



Video Virtualization Engine™

**LINIUS TECHNOLOGIES LIMITED**  
**ACN 149 796 332**

**NOTICE OF  
2023 ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
AND PROXY FORM**

**Date:** 28 November 2023

**Time:** 10.00am (AEDT)

**Place:** The meeting is a **hybrid meeting**

Virtually: Online via a web-based meeting portal

Physically:

KPMG Melbourne

Tower Two Collins Square

727 Collins Street

Docklands VIC 3008

**This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their independent professional advisers prior to voting.**

**SEE OVERLEAF FOR IMPORTANT INFORMATION  
REGARDING MEETING ATTENDANCE AND VOTING**

**Shareholders are strongly encouraged to vote via proxy prior to the Meeting  
or appoint the Chair as their proxy.**

## IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

### Voting in person

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

### Attending the Meeting virtually

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- (a) view the Meeting live;
- (b) exercise a right, orally and in writing, to ask questions and make comments; and
- (c) cast votes in real time on a poll during the Meeting.

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 10.00am (AEDT) on 27 November 2023 by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au), including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the Meeting via <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> (a web-based meeting portal).

### Voting by poll

All votes taken at the Meeting will be conducted by way of a poll, taken both physically at the Meeting and electronically. Shareholders who wish to vote by poll during the virtual Meeting must first notify the Company of their intention by 10:00am (AEDT) on 27 November 2023, the day prior to the day of the Meeting, by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au). Shareholders will be able to submit their email poll votes immediately after the Chair calls for a vote on each Resolution. The outcome of each Resolution will not be able to be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to count such poll votes submitted by email.

### Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (a) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (b) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (c) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### ***Chair's voting intentions***

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of the Resolution even though the Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

### ***Submitting questions***

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing by 10:00am (AEDT) on 27 November 2023, the day prior to the day of the Meeting, by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au). Shareholders will also be able to ask questions during the Meeting using the web-based meeting portal, and Shareholders will be required to give their names when asking a question.

### ***Voting eligibility***

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 26 November 2023.

### ***Corporate representatives***

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative must, prior to the Meeting, provide evidence of his or her appointment, to the Company Secretary by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au) by no later than 10.00am (AEST) on 27 November 2023, the day prior to the Meeting, noting whether the representative intends to attend the Meeting physically or virtually including any authority under which the appointment is signed, unless it has previously been given to the Company. Representatives who wish to vote by poll during the virtual Meeting must first notify the company secretary in accordance with the instructions set out above under 'voting by poll'.

### ***Enquiries***

Shareholders are requested to contact the Company Secretary on +61 3 8672 7186 if they have any queries in respect of the matters set out in this Notice of Annual General Meeting or the Explanatory Statement.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 annual general meeting of the shareholders of Linus Technologies Limited (**Company**) will be held virtually via a web-based portal at 10.00am (AEDT) on 28 November 2023 (**Meeting**).

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the various Resolutions to be considered at the Meeting.

Terms and expressions used in this Notice of Meeting have the meaning given to them in the “Definitions” section located at the end of the Explanatory Statement.

### AGENDA

#### ORDINARY BUSINESS

##### Financial Statements

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To receive and consider the Annual Financial Report of the Company and its controlled entities, the Directors’ Report and the Independent Auditor’s Report in respect of the financial year ended 30 June 2023.

There is no vote on this item of business.

##### 1. Adoption of the Remuneration Report for the year ended 30 June 2023 (Advisory resolution only)

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”*

This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and any comments made by Shareholders at the meeting when considering the Company’s future remuneration policies.

##### Voting Prohibition:

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties.

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or
- the person voting as a proxy is the Chair and the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

##### 2. Re-election of Director – John Wallace

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

*“That, for the purpose of clause 6.3 of the Constitution and for all other purposes, John Wallace, a Director retiring on rotation and being eligible for re-election, is re-elected as a Director.”*

### 3. Election of Director – Barry McNeill

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

*“That Barry McNeill, being a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with Listing Rule 14.4, be elected as a Director, effective immediately.”*

### SPECIAL BUSINESS

### 4. Approval for additional 10% placement capacity

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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, Shareholders approve the issue of Equity Securities, in number, equal to up to 10% of the number of Shares on issue in the Company (at the time of the issue) calculated in accordance with the formula in Listing Rule 7.1A.2 and otherwise on the terms and conditions and in the manner detailed in the Explanatory Statement.”*

### 5. Ratification of prior issue of Shares – August 2023 Placement made under LR7.1

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue under Listing Rule 7.1 by the Company of 423,000,000 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”*

### Voting Exclusion:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who received Shares in the Placement or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

## **6. Approval for the issue of Placement Options – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 140,999,995 Options to the parties and on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of 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) or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

## **7a. Approval for the issue of Shares and Options to Gerard Bongiorno – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 24,000,000 Shares and 8,000,000 free-attaching Options to Gerard Bongiorno (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gerard Bongiorno (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

## **7b. Approval for the issue of Shares and Options to James Brennan – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 8,000,000 Shares and 2,666,666 free-attaching Options to James Brennan (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr James Brennan (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

## **7c. Approval for the issue of Shares and Options to Barry McNeill – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 10,000,000 Shares and 3,333,333 free-attaching Options to Barry McNeill (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Barry McNeill (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

#### **7d. Approval for the issue of Shares and Options to Steve McGovern – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 25,200,000 Shares and 8,400,000 free-attaching Options to Steve McGovern (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Steve McGovern (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

#### **8. Approval for the issue of Lead Manager Options – August 2023 Placement**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 3,200,000 Options to Taylor Collison (or nominees) on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Taylor Collison or a person 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) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.



