



ASX Announcement

28 October 2024

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Environmental technology company, **Entyr Limited** (Subject to Deed of Company Arrangement) (ASX: ETR) ("**Entyr**" or the "**Company**") advises that its Annual General Meeting of Shareholders will be held at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000 on 28 November 2024 at 1:00pm AWST (Perth time).

In accordance with Listing Rule 3.17, **attached** are the following documents:

- Letter to Shareholders;
- Notice of Annual General Meeting & Explanatory Statement
- Proxy Form

Authorised and approved by the Board of Entyr Limited (Subject to Deed of Company Arrangement) and the Deed Administrators.

—ENDS—

About Entyr Limited (Subject to Deed of Company Arrangement)

Entyr Limited (Subject to Deed of Company Arrangement) (Entyr) (ASX: ETR) is a revolutionary tyre processing company that applies unique, next-generation thermal desorption technology to cleanly convert tyres into valuable sustainable products including waste to energy opportunities.

Entyr's technology is a significant advancement on other methods of processing waste tyres due to low emissions, no hazardous by-products and requires no chemical intervention. It is the only process that meets the standard emissions criteria set by the Australian regulators for this type of technology.



28 October 2024

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Entyr Limited ACN 118 710 508 (Subject to Deed of Company Arrangement) (**Company**) will be held at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000 on 28 November 2024 at 1:00pm AWST (Perth time).

In accordance with sections 110C-110K the *Corporations Act 2001* (Cth), no hard copy of the Notice of Meeting and Explanatory Statement will be circulated, unless a shareholder has requested a hard copy.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Notice of Meeting and Annual Report documents please contact our share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4024 (outside Australia) or visit www.investorcentre.com/contact.

Shareholders are encouraged to vote online at www.investorvote.com.au or by returning the attached proxy form by:

Post to: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

Or fax to: 1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

Your proxy voting instruction must be received by **1:00pm AWST (Perth time) on 26 November 2024**, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. The Company encourages shareholders to lodge a directed proxy form.

The Notice of Meeting and Explanatory Statement is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting and Explanatory Statement please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (from within Australia) and +61 3 9415 4000 (from outside Australia).

Authorised for lodgement with ASX by the Company Secretary.

Yours faithfully

Sujana Karthik
Company Secretary



Notice of Annual General Meeting & Explanatory Statement

Entyr Limited ACN 118 710 508 (Subject to Deed of Company Arrangement)

To be held at: In person at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000

To be held on: 28 November 2024

Commencing at: 1:00pm AWST (Perth time)

More information regarding participation at the Annual General Meeting is available in Part C of this Notice.

Important Information

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

Important dates

Deadline for lodgement of Proxy Forms for the Annual General Meeting	1:00pm AWST (Perth time) on 26 November 2024
Annual General Meeting	1:00pm AWST (Perth time) on 28 November 2024

Letter from the Chairman

Dear Shareholders,

Annual General Meeting

The Annual General Meeting of Entyr Limited ACN 118 710 508 (Subject to Deed of Company Arrangement) (**Entyr** or the **Company**) will be held at 1:00pm AWST (Perth time) on 28 November 2024 at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000 (**Annual General Meeting**). The Directors have decided to proceed with a physical meeting and the Shareholders will be able to attend the 2024 Annual General Meeting in person.

Votes may be submitted during the Annual General Meeting only by those Shareholders physically in attendance at the Annual General Meeting either in person or through a validly appointed corporate representative. Votes via validly submitted proxy forms will also be accepted.

Questions from Shareholders who plan not to attend the Annual General Meeting in person must be submitted in advance of the Annual General Meeting. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Sujana Karthik, by email at sujana.karthik@entyr.com.au.

Purpose of General Meeting

This Annual General Meeting seeks the approval of Shareholders for:

- (a) **Resolution 1** – the adoption of the Remuneration Report;
- (b) **Resolution 2** – the re-election of Mr Dermott McVeigh as a Director of Entyr;
- (c) **Resolution 3** – the re-election of Mr Kelly Meyn as a Director of Entyr;
- (d) **Resolution 4** – the re-election of Mr Adam Gallagher as a Director of Entyr;
- (e) **Resolution 5** – the payment of the financial benefit (in the form of interest and fees), with respect to the Unsecured Loan provided by the Proponent to the Company on 26 August 2024, for the purposes of Chapter 2E of the Corporations Act,

(together, the **Resolutions**).

