



**GALILEO MINING LTD  
(ACN 104 114 132)**

## **Notice of Annual General Meeting**

**Annual General Meeting to be held at  
HLB Mann Judd, Level 4, 130 Stirling Street, Perth  
on 24 October 2024 commencing at 10:00am (AWST)**

**Important**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting. Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the company on (+61 8) 9463 0063.

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that an annual general meeting of the shareholders of Galileo Mining Ltd (ACN 104 114 132) (“**Company**”) will be held at **HLB Mann Judd, Level 4, 130 Stirling Street, Perth on 24 October 2024** commencing at **10:00am**. The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

The Board has made the decision that the Meeting will be held in person and not by virtual means. Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

## BUSINESS

### Annual Report

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To receive and consider the Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors’ Report, the Remuneration Report and the Auditor’s Report.

### Resolution 1 – Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report for the financial year ended 30 June 2024 be adopted.”*

**Note:** The votes on this Resolution are advisory only and do not bind the Directors or the Company.

#### Voting Prohibition Statement

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

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

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

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

## Resolution 2 – Re-election of Cecilia Camarri

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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 all purposes, Cecilia Camarri, who retires by rotation in accordance with clause 11.1 of the Constitution and who is eligible and offers herself for re-election, be re-elected as a Director.”*

## Resolution 3 – Adoption of Employee Incentive Plan

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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 purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval be given for the Company to adopt the Employee Incentive Plan and issue securities under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Employee Incentive Plan in respect of which approval is sought and any associate of those persons.

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

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

## Other business

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In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

### **By order of the Board**

**Mathew Whyte**

Director and Company Secretary  
Galileo Mining Ltd

19 September 2024

## EXPLANATORY STATEMENT

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### Important information

This Explanatory Statement has been prepared for the information of the shareholders of Galileo Mining Ltd (ACN 104 114 132) ("**Company**") in connection with the Resolutions to be considered at the Annual General Meeting to be held at **HLB Mann Judd, Level 4, 130 Stirling Street, Perth on 24 October 2024** commencing at **10:00am (AWST)**.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

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

### Interpretation

Capitalised terms which are not otherwise defined in this Notice of Meeting and Explanatory Statement have the meanings given to those terms under the Definitions section of this Notice of Meeting.

References to "\$" and "A\$" in this Notice of Meeting and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice of Meeting and Explanatory Statement relate to the time in Perth, Western Australia.

### Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice of Meeting.

### Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or

letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to c/- Automic Group, GPO Box 5193, Sydney NSW 2001;
- email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
- online at [www.automicgroup.com.au](http://www.automicgroup.com.au) (refer to instructions on Proxy Form),

so that it is received by no later than 10:00am (AWST) on 22 October 2024. Proxy Forms received later than this time will be invalid.

### **Voting entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10:00am (AWST) on 22 October 2024. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

## REGULATORY INFORMATION

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### 1 Annual Report

The Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

A representative of the Company's auditor, HLB Mann Judd, will be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

### 2 Resolution 1 – Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at an annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 30 June 2024, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Directors (other than the Managing Director) would be up for re-election.

#### 2.1 Directors' recommendations

The Directors encourage all Shareholders to vote on Resolution 1.

### 3 Resolution 2 – Re-election of Cecilia Camarri

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Cecilia Camarri as Non-Executive Director of the Company.

In accordance with clause 11.1 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not considered.

Ms Camarri retires by rotation at this meeting and, being eligible, offers herself for re-election.

A brief biography of Ms Camarri is set out below.

### **3.1 Cecilia Camarri Biography**

Cecilia Camarri is Special Counsel at a WA law firm and has extensive experience specialising in the mining industry. Ms Camarri acts as a legal adviser to private and listed mining companies and has both operational and management experience.

Ms Camarri began her mining career in 1996 at the historic Great Fingall Gold Mine at Day Dawn near Cue in WA. Following this she undertook community and public relations management roles at the Super Pit / Mt Charlotte underground mine and Alcoa's Wagerup Refinery before becoming a lawyer.