## 9. Ratification of prior issue of Shares – October 2023 Placement made under LR7.1A

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue under Listing Rule 7.1A by the Company of 292,500,000 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who received Shares in the Placement or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

## 10a. Approval for the issue of Shares to Gerard Bongiorno – October 2023 Placement

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 25,000,000 Shares to Gerard Bongiorno (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gerard Bongiorno (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

#### **10b. Approval for the issue of Shares to James Brennan – October 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 5,000,000 Shares to James Brennan (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr James Brennan (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

#### **10c. Approval for the issue of Shares to Barry McNeill – October 2023 Placement**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 12,500,000 Shares to Barry McNeill (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Barry McNeill (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

#### 10d. Approval for the issue of Shares to John Wallace – October 2023 Placement

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 7,500,000 Shares to John Wallace (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr John Wallace (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

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**BY ORDER OF THE BOARD**



**Giuseppe Rinarelli**  
Company Secretary

27 October 2023

# EXPLANATORY STATEMENT

## Introduction

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting) is to provide Shareholders with an explanation of the business to be considered and Resolutions to be proposed at the 2023 Annual General Meeting of Linus Technologies Limited ACN 149 796 332 to be held at 10.00am AEDT on 28 November 2023 and to allow Shareholders to determine how they wish to vote on those Resolutions.

Terms and expressions used in this Explanatory Statement have the meaning given to them in the “Definitions” section located at the end of this Explanatory Statement.

Shareholders are encouraged to carefully read this Explanatory Statement and the Notice of Meeting in their entirety before deciding how to vote on each resolution. Shareholders should consult their financial or other adviser if they are undecided about what to do.

## The Resolutions

### 1. Consideration of Financial Statements and Reports

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The Corporations Act requires the Directors to lay before the Annual General Meeting the Annual Financial Report of the Company (which includes the Financial Statements and Directors’ Declaration), Directors’ Report and Independent Auditor’s Report in respect of the financial year ended on 30 June 2023, as a listed public company.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports in line the details provided in the Important Information section set out on page 2 of these meeting documents.

There is no requirement in either the Corporations Act or the Company’s constitution for Shareholders to vote on or approve the Annual Financial Report, Directors’ Report or Independent Auditor’s Report.

### 2. Adoption of the Remuneration Report for the year ended 30 June 2023 (Resolution 1)

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#### 2.1 Background

The Remuneration Report is contained in the Directors’ Report in the 2023 Annual Report. Shareholders can access a copy of the report at the Company’s website, [www.linus.com](http://www.linus.com).

The Remuneration Report provides information about the remuneration arrangements for KMP, which includes non-executive Directors and the most senior executives, for the year to 30 June 2023.

The Remuneration Report covers the following matters:

- details of Key Management Personnel (**KMP**);
- principles used to determine the nature and amount of remuneration;
- description and details of non-executive director remuneration;
- description and details of executive remuneration;
- executive equity ownership;
- key terms of executive service agreements; and
- related party information.

Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Shareholders will be asked to vote on the Remuneration Report. The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are against the adoption of the relevant Remuneration Report at two consecutive Annual General Meetings (each an “AGM”, and any such potential 25% or more vote ‘against’ commonly referred to as a “first strike” or “second strike”), Shareholders will be required to vote at the second of those AGMs on a resolution that another general meeting be held within 90 days, at which all of the Directors in office at the time of the Directors’ resolution to make the Directors’ Report containing that second Remuneration Report (other than the Managing Director) must stand for re-election.

## **2.2 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## **2.3 Information required for Shareholder approval under Listing Rules**

A vote on Resolution 1 must not be cast by or on behalf of a member of the KMP or by any of their closely related parties (such as certain of their family members, dependents and companies they control).

However, this does not prevent a member of the KMP, details of whose remuneration are included in the Remuneration Report, or any of their closely related parties from voting as a proxy for a person who is not a member of those KMP or any of their closely related parties if:

- the person specifies the way the proxy is to vote on Resolution 1 in the proxy form; or
- the person voting as a proxy is the Chair and the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP for the Company. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking any one of “For”, “Against” or “Abstain” on the proxy form for that item of business. As set out in the section on appointing a proxy, if you have appointed the Chair of the meeting as your proxy and you do not mark any of “For”, “Against” or “Abstain” on the proxy form, you will be authorising the Chair to vote any proxies held by him in favour of Resolution 1, even if that item is connected directly or indirectly with the remuneration of a member of the KMP for the Company. The Chair of the meeting intends to vote any undirected proxies held by him in favour of Resolution 1.

