

8 July 2020

Dear shareholder

**General Meeting – Notice and Proxy Form**

Notice is hereby given that a General Meeting (Meeting) of Shareholders of Linus Technologies Ltd (ACN 149 796 332) (Company) will be held at the offices of Linus Suite 0313, Level 3, 299 Toorak Road, South Yarra, Victoria on 6 August 2020 at 11:00am (AEST).

The Board has made the decision that it will not be a physical Meeting due to the current restrictions in place as a result of the COVID-19 pandemic. Accordingly, Shareholders are to either vote via proxy prior to the Meeting, appoint the Chair as their proxy or by poll during the Meeting (such poll to be taken electronically).

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination No. 1) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (NOM). Instead a copy of the NOM is available under ASX ANNOUNCEMENTS at <https://www.asx.com.au/asx/share-price-research/company/LNU>.

If you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Your proxy voting instructions must be received by 11.00 am on 4 August 2020, being not less than 48 hours before commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 11.00am (AEST) on 5 August 2020, the day prior to the day of the Meeting, by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au), including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the virtual Meeting via <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> (a web-based meeting portal).

The NOM 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 advisory, lawyer, accountant or other professional advisor. If you have any difficulties in obtaining a copy of the NOM please contact the Company's share registry Advanced Share Registry Limited via email at [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au) or by telephone +61 8 9389 8033.

Your sincerely



Giuseppe Rinarelli  
Company Secretary

**Linus Technologies Limited (ASX: LNU) ACN 149 796 332**

**Suite 13, Level 3, 299 Toorak Road, South Yarra VIC 3141 Australia**

**t: +61 3 8672 7186 / e: [info@linus.com](mailto:info@linus.com)**



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

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



### MOBILE DEVICE PROXY APPOINTMENT

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

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

**Important Note:** Due to the current restrictions in place as a result of the COVID-19 pandemic, Shareholders are to either vote via proxy prior to the Meeting, appoint the Chair as their proxy or by poll during the Meeting (such poll to be taken electronically).

## 2020 GENERAL MEETING PROXY FORM

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

### APPOINT A PROXY

The Chair of the meeting

OR



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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Extraordinary General Meeting of the Company to be held **at Suite 0313, Level 3, 299 Toorak Road, South Yarra, Victoria on 6 August 2020 at 11.00am (AEST)** and at any adjournment or postponement of that Meeting.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

### VOTING DIRECTIONS

#### Resolutions

1 Ratification of prior issue of Shares – May 2020 placement

For Against Abstain\*

☐ ☐ ☐

2 Approval for the issue of Shares to Gerard Bongiorno – May 2020 placement

☐ ☐ ☐

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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

☐

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

## COVID-19: LINIUS TECHNOLOGIES LIMITED GENERAL MEETING

Due to the current restrictions in place as a result of the COVID-19 pandemic, Shareholders are to either vote via proxy prior to the Meeting, appoint the Chair as their proxy or by poll during the Meeting (such poll to be taken electronically).

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 11.00am (AEST) on 5 August 2020, the day prior to the day of the Meeting, by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au), including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the virtual Meeting via <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> (a web-based meeting portal).

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing to Advanced Share Registry at [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au), by no later than 11.00am (AEST) on 6 August 2020, the day prior to the Meeting.

All votes taken at the Meeting will be conducted by way of a poll taken electronically. Shareholders who wish to vote by poll during the virtual Meeting must first notify the company secretary of their intention by emailing [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au), by no later than 11.00am (AEST) on 5 August 2020, the day prior to the Meeting. Shareholders will be able to submit their poll immediately after the Chair calls for a vote on each Resolution and up to a period of one hour after the Meeting ends. This means that the outcome of each Resolution will not be able to be determined until after the conclusion of the Meeting to allow the company secretary sufficient time to count the polling result. The result will be announced on ASX.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

Where the holding is in more than one name, all shareholders should sign.

#### Power of Attorney:

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

#### Companies:

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

## LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (AEST) on 4 August 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

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



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

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



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033