Ms Camarri has acted for many WA based exploration and mining companies and was the In-House Counsel for the Creasy Group between 2012 and 2016. Ms Camarri has a Bachelor of Laws, a Graduate Diploma in Journalism, a Bachelor of Arts, and is a member of the Australian Institute of Company Directors.

Ms Camarri was appointed as Non-Executive Director of the Company on 7 June 2022.

The Board considers that Ms Camarri, if re-elected, will be an independent director of the Company.

### **3.2 Directors' recommendations**

The Directors (other than Ms Camarri) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

## **4 Resolution 3 – Adoption of Employee Incentive Plan**

Resolution 3 is an ordinary resolution which seeks Shareholder approval for the adoption of the Company's new employee incentive plan ("**Plan**") and retain the ability to issue up to a maximum of 9,881,246 securities pursuant to the Plan over a period of three (3) years from the date of the Meeting, excluding issues approved by Shareholders under Listing Rules 10.14 or 10.11.

### **4.1 General**

The Board is committed to incentivising and retaining the Company's key employees, contractors and other persons who provide services to the Company in a manner which promotes alignment of their interests with Shareholders' interests, whilst ensuring the Company's remuneration package for all eligible participants is market competitive. The Company's ability to execute this strategy is dependent on the experienced talent that the Company has recruited or engaged, and their retention and alignment with Shareholders'

interests is critical. At the same time, the Company desires to maintain the flexibility to respond promptly to maximise opportunities afforded by capital markets.

On 1 October 2022, amendments to the Corporations Act commenced, simplifying the process for incentivising participants under employee share schemes (“ESS”). Division 1A was introduced into Part 7.12 of the Corporations Act, providing a new regime for the making of offers in connection with an ESS (“**New Regime**”). The New Regime replaces the relief afforded by ASIC Class Order 14/1000 (“**Class Order**”), which had previously been in force since 30 October 2014.

The Board seeks to update its ESS to ensure it complies with the New Regime and, in doing so, considers it is preferable in the circumstances to replace the existing employee incentive plan with the Plan rather than to amend a multitude of specific provisions.

Further, the Company is required to obtain Shareholder approval for the issue of securities under the Plan so that any issue of securities under that Plan within the next three years falls within the ASX Listing Rule exception and will not reduce the Company’s available placement capacity. A resolution to this effect (i.e., to ‘refresh’ its employee incentive plan) which was last approved by Shareholders at the Company’s 2021 annual general meeting.

Accordingly, the Board seeks further Shareholder approval for the issue of securities under the Plan for the purposes of Listing Rule 7.2 Exception 13.

#### 4.2 **Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)**

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

Exception 13(b) of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX’s opinion, such that approval should be obtained.

If Resolution 3 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of three (3) years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 4.3(c) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.



If Resolution 3 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

#### 4.3 Listing Rule 7.2 Exception 13(b)

For the purposes of Listing Rule 7.3A, the following technical information is provided to Shareholders in relation to Resolution 3:

##### (a) Summary of the Plan

A summary of the key terms and conditions of the Plan is set out in the Schedule.

##### (b) Securities previously issued under the Plan

The Company has not issued any securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.

However, for the sake of clarity, a summary of the securities issued under the Company's previous employee incentive plan since 25 November 2021 (being the date on which it last obtained shareholder approval under Exception 13(b) of Listing Rule 7.2) is set out in the table below:

Date	Number/Class of Securities
25 November 2021	500,000 Performance Rights <sup>1</sup>
22 September 2022	2,500,000 Performance Rights <sup>2</sup>
<b>Total</b>	<b>3,000,000 Performance Rights</b>

##### Notes:

1. Performance Rights vested and were exercised on 14 July 2023 on meeting the vesting condition that the 10-day volume weighted average price (as defined in the Listing Rules) of the Shares exceeded \$1.00 per Share; and
2. Performance Rights will only vest and become exercisable when the 5-day volume weighted average price (as defined in the Listing Rules) of the Shares first exceeds \$3.60 per Share before expiry date of 22 September 2025.