## **3. Director Elections – John Wallace and Barry McNeill (Resolutions 2 and 3)**

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Pursuant to the Constitution, one third of the directors are required to retire on rotation each year at annual general meeting of the Company and each of those directors is eligible for re-election at that meeting. Resolution 2 provides for the re-election of John Wallace, who retires on rotation in accordance with the Constitution and, being eligible and having signified his candidature for the office, offers himself for re-election as a Director.

Separately, Listing Rule 14.4 provides that any director of a company appointed as an additional director is to hold office until the next annual general meeting that company of and is then eligible for election as a director. Resolution 3 provides for the election of Barry McNeill who was appointed as an additional Director on 19 June 2023 and has since served as a non-executive Director.

Details of their experience and expertise are contained in the Company’s 2023 Annual Report.

All Directors (with the exception of Mr Wallace and Mr McNeill who abstain from making a recommendation for their respective elections) recommend that Shareholders vote in favour of Resolutions 2 and 3.

## **4. Approval for additional 10% placement capacity (Resolution 4)**

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### **4.1 Background**

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval at its annual general meeting to allow it to issue, or agree to issue, Equity Securities up to 10% of its issued capital during the 12 month period after the entity’s annual general meeting at which the approval is obtained (**Additional 10% Placement Capacity**).

The Company is seeking Shareholder approval under Resolution 4 to have the ability to issue Equity Securities under the Additional 10% Placement Capacity.

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (described below). The Equity Securities must be in the same class as an existing class of quoted Equity Securities of the Company. The Company currently has only one class of quoted Equity Securities on issue, being Shares. If Shareholders do not approve Resolution 4, the Company will be unable to issue Equity Securities under the 10% Placement Capacity and will therefore require separate shareholder approval or be limited to the 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and entitled to vote at the Meeting must be in favour of Resolution 4 for it to be passed. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolution 4 in the Notice of Meeting.

#### 4.2 Listing Rule 7.1A – Eligibility criteria

The Company will be an Eligible Entity for the purposes of Listing Rule 7.1A provided it has a market capitalisation no greater than \$300 million (excluding restricted securities) (being, as at the date of the Notice of Meeting, approximately \$9.044 million based on the number of unrestricted securities on issue and the closing price of Shares on ASX on 24 October 2023) and is not included in the S&P/ASX 300 Index as at the date of the relevant special resolution under Listing Rule 7.1A. The Company is not included in that index. Accordingly, the Directors believe that the Company will be an Eligible Entity at the date of the Meeting.

If Shareholders approve Resolution 4, the maximum number of Equity Securities that the Company may issue under the Additional 10% Placement Capacity will be calculated according to the following formula (set out in Listing Rule 7.1A.2) (**Listing Rule 7.1A.2 Formula**):

$$(A \times D) - E$$

Where:

- A** = The number of fully paid ordinary shares on issue at the commencement of the relevant period:
- *plus* the number of fully paid ordinary shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - *plus* the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4
  - *plus* the number of fully paid ordinary securities issued in the relevant period under an agreement to issue + securities within rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
  - *plus* the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
  - *plus* the number of partly paid ordinary shares that became fully paid in the relevant period;
  - *less* the number of fully paid ordinary shares cancelled in the relevant period.

Note that “A” has the same meaning in Listing Rule 7.1 (described above) when calculating the Company’s usual annual 15% placement capacity under that Listing Rule.

**D** = 10%

**E** = The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

If the Company obtains the approval of its Shareholders to the Additional 10% Placement Capacity:

- (1) any Shares issued under that Additional 10% Placement Capacity will not be counted in variable “A” above until their issue has been ratified under Listing Rule 7.4 (described above) or 12 months has passed since their issue; and
- (2) any Shares issued under that Additional 10% Placement Capacity are counted in variable “E” above until their issue has been ratified under Listing Rule 7.4 (described above) or 12 months has passed since their issue.

If the Resolution is not passed, the Company will be limited to the 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period.

#### **4.3 Placement capacity under Listing Rules 7.1 and 7.1A**

The Additional 10% Placement Capacity is in addition to the Company's usual annual 15% placement capacity under Listing Rule 7.1 (described above).

As at the date of the Notice of Meeting, the Company has 4,522,290,714 Shares on issue and, therefore, in addition to any other Shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it will have capacity to issue:

- (1) 678,343,607 Shares under Listing Rule 7.1; and
- (2) 452,229,071 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue or agree to issue under Listing Rule 7.1A will be calculated at the relevant date in accordance with the Listing Rule 7.1A.2 Formula.

#### **4.4 Period of Approval**

Shareholder approval of the Additional 10% Placement Capacity is valid from, and therefore Equity Securities may be issued under the Additional 10% Placement Capacity from, the date of the Meeting until the first to occur of the following:

- (1) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (2) the time and date of the Company's next Annual General Meeting; and
- (3) the time and date of the approval by Shareholders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 (Proposed change to nature or scale of activities) or Listing Rule 11.2 (Change involving main undertaking),

(the **Period of Approval**).

Upon the expiry of the Period of Approval, unless the Company has before the end of the Period of Approval obtained a further approval under Listing Rule 7.1A.1, its placement capacity will be governed by Listing Rule 7.1 (and Listing Rule 10.11, in the case of placements to related parties).

