

Cycliq Group Limited  
ACN 119 749 647

## Notice of Annual General Meeting

---

Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

<b>Time</b>	3:30pm (AWST)
<b>Date</b>	Thursday, 21 November 2024
<b>Place</b>	Pathways Corporate Level 3, 101 St Georges Terrace Perth WA 6000

The Annual Report is available online at [www.cycliq.com](http://www.cycliq.com)

<p><b>Important:</b> This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.</p>
---

# Notice of Annual General Meeting

---

Notice is given that the annual general meeting of Cycliq Group Limited (ACN 119 749 647) (**Company**) will be held at 3:30pm (AWST) on Thursday, 21 November 2024 at Pathways Corporate, Level 3, 101 St Georges Terrace, Perth WA 6000.

## Agenda

---

### 1 Annual Report

---

To table 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.

### 2 Resolution 1 – Adoption of Remuneration Report

---

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2024."*

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

#### Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

### 3 Resolution 2 – Re-election of Director – Mr Chris Mews

---

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

*"That, for the purpose of Article 7.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Chris Mews, retires by rotation, and, being eligible and offering himself for re-election, is re-elected as a Director with immediate effect as described in the Explanatory Statement."*

### 4 Resolution 3 – Election of Director – Mr Andrew Chapman

---

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

*"That, for the purposes of Article 7.6 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Andrew Chapman, a Director who was appointed to fill a casual vacancy on 30 January 2024, retires and, being eligible, is elected as a Director as described in the Explanatory Statement."*

## 5 Resolution 4 – Election of Director – Mr Andrew Cotterill

---

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

*"That, for the purpose of Article 7.2 of the Constitution and for all other purposes, Mr Andrew Cotterill, having offered himself for election as a Director in accordance with the Constitution, be elected as a Director of the Company."*

## 6 Resolution 5 – Election of Director – Mr Gareth Jakeman

---

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

*"That, for the purpose of Article 7.2 of the Constitution and for all other purposes, Mr Gareth Jakeman, having offered himself for election as a Director in accordance with the Constitution, be elected as a Director of the Company."*

## 7 Resolution 6 – Election of Non-Board Endorsed Director – Mr Michael Sheridan

---

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

*"That, for the purpose of Article 7.2 of the Constitution and for all other purposes, Mr Michael Sheridan, having offered himself for election as a Director in accordance with the Constitution, be elected as a Director of the Company."*

This Resolution is **NOT** supported by the Board, and the Chair intends to vote all undirected proxies **AGAINST** this Resolution.

## 8 Resolution 7 – Ratification of prior issue of shares to Sophisticated Investors – Listing Rule 7.1

---

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 53,000,000 Shares issued under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of those persons.

## 9 Resolution 8 – Ratification of prior issue of shares to Sophisticated Investors – Listing Rule 7.1A

---

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,000,000 Shares issued under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any person who participated in the issue; or
- (b) an associate of those persons.

**10 Resolution 9 – Approval of the Additional 10% Placement Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any 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 entity); or
- (b) an associate of that person or those persons.

**Voting exclusions, voting prohibitions and exceptions**

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1	<p>A person (<b>voter</b>) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting prohibition and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on the Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
7, 8, 9	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(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</li> <li>(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> </ul> </li> </ul>

Resolution	Exceptions
	(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

## Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 3:30pm (AWST) on Tuesday, 19 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolution 1 (**Remuneration Resolution**) unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on a Remuneration Resolution.
- (k) If a Shareholder intends to appoint the Chair as its proxy for a Remuneration Resolution, the Shareholder can direct the Chair how to vote by marking one of the boxes for the Remuneration Resolution (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder

will be expressly authorising the Chair to exercise the proxy in respect of the Remuneration Resolution even though it is connected to the remuneration of a member of the Key Management Personnel.

- (l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic Share Registry Services Company:

- (i) online at <https://investor.automic.com.au/#/loginsahor> scan the QR Code available on the Proxy Form;
- (ii) by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- (iii) BY MAIL: Automic GPO Box 5193 Sydney NSW 2001
- (iv) IN PERSON: Automic Level 5, 126 Phillip Street Sydney NSW 2000
- (v) 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)

so that they are received no later than 48 hours before the commencement of the Meeting.

- (m) The Chair intends to vote all undirected proxies in favour of Resolutions 1, 2, 3, 4, 5, 7, 8 and 9 and against Resolution 6.