##### (c) Maximum number of securities to be issued under the Plan

The maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 9,881,246 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately, rather over the course of the three (3) year period.

#### 4.4 Additional information

Noting that each Director may have a personal interest in the outcome of this Resolution by virtue of them being eligible to participate in the Plan, the Board refrains from making any voting recommendation in respect of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

## DEFINITIONS

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In this Notice of Meeting and Explanatory Statement, the following terms have the following meanings:

**“Annual Report”** means the annual report of the Company for the financial year ended 30 June 2024.

**“ASIC”** means the Australian Securities and Investments Commission.

**“ASX”** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**“Auditor’s Report”** means the auditor’s report contained in the Annual Report.

**“AWST”** means Western Standard Time, being the time in Perth, Western Australia.

**“Board”** means the board of Directors.

**“Chair”** means the chairperson of the Meeting.

**“Closely Related Party”** has the meaning provided in the Corporations Act.

**“Company”** means Galileo Mining Ltd (ACN 104 114 132).

**“Constitution”** means the current constitution of the Company.

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

**“Director”** means a director of the Company.

**“Directors’ Report”** means the directors’ report contained in the Annual Report.

**“Explanatory Statement”** means this explanatory statement incorporated in this Notice.

**“Financial Report”** means the financial report contained in the Annual Report.

**“Key Management Personnel”** has the meaning given in the Remuneration Report.

**“Listing Rules”** means the listing rules of ASX, as amended from time to time.

**“Managing Director”** means a person appointed as a managing director in accordance with clause 13.21 of the Constitution.

**“Meeting”** or **“Annual General Meeting”** means the Annual General Meeting of Shareholders to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth on 24 October 2024 commencing at 10:00am (AWST).

**“Non-Executive Director”** means a non-executive director of the Company.

**“Notice of Meeting”** or **“Notice”** means the notice of annual general meeting incorporating this Explanatory Statement.

**“Plan”** or **“Employee Incentive Plan”** means the Company’s employee incentive plan, the subject of Resolution 3.

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

**“Remuneration Report”** means the remuneration report contained in the Annual Report.

**“Resolution”** means a resolution contained in this Notice of Meeting.

**“Share”** means an ordinary fully paid share in the Company.

## **SCHEDULE – TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE PLAN**

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A summary of the material terms of the Plan is set out below:

### **1. Eligible Participant**

An eligible participant means a person that is either a 'primary participant' or 'related person' (as those terms are defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or a related body corporate (as that term is defined in the Corporations Act) and may include one or more of the following:

- (a) a current or prospective casual, part-time or full-time employee of the Company;
- (b) a current or prospective salaried or non-salaried executive or non-executive Director;  
or
- (c) a person who provides services to the Company or an associated body corporate (as that term is defined in the Corporations Act) of the Company.

### **2. Purpose**

The objectives of the Plan are to:

- (a) establish a method by which eligible participants can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for eligible participants for their contribution to the Company; and
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

### **3. Award limit**

The Directors will not make an offer, or issue Awards, pursuant to the Plan other than:

- (a) for no monetary consideration;
- (b) to a person situated outside of Australia at the time of receipt of the offer;
- (c) pursuant to a prospectus or other disclosure document; or
- (d) to a person to whom the issue of Shares did not require disclosure to investors because of section 708 (except for section 708(1)) and section 1100R of the Corporations Act,

if the Directors do not reasonably believe that the total number of Shares the subject of the Awards, when aggregated with the number of Shares issued, or that may be issued, as a result of offers made at any time during the previous three (3) year period under:

- (a) the Plan; or
- (b) any employee incentive scheme of the Company other than the Plan,

would exceed the percentage prescribed under section 1100V of the Corporations Act for bodies corporate that are listed on a recognised securities exchange (or such other maximum permitted under the Constitution or any applicable law) of the total number of Shares on issue as at the date of the offer, which is currently set at five per cent (5%).

**4. Plan administration**

The Plan will be administered by the Board, who may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (subject to the requirements of the Corporations Act and other applicable laws).