An approval under Resolution 4 will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2 referred to above.

#### **4.5 Minimum Issue Price**

Under Listing Rule 7.1A.3, Equity Security issued must be in an existing quoted class and issued for cash consideration which is not less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades were recorded immediately before:

- (1) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (2) if the securities are not issued within 10 trading days of that date in paragraph (1), the date on which the securities are issued.

## 4.6 Purpose and allocation

As at the date of the Notice of Meeting, the Company does not have any specific intention to use the Additional 10% Placement Capacity.

The Company is seeking approval to take advantage of the ASX's recognition that flexibility is sometimes required if action needs to be taken swiftly. The Additional 10% Placement Capacity may be used to raise funds to support the Company's ongoing business, continued product development for the Linus technology, sales and marketing, commercialization of the technology and general working capital purposes or for the acquisition of business opportunities which may arise.

Ultimately, if Resolution 4 is approved, the Company's allocation policy for issues of Equity Securities under the Additional 10% Placement Capacity will be dependent on various considerations including (but not limited to) the purpose of the proposed issue, the alternative methods for raising funds that are available to the Company at the time, the effect of the proposed issue on the control of the Company, the circumstances of the Company and the prevailing market conditions at the time of the proposed issue. The identity of the placees will be determined on a case-by-case basis at or around the time of issue. However, the placees of any Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. It is unlikely that such a placee will be a person to whom the Company is required to issue a prospectus or other disclosure document under the Corporations Act.

The Company may issue Equity Securities under the Additional 10% Placement Capacity for cash consideration only.

## 4.7 Risk of Economic and Voting Dilution

Any issue of Equity Securities under the Additional 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity, the economic and voting dilution of existing Shareholders through the Company using the Additional 10% Placement Capacity is as shown in the table below. The table has been prepared based on the number of quoted Shares on issue and the closing price of those quoted Shares as at close of trade on ASX on 24 October 2023.

No. Shares on Issue*	Issue price per Share	Dilution		
		\$0.0013	\$0.0025	\$0.0038
		50% decrease in issue price	Current issue price	50% increase in issue price
4,522,290,714 (Current)	Shares issued	452,229,071	452,229,071	452,229,071
	Funds raised	\$565,286	\$1,130,573	\$1,695,859
6,783,436,071 (50% increase)	Shares issued	678,343,607	678,343,607	678,343,607
	Funds raised	\$847,930	\$1,695,859	\$2,543,789
9,044,581,428 (100% increase)	Shares issued	904,458,143	904,458,143	904,458,143
	Funds raised	\$1,130,573	\$2,261,145	\$3,391,718

\*The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or securities issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The table above uses the following assumptions:

1. The current Shares on issue are the Shares on issue as at the date of the Notice of Meeting.
2. The current issue price set out above is the closing price of the Shares on ASX on 24 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting other than issues under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 or 7.4.
5. 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.
6. This table does not set out any dilution pursuant to issues under Listing Rule 7.1.
7. 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%.
8. The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.



Shareholders should note that there is a risk that:

- (1) the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- (2) the Company's Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

#### **4.8 Prior Issues of Equity Securities under LR7.1A.2 over last 12 months**

The Company previously obtained approval under Listing Rule 7.1A at its annual general meeting held on 30 November 2022.

Listing Rule 7.3A.6 requires the Notice of Meeting (or this Explanatory Statement) to include details of the total number of Equity Securities issued by the Company under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period.

During that 12 month period a total of 805,736,630 Equity Securities (in the form of Shares) representing approximately 33.4% of the total number of Equity Securities (Shares and Options) on issue in the Company on 30 November 2022.

Details of the issues of these Equity Securities are set out in Schedule 2.

#### **4.9 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### **5. Ratification of prior issue of Placement Shares – August 2023 (Resolution 5)**

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#### **5.1 Background**

On 2 August 2023, the Company announced to ASX that it received firm commitments under a placement to raise an aggregate \$1,225,500 by the issue of 423,000,000 Shares (**Placement Shares**) to sophisticated and professional investors none of whom are related parties of the Company, and a further 67,200,000 Shares to related parties (and/or nominees), approval for the issue to whom is sought under Resolutions 7a to 7d (**Placement**). Taylor Collison was appointed lead manager for the Placement.

The Company issued the Shares within its 15% share capacity pursuant to Listing Rule 7.1 (described below). By issuing those Shares under the Placement, the Company's capacity to issue further equity securities without Shareholder approval within that limit was accordingly reduced.

Resolution 5 seeks Shareholder approval for the prior issue of the Shares to the placees noted below. Shareholders' attention is drawn to the voting exclusion statements in the Notice.

#### **5.2 Listing Rules 7.1 and 7.4**

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 5 seeks shareholder approval to under and for the purposes of Listing Rule 7.4, allowing the Company to substantially refresh its 15% share issue capacity.

If Resolution 5 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue. If Resolution 5 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

Resolution 5 is an ordinary resolution.