## Document components

---

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

---

By order of the Board.

**Timothy Slate**  
Company Secretary

21 October 2024

# Explanatory Statement

---

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	General
Section 2	Annual Report
Section 3	Resolution 1 – Adoption of Remuneration Report
Section 4	Resolution 2 – Re-election of Director – Mr Chris Mews
Section 5	Resolution 3 – Election of Director – Mr Andrew Chapman
Section 6	Resolution 4 - Election of Director – Mr Andrew Cotterill
Section 7	Resolution 5 – Election of Director – Mr Gareth Jakeman
Section 8	Resolution 6 – Election of Non-Board Endorsed Director – Mr Michael Sheridan
Section 9	Resolutions 7 and 8 – Ratification of prior issue of Shares to Sophisticated Investors
Section 10	Resolution 9 – Approval of Additional 10% Placement Capacity
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Statement.

## 1 General

---

### 1.1 Access to Notice

This Notice and Explanatory Statement are being made available to download from the Company's website at [www.cycliq.com](http://www.cycliq.com).

In accordance with section 110D of the Corporations Act, the Company will not be dispatching physical copies of this Notice unless specifically requested to do so. Should you wish to receive a hard copy of the Notice, please contact the Company Secretary by email at [tim@catalystcorporate.com.au](mailto:tim@catalystcorporate.com.au).

## 2 Annual Report

---

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.cycliq.com](http://www.cycliq.com);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

### **3 Resolution 1 – Adoption of Remuneration Report**

---

#### **3.1 Overview**

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

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

#### **3.2 Voting consequences**

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.



### 3.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting. Accordingly, a further resolution relating to two Strikes is not relevant for this Meeting. However, if the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## 4 Resolution 2 – Re-election of Director – Mr Chris Mews

---

### 4.1 General

Article 7.2(a) of the Constitution provides that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or the last election, or for more than three years, whichever is the longer.

Article 7.2(b) of the Constitution also provides that there must be an election of Directors at each annual general meeting. The requirement for the election for Directors under Article 7.2(b) can be satisfied by a Director who is retiring at the end of the annual general meeting due to the tenure limitation in Article 7.2(a), standing for re-election.

Listing Rule 14.4 also provides that a Director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

Mr Chris Mews was last elected at the annual general meeting held on 22 November 2021. Mr Mews will retire in accordance with Articles 7.2(a) and 7.2(b) of the Constitution, and Listing Rule 14.4, and being eligible, seeks re-election.

Details of Mr Mews' background and experience are set out below.

If re-elected, Mr Mews is considered to be an independent Director.

This Resolution is an ordinary resolution. The Board (other than Mr Mews) recommends that Shareholders vote in favour of this Resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

### Mr Chris Mews

Mr Mews is an experienced non-executive director with over 20 years in the financial services sector having held senior positions in finance, corporate secretarial and compliance in listed and unlisted companies. Chris is currently the Chief Financial Officer and Company Secretary of Merchant Group Pty Ltd, a Perth based financial services firm that provides funds management and corporate finance services, with investment experience both in Australia and internationally. Prior to Merchant Group, he was the Chief Financial Officer and Company Secretary of listed biotech company Polynovo Ltd and Non-Executive Director of Auscann Group Holdings Ltd.

Mr Mews holds a Bachelor of Business majoring in Accounting and is a Certified Practising Accountant, a Chartered Company Secretary and a member of the Governance Institute of Australia.

Mr Mews has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Resignation
AusCann Group Holdings Ltd	December 2019	June 2023
Health House International Ltd	July 2020	May 2023

Mr Mews has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## **5 Resolution 3 – Election of Director – Mr Andrew Chapman**

### **5.1 General**

Article 7.6 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election by Shareholders at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board after an entity's admission to the Official List must not hold office (without re-election) past the next annual general meeting.

On 30 January 2024, Mr Chapman was appointed as the Non-Executive Director of the Company. Accordingly, Mr Chapman resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If Shareholders approve this Resolution, the Board considers Mr Chapman not to be an independent director.

This Resolution is an ordinary resolution.

The Board (other than Mr Chapman) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Chapman has the necessary level of experience which is relevant to the Company's phase of growth.
- (b) Mr Chapman has a track record of successfully devising, implementing and maintaining strategies to grow businesses; and
- (c) Mr Chapman provides valuable contributions and insight at the Board level.