Voting

A Shareholder can vote either in person or by proxy (including online by proxy).

Shareholders are encouraged to vote via proxy online at www.investorvote.com.au.

Alternatively, the attached proxy form can be returned by:

Post to: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

Or fax to: 1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

If you are unsure as to how to vote, we recommend that you speak with your professional adviser.

Booklet

With respect to the Annual General Meeting, this booklet contains the following:

- the Notice of Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Section B);

- information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Section D); and
- information on how to vote, how to attend the Annual General Meeting and appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Section C).

Questions

Should you wish to discuss the matters in this Notice, please do not hesitate to contact the Company Secretary, Sujana Karthik, by email at sujana.karthik@entyr.com.au.

Alternatively, you should consult your licensed financial adviser, stockbroker or other professional adviser.

If you have any questions in regards to your holding in Shares or other Share registry matters, please consult Computershare on 1300 850 505 (from within Australia) and +61 3 9415 4000 (from outside Australia). We look forward to the participation of all Shareholders at the Annual General Meeting on 28 November 2024.

Yours faithfully



Dermott McVeigh – Chairman
Entyr Limited

Section A – Glossary

\$	Australian dollars.
2024 Annual Report	The 2024 Annual Report to Shareholders for the financial year ended 30 June 2024.
Administrators or Deed Administrators	Mr Richard Hughes and Mr Travis Anderson of Deloitte Financial Advisory Pty Ltd.
AWST	Australian Western Standard Time.
Annual General Meeting	The Annual General Meeting of Shareholders convened by the Notice.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in section 12 of the Corporations Act.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The Listing Rules of the ASX.
Auditor's Report	The auditor's report of Cameron Smith of Grant Thornton as included in the 2024 Annual Report.
Board	The board of Directors of the Company.
Business Day	Monday to Friday inclusive, except any day that the ASX declares is not a business day.
Chairman or Chair	The chair of the Annual General Meeting.
Closely Related Party	Has the meaning given to that term in the Corporations Act.
Company or Entyr	Entyr Limited ACN 118 710 508 (Subject to Deed of Company Arrangement).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company.
Directors' Report	The document entitled "Directors' Report" contained within the 2024 Annual Report.
Explanatory Statement	The information set out in Section D of this Notice.
Financial Report	The document entitled "Financial Report" contained within the 2024 Annual Report.
Glossary	The glossary contained in this Section A to this Notice.
Key Management Personnel	Has the meaning given to that term in the Corporations Act.
Notice of Annual General Meeting	The Notice of Annual General Meeting set out in Section B of this Notice.
Notice	This notice of meeting including the Notice of Annual General Meeting, Explanatory Statement and the Schedules, the Appendices and the Proxy Form.
Proponent	Avior Asset Management No. 5 Pty Ltd.
Remuneration Report	The Remuneration Report set out in the 2024 Annual Report.
Resolutions	The resolutions set out in the Notice of Annual General Meeting and Resolution means any of them.
Shares	Fully paid ordinary shares on issue in the share capital of the Company and Share means any one of them.

Shareholder	A holder of one or more Shares.
Unsecured Loan	Means the unsecured loan in the amount of up to \$800,000 entered into by the Proponent as lender and the Company as borrower on 26 August 2024.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

Held: In person at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000

Commencing at: 1:00pm AWST (Perth time) on 28 November 2024

The Company intends to hold a physical only Annual General Meeting.

Voting

Votes may be submitted during the Annual General Meeting only by those Shareholders physically in attendance at the meeting or through a validly appointed proxy or corporate representative. Votes via validly submitted proxy forms will also be accepted. **Accordingly, the Company strongly encourages Shareholders to lodge a directed proxy form with the Company no later than 48 hours prior to the Meeting.**

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice in which this Notice of Annual General Meeting is contained.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2024 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ended 30 June 2024.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2024 as disclosed in the Directors' Report for the financial year ended 30 June 2024."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

Voting exclusion statement: 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 either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy;
- the vote is not cast 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 a member; 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 of the Annual General Meeting 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 vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

3. **Resolution 2: Election of Mr Dermott McVeigh as a Director of the Company**

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

"That Mr Dermott McVeigh, who was appointed to the Board in accordance with section 442A(b) of the Corporations Act, and being eligible, be elected as a Director of the Company under ASX Listing Rule 14.4"

Short Explanation: This Resolution is required as ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office, without re-election, past the next annual general meeting of the Company.