### **5.3 Specific Information Required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, the following information is provided for Shareholders:

- (1) The placees were sophisticated and professional investors identified by the Company including clients of the lead manager, Taylor Collinson, and existing Shareholders. None of the placees are a related party of the Company; a member of the Company's key management personnel; a substantial holder in the Company, except for OXBO Holdings 2 Pty Ltd; an adviser to the Company; or an associate of any thereof.
- (2) 423,000,000 Shares were issued.
- (3) The Shares were issued on 15 August 2023.
- (4) The Shares were issued at \$0.0025 per Share.
- (5) The Shares rank equally with all other Shares on issue in the Company.
- (6) Proceeds from the placement will be used for further execution of Linus' go to market plan which sees accelerating deal closure, growing recurring revenue, further penetration of the US sports market, and entry into key segments like broadcast and college sports, and funding the Company's general working capital requirements.

### **5.4 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## **6. Approval for issue of Placement Options – August 2023 Placement (Resolution 6)**

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### **6.1 Background**

On 2 August 2023, the Company announced to ASX that it received firm commitments under a placement to raise an aggregate \$1,225,500 by the issue of 490,200,000 Shares to sophisticated and professional investors, including certain related parties. Shareholder ratification of the issue of those Shares under Listing Rule 7.4 is sought under Resolution 5 and approval for issue to the related parties under Listing Rule 10.11 is being sought under Resolutions 7a to 7d. Further details of the Placement are set out in Section 5.1.

Under the terms of the Placement, placees will receive one unlisted free attaching option for every three shares allocated, with an exercise price of 0.4c per option and expiring on 31 July 2026, subject to Shareholder approval to be sought at the Company's next general meeting. An aggregate 140,399,995 free-attaching Options are proposed to be issued by the Company to non-related party placees.

Resolution 6 seeks Shareholder approval under Listing Rule 7.1 for the issue of those Options.

### **6.2 Listing Rule 7.1**

Information on Listing Rule 7.1 is set out in Section 5.2.

The Company has no additional 15% share issue capacity to issue the Options.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval under and for the purposes of Listing Rule 7.1 to allow the Company to issue the Options without utilising its 15% share issue capacity, which as at the date of this Notice has been exhausted.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Options. If Resolution 6 is not passed, as the issue of the Options was conditional on Shareholder approval under Listing Rule 7.2, exception 17, the Company will not be able to issue the Options.

Resolution 6 is an ordinary resolution.

### **6.3 Specific Information Required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

- (1) The Options will be issued places under the Placement, namely sophisticated and professional investors identified by the Company including clients of the lead manager, Taylor Collinson, and existing Shareholders. None of the places are a related party of the Company; a member of the Company's key management personnel; a substantial holder in the Company, except for OXBO Holdings 2 Pty Ltd; an adviser to the Company; or an associate of any thereof
- (2) 140,399,995 Options will be issued.
- (3) The Options will be issued on the terms and conditions set out in Schedule 1.
- (4) The Options will be issued within 3 months of the approval of Shareholders.
- (5) The Options will be issued for nil cash consideration. The Options are free-attaching to the Shares issued under the Placement on a one-for-three basis.
- (6) The purpose of the issue is to satisfy the Company's commitment under the Placement, subject to Shareholder approval, to issue free-attaching Options to places. No funds will be raised from the issue of the Options.

### **6.4 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

## **7. Approval for issue of Shares and Options to Gerard Bongiorno, James Brennan, Barry McNeill and Steve McGovern – August 2023 Placement (Resolutions 7a to 7d)**

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### **7.1 Background**

As announced to ASX on 2 August 2023, certain related parties have agreed to subscribe for approximately \$168,000 worth of Shares in aggregate under the Placement, subject to the Company obtaining Shareholder approval for the issue of those Shares. Further details of the Placement are set out in Section 5.1.

Under the terms of the Placement, each subscriber will also receive one free-attaching Option for every three Shares allocated, with an exercise price of 0.4c per option and expiring on 31 July 2026, subject to shareholder approval to be sought at the Company's next general meeting for their issue. Approval for the issue of those Options to non-related parties is being sought under Resolution 6. The related parties who subscribed for Shares under the Placement will also receive free-attaching Options accordingly, subject to Shareholder approval.

### **7.2 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 certain categories of recipients, including a related party of the company and their associates, unless it obtains the approval of shareholders.

The proposed issue to each of Messrs Bongiorno, Brennan, McNeill and McGovern fall within Listing Rule 10.11.1 as they are each a related party of the Company and it does not fall within any of the exceptions in Listing Rule 10.12. The issues therefore require the approval of Shareholders under Listing Rule 10.11.

Resolutions 7a to 7d seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Shares and the free-attaching Options.

If the Resolutions are passed, the Company will be able to proceed with the issue of the Shares and the free-attaching Options to Messrs Bongiorno, Brennan, McNeill and McGovern (and/or nominees). In addition, as Shareholder approval is not required under Listing Rule 7.1 where an approval is given under Listing Rule 10.11, the issue of the Shares and the free-attaching Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If any one or all of Resolutions 7a to 7d are not passed, the Company will not be able to proceed with the issue of the Shares and the free-attaching Options to Mr Bongiorno and/or Mr Brennan and/or Mr McNeill and/or Mr McGovern (as the case may be) and accordingly they will not be required to subscribe for the Shares and the free-attaching Options despite their commitment in connection with the Placement.