**5. Eligibility, invitation and application**

The Board may from time to time determine that an eligible participant may participate in the Plan and make an offer to that eligible participant to apply for any (or any combination of) the Awards provided under the Plan on such terms and conditions as the Board decides.

On receipt of an offer, an eligible participant may apply for the Awards the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an eligible participant in whole or in part.

If an eligible participant is permitted in the offer document, the eligible participant may, by notice in writing to the Board, nominate a party in whose favour the eligible participant wishes to renounce the invitation.

**6. Grant of Awards**

The Company will, to the extent that it has accepted a duly completed application, grant the eligible participant the relevant number and type of Awards, subject to the terms and conditions set out in the offer document, the Plan rules and any ancillary documentation required.

**7. Rights attaching to Awards**

An Award represents a right to acquire one or more Shares in accordance with the Plan (for example, an option, performance right or incentive share).

Other than as expressly provided in the Plan, prior to an Award being exercised, an eligible participant:

- (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Award other than as expressly set out in the Plan or in an offer document;
- (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;
- (c) is not entitled to receive any dividends declared by the Company; and
- (d) is not entitled to participate in any new issue of Shares.

**8. Restrictions on dealing with Awards**

Awards issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in special circumstances as defined under the Plan

(including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Awards may be exercisable on terms determined by the Board.

A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Award that has been granted to them.

**9. Vesting of Awards**

Any vesting conditions applicable to the Awards will be described in the offer document. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the eligible participant by the Company informing them that the relevant Awards have vested. Unless and until the vesting notice is issued by the Company, the Awards will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Award are not satisfied and/or otherwise waived by the Board, that security will lapse.

**10. Forfeiture of Awards**

Awards may be forfeited in circumstances including, but not limited to, the following:

- (a) in the case of unvested Awards only, where the holder ceases to be an eligible participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any associated bodies corporate (as defined in the Corporations Act));
- (b) in the case of unvested Award only, where an eligible participant acts fraudulently, dishonestly, negligently or materially breaches their duties or obligations to the Company;
- (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan or as otherwise provided in an offer document;
- (d) on the date the eligible participant becomes insolvent; or
- (e) on the relevant expiry date.

**11. Quotation**

Awards granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Awards granted under the Plan on the ASX or any other recognised exchange.

**12. Exercise of Awards and Cashless Exercise**

To exercise an Award, the eligible participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Awards (if subject to vesting conditions) and prior to the expiry date as set out in the offer document or vesting notice.

An offer to apply for Awards may specify that at the time of exercise of the Awards, the eligible participant may elect not to be required to provide payment of the exercise price for the number of Awards specified in a notice of exercise, but that on exercise of those Awards the Company will transfer or issue to the eligible participant that number of Shares equal in value

to the positive difference between the market value (as that term is defined in the Plan, and below) of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Awards.

Awards may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

**13. Rights attaching to Shares**

All Shares issued upon exercise of Awards will rank equally in all respects with the then Shares of the Company.

**14. Change of Control**

If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its sole and absolute discretion determine the manner in which any or all of the holder's Awards will be dealt with. The Board may specify in the offer document how the Awards will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the eligible participant becomes a leaver and preserve some or all of the Board's discretion under this rule.

**15. Adjustments and reorganisations**

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the eligible participant is entitled, upon exercise of the Awards, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Awards are exercised.

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each eligible participant holding Awards will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

**16. Buy-Back**

Subject to applicable law, the Company may at any time buy back Awards in accordance with the terms of the Plan.

**17. Amendment of Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Awards have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any eligible participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying

with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all eligible participants.

**18. Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the eligible participants.

If a eligible participant and the Company (acting by the Board) agree in writing that some or all of the Awards granted to that eligible participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Awards may be cancelled in the manner agreed between the Company and the eligible participant.

**19. Income Tax Assessment Act**

The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that act) except to the extent an offer document provides otherwise.



## PROXY FORM

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# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 22 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

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

#### PHONE:

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