4. **Resolution 3: Election of Mr Kelly Meyn as a Director of the Company**

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

"That Mr Kelly Meyn, who was appointed to the Board in accordance with section 442A(b) of the Corporations Act, and being eligible, be elected as a Director of the Company under ASX Listing Rule 14.4"

Short Explanation: This Resolution is required as ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office, without re-election, past the next annual general meeting of the Company.

5. **Resolution 4: Election of Mr Adam Gallagher as a Director of the Company**

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

"That Mr Adam Gallagher, who was appointed to the Board in accordance with section 442A(b) of the Corporations Act, and being eligible, be elected as a Director of the Company under ASX Listing Rule 14.4"

Short Explanation: This Resolution is required as ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office, without re-election, past the next annual general meeting of the Company.

SPECIAL BUSINESS

6. **Resolution 5: Approval of the payment of the financial benefit to the Proponent, a Related Party of the Company, with respect to the Unsecured Loan**

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

"That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Avior Asset Management No. 5 Pty Ltd, a related party of the Company (being an entity controlled by a director of the Company, namely Mr Dermott McVeigh) to be paid the fees and interest payable by the Company with respect to the Unsecured Loan, with the financial benefit totalling \$211,712, on the terms and conditions set out in the Explanatory Statement."

Short Explanation: This Resolution is required under Chapter 2E of the Corporations Act to allow the payment of the financial benefit to the Proponent with respect to the Unsecured Loan made available to the Company.

Corporations Act voting prohibition statements: A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- a related party of the Company to whom the Resolution would permit a financial benefit to be given; or
- an associate of such a related party.

However, the above does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- it is not cast on behalf of a related party or associate of a kind referred to above.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person or by attending the meeting by proxy.

Please note that if you intend to attend the meeting, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. A representative of a corporation may vote at the meeting in person.

Alternatively, a corporation may appoint a proxy.

4. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	www.investorvote.com.au
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Annual General Meeting (i.e. by 1:00pm AWST (Perth time) on 27 November 2024). Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Proxy Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed on how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Annual General Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

5. Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00pmAEDT (Sydney time) on 26 November 2024. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

6. Voting procedure – on a poll

Every Resolution arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the meeting or by proxy will have one vote for each voting Share held by that person.

7. Enquiries

For all enquiries, please contact the Company Secretary, Sujana Karthik, by email at sujana.karthik@entyr.com.au.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 1:00pm AWST (Perth time) on 28 November 2024 at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth, WA 6000.

Refer to **Section C** for details on how to vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice in which this Explanatory Statement is contained.

INFORMATION ON RESOLUTIONS

1 Agenda Item 1 – Financial statements and reports

1.1 Purpose of Resolution

The 2024 Annual Report for the financial year ended 30 June 2024 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

The Corporations Act requires that the Directors' Report, the Auditor's Report and the Financial Report be laid before the annual general meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution require a vote of Shareholders at the Annual General Meeting on the 2024 Annual Report.

1.2 Questions to the Chairman

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2024 Annual Report.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Cameron Smith of Grant Thornton, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth Business Day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm on 21 November 2024 to:

The Company Secretary
C/O Thomson Geer, Level 28/1 Eagle Street Brisbane 4000
Or via email to: sujana.karthik@entyr.com.au

2 Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ended 30 June 2024 is set out in the Directors' Report contained in the 2024 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

This Resolution is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting (**First Strike**), then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- if at the next annual general meeting at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption (**Second Strike**), the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

The Company's Remuneration Report did not receive a First Strike at the 2023 annual general meeting. Please note if the Remuneration Report receives a First Strike at this 2024 Annual General Meeting and if a Second Strike is received at the 2025 annual general meeting, then all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3 Resolution 2: Re-election of Mr Dermott McVeigh as a Director of the Company

3.1 Purpose of Resolution

Mr Dermott McVeigh was appointed as a Director of the Company by the Administrators on 20 May 2024.