Resolutions 7a to 7d are ordinary resolutions. They are separate and independent resolutions.

### **7.3 Information required for Shareholder approval under Listing Rules**

In accordance with Listing Rule 10.13, the following information is provided for Shareholders:

- (1) The recipients of the Shares are Gerard Bongiorno, James Brennan, Barry McNeill and Steve McGovern.
- (2) Listing Rule 10.11.1 applies as Messrs Bongiorno, Brennan and McNeill are each a related party of the Company in their capacity as a Director, and Mr McGovern is a related party because he was a Director in the previous 6 months.
- (3) The maximum number of securities to be issued to each Director (and/or nominees) is as follows:
  - Mr Bongiorno: 24,000,000 Shares and 8,000,000 Options
  - Mr Brennan: 8,000,000 Shares and 2,666,666 Options
  - Mr McNeill: 10,000,000 Shares and 3,333,333 Options
  - Mr McGovern: 25,200,000 Shares and 8,400,000 Options
- (4) The Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company. The Options will be issued on the terms and conditions set out in Schedule 1.
- (5) The issue of the Shares and Options will occur no later than one month after the date of the Meeting.
- (6) The Shares will be issued at an issue price of \$0.0025 per Share, being the issue price under the Placement. The Options are free-attaching to the Shares on a one-for-three basis.
- (7) The funds raised from the issue of the Shares, being \$168,000 in total, will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 5.3 for further details. No funds will be raised from the issue of the Options.
- (8) The Shares and Options are being issued in connection with the Placement and not under a separate agreement or in connection with the remuneration payable by the Company to these Directors.
- (9) A voting exclusion statement is included in the Notice.

## **8. Approval for issue of Lead Manager Options – August 2023 Placement (Resolution 8)**

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### **8.1 Background**

On 2 August 2023, the Company announced to ASX that it received firm commitments under a placement to raise an aggregate \$1,225,500 by the issue of 490,200,000 Shares to sophisticated and professional investors, including certain Directors. Shareholder ratification of the issue of those Shares under Listing Rule 7.4 is sought under Resolution 5 and approval for issue to the Directors under Listing Rule 10.11 is being sought under Resolutions 7a to 7d. Further details of the Placement are set out in Section 5.1.

In connection with the Placement, the Company appointed Taylor Collison as lead manager for the Placement and agreed to pay a management fee of 6% of aggregate funds raised (not being funds raised from Linus management, related parties, and any investors introduced by the Company) (amounting to \$160,000), and issue to them (and/or their nominees) an aggregate of 3,200,000 Options.

Resolution 8 seeks Shareholder approval under Listing Rule 7.1 for the issue of those Options.

### **8.2 Listing Rule 7.1**

Information on Listing Rule 7.1 is set out in Section 5.2.

The Company has no additional 15% share issue capacity to issue the Options.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Resolution 8 seeks Shareholder approval under and for the purposes of Listing Rule 7.1 to allow the Company to issue the Options without utilising its 15% share issue capacity, which as at the date of this Notice has been exhausted.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Options. If Resolution 8 is not passed, as the issue of the Options was conditional on Shareholder approval under Listing Rule 7.2, exception 17, the Company will not be able to issue the Options unless Resolution 8 is passed.

Resolution 8 is an ordinary resolution.

### **8.3 Specific Information Required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

- (1) The Options will be issued to Taylor Collison and/or its nominees, none of whom will be a related party of the Company, a member of the Company's key personnel, a substantial holder, except for OXBO Holdings 2 Pty Ltd, an advisor or associate of the preceding groups.
- (2) 3,200,000 Options will be issued.
- (3) The Options will be issued on the terms and conditions set out in Schedule 1.
- (4) The Options will be issued within 3 months of the approval of Shareholders.
- (5) The Options will be issued as part payment for lead manager fees to Taylor Collison and for nil cash consideration. Aggregate fees of \$9,600 were paid by the Company to Taylor Collison.
- (6) The purpose of the issue is to satisfy part payment of lead manager fees for the Placement. No funds will be raised from the issue of the Options.
- (7) The Options will be issued pursuant to a letter of engagement dated 30 July 2023 (**Engagement**) from Taylor Collison to the Company, under which Taylor Collison was engaged by the Company to act as lead manager to the Placement. A summary of the material terms of the Engagement is set out below:
  - Taylor Collison was appointed as lead manager to assist the Company in raising capital under the Placement.

- For acting as lead manager and subject to completion of the Placement, Taylor Collison were entitled to a management fee of 6% of the amount raised under the Placement, except for funds raised from Linius management, related parties or investors introduced by Linius.
- The Company also agreed, subject to completion of the Placement, to issue 3,200,000 Options subject to Shareholder approval.
- The Company provided various warranties and indemnities for the benefit of Taylor Collison, including but not limited to in respect of title and power, the issued capital of the Company, compliance by the Company with its continuous disclosure obligations and solvency.

The Engagement otherwise contained provisions customary for an engagement of this nature, including but not limited to provisions with respect to provision of information, confidentiality, limitation of liability, dispute resolution and governing law.