### **5.2 Mr Andrew Chapman**

Mr Chapman serves as Managing Director at Merchant Group. With 20 years of experience in the industry, he has been exposed to numerous market cycles that have shaped his views on active portfolio management and risk, enabling him to offer a specialised investment management service to a select group of high-net-worth clients.

Mr Chapman has Graduate and Post Graduate qualifications in Business, Finance and Hospitality. He established Merchant Group in 2011, after spending 9 years with one of Perth's leading private wealth managers.

Mr Chapman has not held directorships in other listed entities in the past 3 years,

Mr Chapman has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## **6 Resolution 4 – Election of Director – Mr Andrew Cotterill**

---

### **6.1 General**

Article 7.2 of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company which can be satisfied by a person standing for election as a new Director having been nominated in accordance with Article 7.5.

Article 7.5 of the Constitution provides that a person who is not a Shareholder is eligible to be a Director if:

- (a) a Shareholder intending to nominate the person for election at a general meeting has lodged at the Registered Office, at least 30 Business Days before the general meeting, but no more than 45 Business Days before the meeting, a notice signed by the Shareholder stating the Shareholder's intention to nominate the person for election, and
- (b) a notice signed by the person stating their consent to the nomination,

Mr Andrew Cotterill, having been nominated by a Shareholder in accordance with Article 7.5 of the Constitution and having consented to the nomination, is eligible for election as a Director pursuant to Resolution 4.

### **6.2 Background and Experience**

The following information was provided by Mr Andrew Cotterill and **has not** been independently verified by the Company, nor does the Company make any representations as to its accuracy:

#### **Mr Andrew Cotterill**

Andrew is an experienced Executive and Director who specialises in building and scaling fast-growth organisations. He brings a practical understanding of how to build, integrate and commercialise technology across a number of different industries and a detailed understanding of the organisational capability required to deliver products and services in line with customer expectations.

Andrew's executive experience comes from senior roles building the businesses of Eagle Boys Pizza, National Tiles and Foundation Education/Australian Institute of Personal Trainers, where he was involved in designing and building the go to market strategies for each brand.

More recently, Andrew has led, as Managing Director, a ground-up redesign of process flows, design, and build of the OnDeed technology platform which redefined industry best practice in services to institutional owners and managers of property.

The Company confirms that it has commenced or undertaken the following checks in respect of Mr. Cotterill:

- (a) Bankruptcy check of the National Personal Insolvency Index held by the Australian Financial Security Authority; and
- (b) National Criminal History Check (from the NSW State Police Service).

No information of concern has been revealed from the results already received from the above checks, however the Company will notify shareholders if any information of concern is revealed from those checks currently still in progress.

Mr Cotterill has advised the Company that an entity he has an interest in holds warrants in NVISO Group Limited (trading as Beemotion.ai). The Company recently announced a 10-year license

agreement with NVISO Group Limited to integrate AI technology into its range of Fly cameras and edge devices and is planning to deploy the BeEmotion technology in a range of new and existing software and hardware products.

If elected, the Board considers that Mr Cotterill will not be an independent Director.

### **6.3 Board's Position**

Board succession planning and Director appointments are an ongoing responsibility of the Board. The Board regularly reviews its current and future needs and considers whether these align with the skills and experience currently represented amongst the Directors.

The Board, acting in the capacity as the Remuneration and Nomination Committee (**Committee**), which is responsible for, amongst other things, periodically reviewing and considering the structure and balance of the Board and making recommendations regarding appointments of Directors.

In considering new Director appointments, the Committee's usual practice is to undertake a search, using professional recruiting firms where appropriate, for the best available candidates with the skills and expertise that best complement the skill set and experience of the existing Directors and enhance the overall effectiveness of the Board. The Committee also considers the current diversity of the Board, the composition and size of the Board and the strategic direction of the Company when determining whether a candidate will add value to the Board.

Having regard to the Company's skill matrix, current Board composition, and the skills and experience of Mr Cotterill, the Board has unanimously formed the view that Mr Cotterill does offer relevant skills or the experience required at this time to support his appointment as a Director of the Company.

Accordingly, the Board supports the appointment of Mr Cotterill as a Director and unanimously recommends that Shareholders vote for the Resolution.