Mr Dermott McVeigh retires from office under ASX Listing Rule 14.4 and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

3.2 The law

Rule 7.3(f) of the Company's Constitution requires that a Director appointed by the Board must retire at the next Annual General Meeting following their appointment and is eligible for election by Shareholders at that meeting. Mr Dermott McVeigh was appointed by the Administrators on 20 May 2024 and, as required by the Constitution, offers himself for election at this Annual General Meeting.

The Administrators appointed Mr Dermott McVeigh in accordance with the power provided by s442A(b) of the Corporations Act, which allows administrators to appoint a person as a director, whether to fill a vacancy or not.

ASX Listing Rule 14.4 provides that a director who was appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

3.3 Director resume

Mr McVeigh is the founder and Managing Director of Avior Asset Management No. 5 Pty Ltd. Mr McVeigh is an insolvency practitioner in Australia and New Zealand with almost 25 years' experience. Following partnerships with both Deloitte and Ferrier Hodgson, Mr McVeigh established Avior Capital to provide bespoke finance solutions to companies embarking on restructure.

In recent years, Mr McVeigh has conducted dozens of corporate restructures in a variety of capacities and is regularly asked to take senior management roles in companies that are facing challenging circumstances.

3.4 Independence

Non-independent, on the basis that Mr McVeigh controls the Proponent.

3.5 Voting exclusion and Directors' recommendations

The Board (with Mr Dermott McVeigh abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4 Resolution 3: Re-election of Mr Kelly Meyn as a Director of the Company

4.1 Purpose of Resolution

Mr Kelly Meyn was appointed as a Director of the Company by the Administrators on 20 May 2024.

Mr Kelly Meyn retires from office under ASX Listing Rule 14.4 and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

4.2 The law

Rule 7.3(f) of the Company's Constitution requires that a Director appointed by the Board must retire at the next Annual General Meeting following their appointment and is eligible for election by Shareholders at that meeting. Mr Kelly Meyn was appointed by the Administrators on 20 May 2024 and, as required by the Constitution, offers himself for election at this Annual General Meeting.

The Administrators appointed Mr Kelly Meyn in accordance with the power provided by s442A(b) of the Corporations Act, which allows administrators to appoint a person as a director, whether to fill a vacancy or not.

ASX Listing Rule 14.4 provides that a director who was appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

4.3 Director resume

Mr Meyn is an employee of Avior Asset Management No. 5 Pty Ltd and is an insolvency practitioner with 17 years of restructuring experience in Australia and Canada. Prior to emigrating to Australia in 2001, Mr Meyn spent 5 years in the investment banking divisions of Richardson Greenshields and National Bank Financial.

4.4 Independence

Non-independent, on the basis that Mr Kelly Meyn is an employee of the Proponent.

4.5 Voting exclusion and Directors' recommendations

The Board (with Mr Kelly Meyn abstaining) recommends that Shareholders vote in favour of Resolution 3.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 3.

5 Resolution 4: Re-election of Mr Adam Gallagher as a Director of the Company

5.1 Purpose of Resolution

Mr Adam Gallagher was appointed as a Director of the Company by the Administrators on 20 May 2024.

Mr Adam Gallagher retires from office under ASX Listing Rule 14.4 and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

5.2 The law

Rule 7.3(f) of the Company's Constitution requires that a Director appointed by the Board must retire at the next Annual General Meeting following their appointment and is eligible for election by Shareholders at that meeting. Mr Adam Gallagher was appointed by the Administrators on 20 May 2024 and, as required by the Constitution, offers himself for election at this Annual General Meeting.

The Administrators appointed Mr Adam Gallagher in accordance with the power provided by s442A(b) of the Corporations Act, which allows administrators to appoint a person as a director, whether to fill a vacancy or not.

ASX Listing Rule 14.4 provides that a director who was appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

5.3 Director resume

Mr Gallagher is a highly experienced listed public company officeholder, with diverse knowledge and experience across corporate transactions, operational, financial and strategic governance, sales management, debt and equity finance, technology and capital markets communications.

Mr Gallagher holds a Bachelor of Economics, a Masters in Commerce and a Graduate Diploma in Information Systems from The University of Queensland, and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia.