## 8.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

## 9. Ratification of prior issue of Placement Shares – October 2023 (Resolution 9)

---

### 9.1 Background

On 16 October 2023, the Company announced to ASX that it received firm commitments under a placement to raise an aggregate \$685,000 by the issue of 292,500,000 Shares (**Placement Shares**) to sophisticated and professional investors none of whom are related parties of the Company, and a further 50,000,000 Shares to related parties (and/or nominees), approval for the issue to whom is sought under Resolutions 10a to 10d (**Placement**).

The Company issued the Shares within its 15% share capacity pursuant to Listing Rule 7.1A (described below). By issuing those Shares under the Placement, the Company's capacity to issue further equity securities without Shareholder approval within that limit was accordingly reduced.

Resolution 9 seeks Shareholder approval for the prior issue of the Shares to the placees noted below. Shareholders' attention is drawn to the voting exclusion statements in the Notice.

### 9.2 Listing Rules 7.1A and 7.4

Listing Rule 7.1A provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 10% of its fully paid ordinary securities on issue at the start of that 12 month period (**10% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1A.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1A.

Accordingly, Resolution 9 seeks shareholder approval to under and for the purposes of Listing Rule 7.4, allowing the Company to substantially refresh its 10% share issue capacity.

If Resolution 5 is passed, the issue will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue. If Resolution 3b is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

Resolution 9 is an ordinary resolution.

### **9.3 Specific Information Required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, the following information is provided for Shareholders:

- (1) The placees were sophisticated and professional investors identified by the Company including existing Shareholders. None of the placees are a related party of the Company; a member of the Company's key management personnel; a substantial holder in the Company, except for OXBO Holdings 2 Pty Ltd; an adviser to the Company; or an associate of any thereof.
- (2) 292,500,000 Shares were issued.
- (3) The Shares were issued on 24 October 2023.
- (4) The Shares were issued at \$0.002 per Share.
- (5) The Shares rank equally with all other Shares on issue in the Company.
- (6) Proceeds from the placement will be used for further execution of Linus' go to market plan which sees accelerating deal closure, growing recurring revenue, further penetration of the US sports market, and entry into key segments like broadcast and college sports, and funding the Company's general working capital requirements.

### **9.4 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

## **10. Approval for issue of Shares to Gerard Bongiorno, James Brennan, Barry McNeill and Steve Wallace – August 2023 Placement (Resolutions 10a to 10d)**

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### **10.1 Background**

As announced to ASX on 2 August 2023, certain related parties have agreed to subscribe for approximately \$168,000 worth of Shares in aggregate under the Placement, subject to the Company obtaining Shareholder approval for the issue of those Shares. Further details of the Placement are set out in Section 9.1.

### **10.2 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 certain categories of recipients, including a related party of the company and their associates, unless it obtains the approval of shareholders.

The proposed issue to each of Messrs Bongiorno, Brennan, McNeill and Wallace fall within Listing Rule 10.11.1 as they are each a related party of the Company and it does not fall within any of the exceptions in Listing Rule 10.12. The issues therefore require the approval of Shareholders under Listing Rule 10.11.

Resolutions 10a to 10d seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Shares.

If the Resolutions are passed, the Company will be able to proceed with the issue of the Shares to Messrs Bongiorno, Brennan, McNeill and Wallace (and/or nominees). In addition, as Shareholder approval is not required under Listing Rule 7.1 where an approval is given under Listing Rule 10.11, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If any one or all of Resolutions 10a to 10d are not passed, the Company will not be able to proceed with the issue of the Shares to Mr Bongiorno and/or Mr Brennan and/or Mr McNeill and/or Mr Wallace (as the case may be) and accordingly they will not be required to subscribe for the Shares despite their commitment in connection with the Placement.

Resolutions 10a to 10d are ordinary resolutions. They are separate and independent resolutions.

### 10.3 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 10.13, the following information is provided for Shareholders:

- (1) The recipients of the Shares are Gerard Bongiorno, James Brennan, Barry McNeill and John Wallace.
- (2) Listing Rule 10.11.1 applies as Messrs Bongiorno, Brennan, McNeill and John Wallace are each a related party of the Company in their capacity as a Director.
- (3) The maximum number of securities to be issued to each Director (and/or nominees) is as follows:
  - Mr Bongiorno: 25,000,000 Shares
  - Mr Brennan: 5,000,000 Shares
  - Mr McNeill: 12,500,000 Shares
  - Mr Wallace: 7,500,000 Shares
- (4) The Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (5) The issue of the Shares will occur no later than one month after the date of the Meeting.
- (6) The Shares will be issued at an issue price of \$0.002 per Share, being the issue price under the Placement.
- (7) The funds raised from the issue of the Shares, being \$100,000 in total, will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 9.3 for further details.
- (8) The Shares are being issued in connection with the Placement and not under a separate agreement or in connection with the remuneration payable by the Company to these Directors.
- (9) A voting exclusion statement is included in the Notice.



## Definitions

Unless the context requires otherwise, the terms below have the following meanings in the Notice and Explanatory Statement:

**Annual General Meeting or Meeting** means the annual general meeting of the Company convened by the Notice of Meeting and any adjournment or postponement of it.