## **7 Resolution 5 – Election of Director – Mr Gareth Jakeman**

---

### **7.1 General**

Article 7.2 of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company which can be satisfied by a person standing for election as a new Director having been nominated in accordance with Article 7.5.

Article 7.5 of the Constitution provides that a person who is a Shareholder is eligible to be a Director if the Shareholder has lodged at the Registered Office, at least 30 Business Days before the general meeting, but no more than 45 Business Days before the meeting, a notice signed by the Shareholder stating the Shareholder's intention to nominate themselves for election.

Mr Gareth Jakeman, having lodged at the Registered Office a notice signed by him stating his intention to nominate himself for election, is eligible for election as a Director pursuant to Resolution 5.

### **7.2 Background and Experience**

The following information was provided by Mr Gareth Jakeman and **has not** been independently verified by the Company, nor does the Company make any representations as to its accuracy:

#### **Mr Gareth Jakeman**

Gareth is an experienced Director who specialises in strategy execution for tech enabled enterprises. He brings the knowledge acquired from owning and operating a successful diversified Financial Services and Accounting business since 2004 as well as experience as a Director, Advisory Board or Adviser to companies in Financial Technology, Agricultural Technology, Artificial Intelligence, Construction and Digital Infrastructure.

Gareth's experience will complement the financial and risk management experience on the board while providing specific practical experience gained from investing, operating and advising across a number of different industries, including Technology and Artificial Intelligence via Territory Funds Management.

The Company confirms that it has commenced or undertaken the following checks in respect of Mr. Jakeman:

- (a) Bankruptcy check of the National Personal Insolvency Index held by the Australian Financial Security Authority; and
- (b) National Criminal History Check (from the NSW State Police Service).

No information of concern has been revealed from the results already received from the above checks, however the Company will notify shareholders if any information of concern is revealed from those checks currently still in progress.

Mr Jakeman has advised the Company that an entity he controls as trustee and investment manager is a material shareholder in NVISO Group Limited (trading as Beemotion.ai). The Company recently announced a 10-year license agreement with NVISO Group Limited to integrate AI technology into its range of Fly cameras and edge devices and is planning to deploy the BeEmotion technology in a range of new and existing software and hardware products.

If elected, the Board considers that Mr Jakeman will not be an independent Director.

### **7.3 Board's Position**

Board succession planning and Director appointments are an ongoing responsibility of the Board. The Board regularly reviews its current and future needs and considers whether these align with the skills and experience currently represented amongst the Directors.

The Board, acting in the capacity as the Remuneration and Nomination Committee (**Committee**), which is responsible for, amongst other things, periodically reviewing and considering the structure and balance of the Board and making recommendations regarding appointments of Directors.

In considering new Director appointments, the Committee's usual practice is to undertake a search, using professional recruiting firms where appropriate, for the best available candidates with the skills and expertise that best complement the skill set and experience of the existing Directors and enhance the overall effectiveness of the Board. The Committee also considers the current diversity of the Board, the composition and size of the Board and the strategic direction of the Company when determining whether a candidate will add value to the Board.

Having regard to the Company's skill matrix, current Board composition, and the skills and experience of Mr Jakeman, the Board has unanimously formed the view that Mr Jakeman does offer relevant skills or the experience required at this time to support his appointment as a Director of the Company.

Accordingly, the Board supports the appointment of Mr Jakeman as a Director and unanimously recommends that Shareholders vote for the Resolution.

## **8 Resolution 6 – Election of Non-Board Endorsed Director – Mr Michael Sheridan**

---

### **8.1 General**

Article 7.2 of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company which can be satisfied by a person standing for election as a new Director having been nominated in accordance with Article 7.5.

Article 7.5 of the Constitution provides that a person who is not a Shareholder is eligible to be a Director if:

- (a) a Shareholder intending to nominate the person for election at a general meeting has lodged at the Registered Office, at least 30 Business Days before the general meeting, but no more than 45 Business Days before the meeting, a notice signed by the Shareholder stating the Shareholder's intention to nominate the person for election, and
- (b) a notice signed by the person stating their consent to the nomination,

Mr Michael Sheridan, having been nominated by a Shareholder in accordance with Article 7.5 of the Constitution and having consented to the nomination, is eligible for election as a Director pursuant to Resolution 6.