Mr Gallagher has been a chartered company secretary since 2012 and is currently acting as company secretary for a number of ASX listed entities, namely: EVS, CCA, CCR, PHL, RFX, TNY, CMG, PO3.

Mr Gallagher has previously acted as company secretary for CT1 and YPB.

Mr Gallagher was CEO of CT1 from Feb 2019 to July 2021 and also chaired the Audit & Risk and the Nomination & Remuneration committees for EVS and CT1 for several years.

Mr Gallagher previously acted in an executive director capacity for both EVS and CT1. He was appointed as a director of EVS in September 2012.

5.4 Independence

Independent, on the basis that the Company considers Mr Gallagher free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of his unfettered and independent judgement.

5.5 Voting exclusion and Directors' recommendations

The Board (with Mr Adam Gallagher abstaining) recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4.

6 Resolution 5: Approval of the payment of the financial benefit to the Proponent, a Related Party of the Company, with respect to the Unsecured Loan

6.1 Purpose of Resolution

As detailed in the Appendix 4C lodged by the Company, on 26 August 2024, the Company and the Proponent entered into an unsecured loan agreement pursuant to which the Proponent advanced an unsecured loan (**Facility**) in the amount of \$800,000 to the Company (**Unsecured Loan**).

The Facility is proposed to Entyr to assist it with its cash obligations during the period while the Company seeks to obtain reinstatement conditions from the ASX and consider its capital requirements. The Facility is a stop gap measure to ensure Entyr has the necessary financial resources to meet its obligations while the Company seeks reinstatement to trading on the ASX.

As at the date of this Notice, a total amount of \$600,000 has been loaned on an unsecured basis by the Proponent to the Company.

The key terms of the Unsecured Loan are summarised in paragraph 6.2 below.

6.2 Key terms of the Unsecured Loan

Lender	Avior Funds Management No. 5 Pty Ltd (the Proponent).
Borrower	Entyr Limited (Subject to Deed of Company Arrangement).
Facility Limit	\$975,000.
Security	Unsecured.
Interest Rate	24% per annum accruing daily (payable only following Shareholder approval).
Establishment Fee	12.5% of the Facility Limit incurred at the time the Facility commences, being \$121,875. It is capitalised and payable at the end of the Term and only if this Resolution is approved by Shareholders.
Completion Fee	7.5% of the Facility Limit payable when the loan is repaid, being \$73,125 and only if this Resolution is approved by Shareholders.
Term	The earlier of: a) 31 January 2025, b) the date when the Borrower receives the proceeds from an equity raise to be conducted as part of its recapitalisation strategy or c) the date the Lender terminates access to the Facility.
Repayments	Interest will accrue daily and be capitalised. Accrued interest will be payable at the end of the Term and only if this Resolution is approved by Shareholders.
Events of default	Normal insolvency and material adverse event clauses would apply.

The terms of the Unsecured Loan above are justified as to:

- (a) the Facility's costs are more expensive than the term loan advanced during the administration process, however, the Facility detailed above is unsecured. The incremental costs reflect the higher risk being assumed by the Lender in circumstances where no collateral is being offered; and
- (b) the Facility was structured so that Entyr could elect whether to draw down funds from it, thereby avoiding unnecessary interest costs.

6.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The payment of the Establishment Fee, Completion Fee and interest in accordance with the Interest Rate will constitute the giving of a financial benefit to the Proponent, who is a related party by virtue of being controlled by a Director of the Company, Mr Dermott McVeigh.

Given that Mr Dermott McVeigh has a material personal interest in the payment of the Establishment Fee, Completion Fee and interest in accordance with the Interest Rate, by virtue of being the controller of the Proponent, and Mr Kelly Meyn is an employee of the Proponent, and despite the Unsecured Loan being negotiated on arms' length terms, it is considered that the Directors are unable to form quorum to determine whether the exceptions set out in sections 210 to 216 of the Corporations Act apply in the current circumstances with respect to the financial benefits to be paid to the Proponent. As such, Shareholder approval is being sought in accordance with section 195(4) of the Corporations Act in respect of the payment of the Establishment Fee, Completion Fee and interest in accordance with the Interest Rate pursuant to Chapter 2E of the Corporations Act.