**ASX** means Australian Securities Exchange.

**Board** means the board of Directors.

**Company** means Linus Technologies Limited ACN 149 796 332.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** or **Directors** means a director or the directors of the Company from time to time.

**Explanatory Statement** means this Explanatory Statement accompanying the Notice.

**Listing Rules** means ASX Listing Rules.

**Notice or Notice of Meeting** means this document which comprises the Company's Notice of Annual General Meeting and the accompanying Explanatory Statement.

**Option** means option to subscribe for a Share.

**Placement** has the meaning given to that term in Section 5.1.

**Resolutions** means the resolutions set out in the Notice of Meeting.

**Schedule** means schedule to this Explanatory Statement,

**Shareholder** means a shareholder of the Company.

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

**Taylor Collison** means Taylor Collison Limited (ACN 008 172 450) (AFSL 247083)

A reference to time in the Notice and Explanatory Statement is to Melbourne time.

## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

**(a) Entitlement**

Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share (**Share**) in Linius Technologies Limited (ACN 149 796 332) (**Company**) (**Option**).

**(b) Exercise Price**

The exercise price of each Option is \$0.004 (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5.00pm (AEST) on 31 July 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

An Option may only be exercised by payment of the Exercise Price at any time prior to the Expiry Date. The Options are exercisable on any business day during the Option Exercise Period. An Option holder may only exercise Options in multiples of 1,000,000, unless the Option holder exercises all of their Options. In the event of a consolidation of the share capital of the Company, this multiple will be changed in the same proportion as the consolidation ratio.

**(e) Notice of Exercise**

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

**(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 20 Business Days (as that term is defined in the ASX Listing Rules) after the Exercise Date (or such lesser time as required by the ASX Listing Rules), 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.

**(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) Bonus issues**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue.

**(l) No change in exercise price**

Except where otherwise provided for in these terms and conditions, 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, including without limitation if the Company makes an issue of Shares pro rata to existing shareholders.

**(m) Transferability**

If the Options are not quoted on ASX, the Options are transferable subject to the prior approval of the Company's board of directors. If the Options become quoted on ASX, the Options are freely transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**(n) Lodgement instructions**

A Notice of Exercise must be lodged at the Company's share registry or at a location otherwise nominated by the Company. The Exercise Price must be paid by electronic funds transfer to an account nominated by the Company.

## SCHEDULE 2 – DETAILS OF THE ISSUES OF EQUITY SECURITIES UNDER LR7.1A.2 IN THE PRECEDING 12 MONTHS

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price / Discount per share	Consideration	
1 December 2022	228,236,630	Ordinary shares	Placement issued to professional and sophisticated investors selected by the Company, including existing shareholders	\$0.003 14.3% discount	Total cash consideration	\$684,710
					Amount of cash consideration spent and description of what consideration was spent on	\$684,710 for the development and commercialisation of the Linus business and technology, and general working capital.
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	N/A
12 December 2022	15,000,000	Ordinary shares	Placement issued to professional and sophisticated investors selected by the Company, including existing shareholders	\$0.004 11.1% discount	Total cash consideration	\$60,000
					Amount of cash consideration spent and description of what consideration was spent on	\$60,000 for the development and commercialisation of the Linus business and technology, and general working capital.
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	N/A
1 May 2023	270,000,000	Ordinary shares	Placement issued to professional and sophisticated investors selected by the Company, including existing shareholders	\$0.003 25% discount	Total cash consideration	\$810,000
					Amount of cash consideration spent and description of what consideration was spent on	\$810,000 for the development and commercialisation of the Linus business and technology, and general working capital.
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	N/A
24 October 2023	292,500,000	Ordinary shares	Placement issued to professional and sophisticated investors selected by the Company, including existing shareholders	\$0.002 0% discount	Total cash consideration	\$585,000
					Amount of cash consideration spent and description of what consideration was spent on	\$585,000 for the development and commercialisation of the Linus business and technology, and general working capital.
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	N/A

## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Linus Technologies Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **KPMG Melbourne, Tower Two Collins Square, 727 Collins Street, Docklands VIC 3008 and virtually on Tuesday, 28 November 2023 at 10:00 am (AEDT)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

#### Resolutions

		For	Against	Abstain*
1	Adoption of the Remuneration Report for the year ended 30 June 2023 (Advisory resolution only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – John Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director – Barry McNeill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval for additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of prior issue of Shares – August 2023 Placement made under LR7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval for the issue of Placement Options – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7(a)	Approval for the issue of Shares and Options to Gerard Bongiorno – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7(b)	Approval for the issue of Shares and Options to James Brennan – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7(c)	Approval for the issue of Shares and Options to Barry McNeill – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7(d)	Approval for the issue of Shares and Options to Steve McGovern – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval for the issue of Lead Manager Options – August 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Ratification of prior issue of Shares – October 2023 Placement made under LR7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(a)	Approval for the issue of Shares to Gerard Bongiorno – October 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(b)	Approval for the issue of Shares to James Brennan – October 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(c)	Approval for the issue of Shares to Barry McNeill – October 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(d)	Approval for the issue of Shares to John Wallace – October 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## LINIUS TECHNOLOGIES LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (AEDT) on 26 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033