. Issue of Shares and Options to Steven Apedaile		
3.	Election of Director — Michael Winlo				13. Issue of Shares and Options to Michael Winlo		
4.	Re-election of director — Steven Apedaile				14. Issue of Incentive Performance Rights to David Pevcic		
5.	Approval to issue Placement Options				15. Issue of Incentive Performance Rights to Alfred Chong		
6.	Ratification of Prior Issue of Placement Shares Under Listing Rule 7.1				16. Issue of Incentive Performance Rights to Michael Van Uffelen		
7.	Ratification of Prior Issue of Shares under Listing Rule 7.1A				17. Issue of Incentive Performance Rights to Steven Apedaile		
8.	Ratification of Prior Issue of Shares and Options to Sixty-Two Capital Pty Ltd Under Listing Rule 7.1				18. Issue of Incentive Performance Rights to Michael Winlo		
9.	Issue of Shares and Options to Related Party — David Pevcic				19. Approval of 7.1A Mandate		
10.	Issues of Shares and Options to Alfred Chong						
Ple	Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a						

# STEP 3 – Signatures and contact details

poll and your votes will not be counted in computing the required majority on a poll.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary	
Email Address:			
Contact Daytime Telephone		Date (DD/MM/YY)	
By providing your email address, you elect to receive a	all of your communications despatched by the Co	ompany electronically (where legally permissible).	