## 8.2 Background and Experience

The following information was provided by Mr Michael Sheridan and **has not** been independently verified by the Company, nor does the Company make any representations as to its accuracy:

### Mr Michael Sheridan

Mr Sheridan has over 30 years' experience in IT industry, with roles in government, SMEs, telecommunication providers and international software companies. He has a strong IT background and extensive experience in marketing, strategy and business development for businesses dealing with individual customers. During his career, Michael worked for Telstra, Adobe Software, State Rail Authority, TAFE and numerous SMEs.

Michael has the following qualifications - Software Support, Preparatory Mathematics, BMus.

Mr Sheridan has not held directorships with any listed companies in the past 3 years.

Mr Sheridan has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it has commenced or undertaken the following checks in respect of Mr. Sheridan:

- (a) Bankruptcy check of the National Personal Insolvency Index held by the Australian Financial Security Authority; and
- (b) National Criminal History Check (from the NSW State Police Service).

No information of concern has been revealed from the results already received from the above checks, however the Company will notify shareholders if any information of concern is revealed from those checks currently still in progress.

Mr Sheridan has advised the Company that no potential conflict of interest exists.

If elected, the Board considers that Mr Sheridan will be an independent Director.

## 8.3 Board's Position

Board succession planning and Director appointments are an ongoing responsibility of the Board. The Board regularly reviews its current and future needs and considers whether these align with the skills and experience currently represented amongst the Directors.

The Board, acting in the capacity as the Remuneration and Nomination Committee (**Committee**), which is responsible for, amongst other things, periodically reviewing and considering the structure and balance of the Board and making recommendations regarding appointments of Directors.

In considering new Director appointments, the Committee's usual practice is to undertake a search, using professional recruiting firms where appropriate, for the best available candidates with the skills and expertise that best complement the skill set and experience of the existing Directors and enhance the overall effectiveness of the Board. The Committee also considers the current diversity of the Board,

the composition and size of the Board and the strategic direction of the Company when determining whether a candidate will add value to the Board.

Having regard to the Company's skill matrix, current Board composition, and the skills and experience of Mr Sheridan, the Board has unanimously formed the view that Mr Sheridan does not offer relevant skills or the experience required at this time to support his appointment as a Director of the Company.

**Accordingly, the Board DOES NOT ENDORSE the appointment of Mr Sheridan as a Director and unanimously recommends that Shareholders vote AGAINST the Resolution.**

## **9 Resolutions 7 and 8 – Ratification of prior issue of shares to Sophisticated Investors**

---

### **9.1 General**

On 2 September 2024, the Company issued 88,000,000 Shares at an issue price of \$0.004 per Share to professional and sophisticated investors to raise \$352,000 (the **Placement**).

Resolutions 7 and 8 seek Shareholder ratification of the previous issue of 53,000,000 Shares issued pursuant to Listing Rule 7.1 (the subject of Resolution 7) and ratification for the 35,000,000 Shares issued pursuant to Listing Rule 7.1A (the subject of Resolution 8) (collectively **Placement Shares**).

### **9.2 Listing Rules 7.1 and 7.1A**

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 21 November 2023.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 9 being passed by the requisite majority at this Meeting.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

### **9.3 Listing Rule 7.4**

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 25% annual placement capacity set out in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

Resolutions 7 and 8 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

## 9.4 Technical information required for Resolutions 7 and 8

### 1. Technical information required by Listing Rule 14.1A

If Resolutions 7 and 8 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 7 and 8 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 9 being passed at this Meeting.

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

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 7 and 8:

- (a) The Placement Shares were issued to professional and sophisticated investors in Australia. The Placement was managed by the Company including the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the Placement Participants are Related Parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 88,000,000 Placement Shares were issued on the following basis:
  - (i) 53,000,000 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 7); and
  - (ii) 35,000,000 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 8);
- (d) The Placement Shares were issued on 2 September 2024;
- (e) the Placement Shares were issued at an issue price of A\$0.004 per Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the purpose of the issue of the Placement Shares was to raise approximately \$352,000. The funds raised under the Placement have been applied to the payments owed to NVISO Group Ltd (ACN 627 584 847), to be renamed BeEmotion.ai Ltd, (**BeEmotion**) under the licence agreement, development costs for the Company's applications, and working capital;
- (h) the Placement Shares were not issued under an agreement; and



- (i) voting exclusion statements are included in Resolutions 7 and 8 of this Notice.

The Board recommends that Shareholders vote in favour of Resolutions 7 and 8.

## **10 Resolution 9 – Approval of the Additional 10% Placement Capacity**

---

### **10.1 General**

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under this Resolution to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

The Resolution seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 10.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If this Resolution is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

The Board recommends that Shareholders vote in favour of this Resolution.

### **10.2 Listing Rule 7.1A**

#### **(a) Eligible Entity**

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. The Company's market capitalisation, based on the closing price of shares on 16 September 2024 of \$0.005 per Share, is approximately \$2.22 million and the Company is therefore an 'eligible entity'.

#### **(b) Special resolution**

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### **(c) Type of Securities which may be issued**

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue one (1) quoted class of Equity Securities; ASX: CYQ.

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 9**

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

**10.3 Information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the Additional 10% Placement Capacity:

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

- (i) the date that is 12 months after the Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the **time and** date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (change involving main undertaking),

**(Additional 10% Placement Period).**

(b) **Minimum issue price**

The issue price of Equity Securities issued under the Additional 10% Placement Capacity must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

- (i) general working capital expenses;

- (ii) activities associated with the further development of its current assets, including its bike cameras and associated software generally;
- (iii) repayment of debt; and
- (iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

- (i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A (i.e. the date of the Meeting); and
- (ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised from the issue of the Equity Securities.

The table below illustrates:

- (i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);
- (ii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 16 September 2024.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.003 (50% decrease in current issue price)	\$0.005 (Current issue price)	\$0.008 (50% increase in current issue price)
445,516,658  (Current)	Shares issued	44,551,665	44,551,665	44,551,665
	Funds raised	\$133,655	\$222,758	\$356,413
668,274,987  (50% increase)*	Shares issued	66,827,498	66,827,498	66,827,498
	Funds raised	\$200,482	\$334,137	\$534,620
891,033,316  (100% increase)*	Shares issued	89,103,331	89,103,331	89,103,331
	Funds raised	\$267,310	\$445,517	\$712,827

**Notes:**

- 1 There are currently 445,516,658 Shares on issue (including Shares subject to escrow).
- 2 The issue price used is the closing price of the Shares on the ASX on 16 September 2024.
- 3 The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.
- 4 The Company has issued 88,000,000 Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval or subsequently ratified under Listing Rule 7.1 and Listing Rule 7.1A.
- 5 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6 The calculations do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

**(e) Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;

- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

(f) **Previous approval and issues under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 21 November 2023.

The Company has issued 35,000,000 Shares pursuant to the Previous Approval, which represent approximately 7.44% of the total diluted number of Equity Securities on issue in the Company on 2 September 2024, which was 470,285,910.

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

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

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 2 September 2024 <b>Date of Appendix 2A:</b> 2 September 2024
<b>Recipients</b>	New and existing professional and sophisticated investors as part of a placement announced on 2 September 2024
<b>Number and Class of Equity Securities Issued</b>	35,000,000 Shares <sup>2</sup> under Listing Rule 7.1A
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.004 per share (at a 33% premium to Market Price <sup>1</sup> )
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$352,000 (before costs) <b>Amount spent:</b> \$352,000 <b>Use of funds:</b> Applied to payments owed to BeEmotion under the licence agreement, development costs for CYQ's applications, and working capital <b>Amount remaining:</b> \$Nil

**Notes:**

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

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## Schedule 1 – Definitions

---

In the Notice, words importing the singular include the plural and vice versa.

**\$ or A\$** means Australian Dollars.

**Additional 10% Placement Capacity** has the meaning given in section 10.1.

**Additional 10% Placement Period** has the meaning given in section 10.3(a).

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.

**Article** means an article of the Constitution.

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

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

**Auditor's Report** means the auditor's report on the Financial Report.

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

**Board** means the board of Directors.

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

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Cycliq Group Limited (ACN 119 749 647).

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

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

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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

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

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Minimum Issue Price** has the meaning given in section 10.3(b).

**Notice** means this notice of annual general meeting.

**Official List** means the official list of ASX.

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

**Placement** has the meaning given in Section 9.1.

**Placement Shares** has the meaning given in Section 9.1

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice.

**Securities** means any Equity Securities of the Company (including Shares, Options, Warrants and/or Performance Rights).

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

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

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** means volume weighted average market price.



CYCLIQ GROUP LTD | ABN 47 119 749 647

# 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 **03.30pm (AWST) on Tuesday, 19 November 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://automicgroup.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)