6.4 Specific information required by section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided in relation to the payment of the Establishment Fee, Completion Fee and interest in accordance with the Interest Rate Unsecured Loan:

Item	Detail						
Identity of the related party: s219(1)(a)	The related party is Avior Asset Management No. 5 Pty Ltd, an entity which is controlled by Mr Dermott McVeigh, a Director of the Company.						
Nature of the financial benefit: s219(1)(b)	<p>The nature of the financial benefit proposed to be given to the Proponent is the payment of the:</p> <ul style="list-style-type: none">Establishment Fee of \$121,875;Completion Fee of \$73,125; andinterest payable on the Facility at 24% per annum. <p>The Facility is provided in accordance with the terms of the Unsecured Loan, the terms of which are summarised in paragraph 6.2. As noted in that paragraph, the Facility is unsecured.</p>						
Directors' recommendations: s219(1)(c)	<p>Each of Mr Dermott McVeigh and Mr Kelly Meyn decline to make a recommendation to Shareholders in relation to this Resolution due to Mr Dermott McVeigh's material personal interest in the outcome of this Resolution on the basis that Mr Dermot McVeigh controls the provider of the Facility and Mr Kelly Meyn being an employee of the provider of the Facility, being the Proponent.</p> <p>Mr Adam Gallagher recommends that Shareholders vote in favour of this Resolution for the following reasons:</p> <ul style="list-style-type: none">the advancement of the Facility assisted the Company to complete the reinstatement to trading process, and will assist the Company until it recommences revenue generation;the Facility is a short-term loan and is anticipated to be repaid on or before 31 January 2025; andgiven the status of the Company, the Establishment Fee, the Completion Fee and the Interest Rate are not unreasonable.						
Directors' interest in the outcome: s219(1)(d)	<p>Mr Adam Gallagher has no interest in the Unsecured Loan.</p> <p>Mr Dermott McVeigh and Mr Kelly Meyn have the following interests in Entyr and the Proponent:</p> <table><tr><th>Nominee Directors</th><th>Holding in Entyr</th><th>Holding in the Proponent</th></tr><tr><td></td><td></td><td></td></tr></table>	Nominee Directors	Holding in Entyr	Holding in the Proponent			
Nominee Directors	Holding in Entyr	Holding in the Proponent					

	Mr Kelly Meyn	Nil	Nil, 0%
	Mr Dermott McVeigh	Nil	100% (indirectly)
	Mr Adam Gallagher	Nil	Nil, 0%
	Mr Dermott McVeigh abstained from voting on any resolutions relating to the Unsecured Loan. Given Mr Kelly Meyn is an employee of the Proponent, Shareholder approval is being sought in accordance with section 195(4) of the Corporations Act and pursuant to Chapter 2E of the Corporations Act for the payment of the financial benefit under the Unsecured Loan.		
Other: s219(1)(e)	The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.		
Valuation of the financial benefit	As at the date of this Notice (assuming repayment by the end of the term), the total value of the financial benefit to be provided by the Company to the Proponent is \$211,712.		
Related party's existing interest	<p>The Proponent does not have any relevant interest in the securities of the Company.</p> <p>Prior to having a representative on the Board of the Company and, at the time the Company was in voluntary administration, the Proponent loaned the Company \$5.9 million.</p>		
Dilution effect of the transaction on existing members' interests	Nil		

6.5 Voting exclusion and Directors' recommendations

The non-conflicted Director, being Mr Adam Gallagher, recommends to Shareholders that they vote in favour of Resolution 5.

The other Directors, being Mr Dermott McVeigh and Mr Kelly Meyn, do not provide a recommendation as they are representatives of the Proponent.

Resolution 5 of the General Meeting is an ordinary resolution and so it requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote undirected proxies in favour of Resolution 5.

A voting exclusion is contained in the Notice of General Meeting.



Entyr Limited (Subject to Deed of Company Arrangement)
ABN 90 118 710 508

ETR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AWST) on Tuesday, 26 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Entyr Limited (Subject to Deed of Company Arrangement) hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Entyr Limited (Subject to Deed of Company Arrangement) to be held at Thomson Geer, Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth WA 6000 on 28 November 2024 at 1:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Dermott McVeigh as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Kelly Meyn as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Adam Gallagher as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the payment of the financial benefit for the Unsecured Loan from Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically