

ASX Announcement

27 October 2023

2023 Notice of Annual General Meeting

Symbio Holdings Limited (**ASX: SYM**), confirms that the Company's 2023 Annual General Meeting (**AGM**) will be held at 4:30pm (Sydney time) on Tuesday 28 November 2023. The AGM will be run as a hybrid meeting where shareholders will have the option of attending in person or via our online platform.

The following documents are attached:

1. 2023 Notice of Annual General Meeting
2. Sample Proxy Form
3. Lodge Your Questions Form
4. Virtual Meeting Online Guide

Further information about the AGM can be found at <https://investors.symbio.global/annual-general-meeting>.

This announcement has been authorised for release by Anne Ward, Chairman.

ENDS

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About Symbio

Symbio (ASX: SYM) is a software company changing the way the world communicates.

Symbio's technology replaces old-fashioned telecom networks with software, making it faster and easier to deliver modern cloud-based communication services, unlocking endless new applications for calling, messaging and phone numbers.

Symbio is the backbone for the global cloud communication industry. Over 500 service providers – from telecom start-ups to the world's biggest software companies – rely on Symbio for the connectivity, quality and expertise they need to solve complex communication challenges.

Headquartered in Sydney, Symbio powers billions of calls and messages each year, owns networks in three countries and employs over 450 staff worldwide.

For more information about Symbio visit www.symbio.global

27 October 2023

Dear Shareholder,

On behalf of the Board of Symbio Holdings Limited (**Symbio** or **Company**), I am pleased to invite you to attend the 2023 Annual General Meeting (**AGM**) of Symbio to be held on Tuesday 28 November 2023 at 4:30pm (Sydney time).

This year's AGM will be held as a hybrid meeting. Shareholders will have the opportunity to attend the AGM in person at Hilton Sydney, Level 2, Room 5, 488 George Street, Sydney, NSW, 2000. Alternatively, if you prefer to participate online, please go to <https://meetings.linkgroup.com/SYM23>. You will find further information in this Notice of Meeting and in the Virtual Meeting Online Guide about online participation. Attending the meeting online will provide you with similar opportunities as you would have attending the meeting in person. You will be able to view proceedings, as well as to vote and ask questions live during the meeting.

The Notice of Meeting sets out the business of the AGM. I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and would recommend you lodge a directed Proxy Form in advance of the AGM.

Chief Executive Officer, Rene Sugo and I will comment briefly on the performance of Symbio during the year ended 30 June 2023 at the meeting. For further information, please refer to the 2023 Symbio Annual Report which is available on the Symbio website [Annual Reports - Symbio](#).

The AGM will cover the items of business detailed in the Notice of Meeting. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Symbio unanimously recommend that shareholders vote in favour of all resolutions.

The AGM provides an opportunity for shareholders to ask questions or make comments about the management of the Company. I anticipate there may be some questions during this part of the agenda with respect to recent non-binding indicative proposals received by the Company. While feedback or questions from shareholders will be more than welcome, I should note that members will be given a specific opportunity to consider and comment on a proposal at a general meeting of members should any proposal progress to a firm offer for shareholders that is recommended by the Board.

Thank you for your continued support of the Company and I look forward to welcoming you to our 2023 AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Anne Ward', written in a cursive style.

Anne Ward
Chairman

Symbio Holdings Limited
ABN 37 118 699 853

NOTICE OF ANNUAL GENERAL MEETING

The 2023 Annual General Meeting (**AGM**) of shareholders of Symbio Holdings Limited (**Symbio** or the **Company**) will be held on:

Date: **Tuesday, 28 November 2023**

Time: **4:30pm (Sydney time)**

Where: **In person**

Hilton Sydney

Level 2, Room 5

488 George Street, Sydney, NSW, 2000

Shareholder registration in person will be available from 4:00pm (Sydney time)

Online

Via <https://meetings.linkgroup.com/SYM23>

Shareholder registration online will be available from 4:00pm (Sydney time)

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, the Procedural Notes section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Virtual Meeting Online Guide will be released to the ASX and is also available on our website ([investor centre](#)).

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Proxy Form, along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry via email before the Meeting.

Shareholders will need to contact Link Market Services on +61 1800 990 363 prior to the Meeting to obtain your unique PIN in order to ask a question via the telephone.

A. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2023 on the Symbio website ([investor centre](#)).

Shareholders are not required to vote on this item.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor, Deloitte will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the 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.

C. ITEMS FOR APPROVAL

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following **non-binding ordinary** resolution:

"That the Company's Remuneration Report for the year ended 30 June 2023, as set out in the Directors' Report, is adopted."

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

Details of the voting exclusions that apply to this resolution are set out in the Explanatory Memorandum section of this Notice of Meeting.

Resolution 2: Re-election of Mr Andy Fung as a Director

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

"That Andy Fung, who retires by rotation in accordance with rule 6.1(g) of the Company's Constitution and, being eligible and offering himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 3: Grant of Performance Rights to the MD and Group CEO in respect of the FY24 Short Term Incentive Award (STIA)

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of Performance Rights in the Company, with a maximum value of \$350,000, to the MD and Group CEO in relation to the FY24 STIA in accordance with the terms of the MNF Group Limited Equity Incentive Plan (EIP) and as set out in the Explanatory Memorandum below."

Details of the voting exclusions that apply to this resolution are set out in the Explanatory Memorandum section of this Notice of Meeting.

Resolution 4: Grant of Performance Rights to the MD and Group CEO in respect of the FY24 Long Term Incentive Award (LTIA)

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of 292,611 Performance Rights in the Company to the MD and Group CEO in relation to the FY24 LTIA in accordance with the terms of the EIP and as set out in the Explanatory Memorandum below."

Details of the voting exclusions that apply to this resolution are set out in the Explanatory Memorandum section of this Notice of Meeting.

Resolution 5: ASX Listing Rule 7.1A – Additional 10% Placement Capacity

To consider and, if thought fit, pass the following **special** resolution:

“That pursuant to ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of Symbio Holdings Limited (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions outlined in the Explanatory Memorandum”.

Details of the voting exclusions that apply to this resolution are set out in the Explanatory Memorandum section of this Notice of Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'N. Elvin', with a long horizontal flourish extending to the right.

Nick Elvin
Company Secretary
27 October 2023

EXPLANATORY MEMORANDUM

This Explanatory Memorandum, the Procedural Notes and the Proxy Form are part of this Notice of Meeting convening the 2023 Annual General Meeting (**AGM** or **Meeting**) of Symbio Holdings Limited.

Unless otherwise defined, capitalised terms have the meaning attributed to them in the Glossary.

Financial Statements and Reports

Section 317 of the Corporations Act 2001 (Cth) (Act) requires the Company to lay its financial report, the directors' report and the independent auditor's report for the last financial year before the Meeting.

There will be no formal resolution put to the AGM in respect of the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2023 as there is no requirement to do so. However, shareholders attending the AGM will be given a reasonable opportunity at the Meeting to comment on and raise questions about the Financial Report, the Directors' Report and the Auditor's Report of the Company.

Shareholders will also be able to ask the Company's Auditor, Deloitte, about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Remuneration Report

The purpose of Resolution 1 is to adopt the Remuneration Report for the year ended 30 June 2023. Section 250R of the Act requires that a resolution must be put to Members to approve the Remuneration Report of the Company. The Remuneration Report of the Company forms part of the Directors' Report which is contained in the Company's 2023 Annual Report which is available on the Symbio website ([Annual Reports - Symbio](#)).

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-Executive Directors and certain executives whose remuneration arrangements are required to be disclosed.

Members will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting either in person, via the virtual platform or via telephone. Further details on how to ask questions via the virtual platform or via telephone are set out in the Virtual Meeting Online Guide.

Members are also encouraged to submit questions prior to the Meeting by logging onto www.linkmarketservices.com.au and select Voting then click 'Ask a Question'. Alternatively, please list any questions you may have on the attached 'Lodge Your Questions' form which forms part of this Notice of Meeting and lodge the document through any of the options provided. To allow time to collate questions and prepare answers, please submit any questions by 4:30pm on Tuesday 21 November 2023. The Chairman will seek to address as many of the more frequently raised topics as possible.

While the vote on Resolution 1 is advisory only and does not bind the Board, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and executives of the Company.

*Recommendation: Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote **in favour** of this Resolution.*

Voting Exclusion Statement for Resolution 1:

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a) A member of the Key Management Personnel (KMP) whose remuneration details are included in the 2023 Remuneration Report; or
- b) A closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) The proxy appointment is in writing that specifies the way the proxy is to vote (eg for, against, abstain) on the resolution; or
- b) The vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. Does not specify the way the proxy is to vote on the resolution; and
 - ii. Expressly authorizes the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly with the remuneration of a member of the KMP.

Resolution 2: Re-election of Mr Andy Fung as a Non-Executive Director of the Company

Under ASX Listing Rule 14.5 and rule 6.1(f) of the Company’s Constitution, the Company must hold an election of Directors every year. The Constitution further requires that at that general meeting of members, one-third of the Directors (other than the Managing Director), rounded down to the nearest whole number, and any Director who has held office for three years must retire. A Director retiring under these requirements is eligible for re-election. Mr Andy Fung, a Director of the Company having been last elected at the Company’s 2020 Annual General Meeting, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Fung was first appointed as Managing Director of the Company on 8 March 2006 following the Company’s IPO having been one of the co-founders of the Company. He resigned from the position on 29 February 2012 and was appointed as non-executive Director of the Company in March 2012 and has been subsequently re-elected, most recently on 27 October 2020.

Mr Fung is the Chair of the Nomination Committee. He holds a Bachelor of Engineering and a Master of Commerce degree from the University of New South Wales. Mr Fung has had extensive experience in the telecommunications industry in Australia and Asia. Prior to establishing the Company, Mr Fung held senior management positions with Telstra, the Australian Trade Commission, Optus and Lucent Technologies. He is also Executive Director of a private company with interests in trade and investment.

Prior to submitting himself for re-election, Mr Fung confirmed that he has sufficient time to properly fulfil his responsibilities as a Director.

The Board supports the re-election of Mr Fung as he will contribute to the Board with his depth of knowledge of and experience with the Company and his extensive experience of the telecommunications industry in Australia and Asia, which complements the skills of existing directors.

*Recommendation: The Board, with Mr Fung abstaining, unanimously recommends that Members vote **in favour** of Resolution 2 to re-elect Mr Andy Fung as a Non-Executive Director.*

Resolution 3 – Grant of Performance Rights to the MD and Group CEO in respect of the FY24 STIA

Background to the EIP

The Company operates the EIP, under which eligible executives, including Mr Rene Sugo, MD and Group CEO, may be granted awards over shares in the Company, subject to meeting certain performance and service conditions.

This Resolution 3 and the following Resolution 4 seek approval for the grant of Performance Rights to the MD and Group CEO, in respect of the STIA and LTIA components respectively of his FY24 remuneration package.

The issue of equity to the MD and Group CEO under the EIP is conditional on Member approval. The Board strongly believes that STIA and LTIA equity-based incentives are an important component of the Company's executive remuneration arrangements to ensure alignment with Members' interests. If Member approval is obtained, the Company will be able to proceed with the equity awards outlined below to the MD and Group CEO.

The Board proposes that the MD and Group CEO will receive:

- **Resolution 3** – Performance Rights related to the MD and Group CEOs FY24 STIA, up to a maximum value of \$350,000. The number and value of Performance Rights to be granted will be determined based on performance during the year and determined at the conclusion of FY24. The terms of the FY24 STIA Performance Rights are summarised in Explanatory Notes for this Resolution 3 below.
- **Resolution 4** – 292,611 Performance Rights related to the MD and Group CEOs FY24 LTIA. The terms of the FY24 LTIA are summarised in Explanatory Notes for the following Resolution 4 below.

Each Performance Right is an entitlement to receive one fully-paid ordinary share in the Company, subject to satisfaction of the applicable service and performance conditions outlined below.

Approvals sought

ASX Listing Rule 10.14.1 requires the Company to obtain Member approval for the issue of equity securities to a Director under an employee incentive scheme. Mr Rene Sugo is the MD and Group CEO of the Company and therefore falls within ASX Listing Rule 10.14.1 such that shareholder approval for Mr Sugo to be granted equity securities under an employee incentive plan is required. The Company wishes to have flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Members are asked to approve the grants to the MD and Group CEO under the EIP, on the terms and conditions set out below for Resolutions 3 and 4. Approval of these resolutions will also result in the equity granted to the MD and Group CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the equity granted to the MD and Group CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

If approval is not obtained from Members, then the Board may consider alternative incentive arrangements for the MD and Group CEO such as cash-settled awards or acquiring shares on-market to satisfy vested Performance Rights.

Total remuneration package for the MD and Group CEO - FY24

Remuneration Element	Opportunity
Fixed Annual Remuneration (inclusive of Base Salary plus Superannuation)	\$800,000
STIA	\$700,000 at Maximum
LTIA	\$560,000 at Maximum

Further information regarding the MD and Group CEO remuneration arrangements is detailed on pages 41 to 50 of the 2023 Annual Report.

Previous awards under the EIP

The following table summarises the equity securities previously granted to the MD and Group CEO under the EIP.

Description	Number of instruments	Exercise Price (per security)
FY21 LTIA	173,809 Options	Exercise price of \$5.6790 each
FY21 STIA	30,972 Zero Exercise Priced Options	Exercise price of \$0.00 each
FY22 LTIA	151,913 Options	Exercise price of \$5.4242 each
FY22 STIA	29,530 Zero Exercise Priced Options	Exercise price of \$0.00 each
FY23 STIA	94,053 Zero Exercise Priced Options	Exercise price of \$0.00 each
FY23 LTIA	154,188 Performance Rights	Exercise price of \$0.00 each
FY23 RETENTION AWARD	47,568 Performance Rights	Exercise price of \$0.00 each

Further Details of the Proposed FY24 STIA for the MD and Group CEO

The Symbio Short Term Incentive Plan (STI) is a cash-based incentive which may also be awarded all or in part in the form of equity as an STIA under the EIP.

The MD and Group CEO's FY24 STIA will be delivered in the form of 50% cash and 50% Performance Rights.

Resolution 3 seeks approval for the grant of Performance Rights to the MD and Group CEO in respect of his FY24 STIA.

The key features of Performance Rights proposed to be granted to the MD and Group CEO are summarised in the table below (including the information required by ASX Listing Rule 10.15).

Term	Details
Number of Performance Rights	<p>The number of Performance Rights related to the STIA will be calculated using the following formula (rounded down to the nearest whole number)</p> $\text{Number of Performance Rights} = 50\% \times \frac{\text{STI Outcome}}{\text{VWAP}}$ <p>STI Outcome: The MD and Group CEO's short term incentive outcome for the financial year ended 30 June 2024, will be calculated based on a "Target STI Opportunity" of \$400,000, being equal to 50% of Fixed Annual Remuneration with a maximum possible STI Outcome of \$700,000, being equal to 175% of the Target STI Opportunity for meeting stretch performance.</p> <p>VWAP: The 5-day volume weighted average price of an ordinary share in the Company ending on 30 June 2024.</p> <p>As the number of Performance Rights related to the STIA is subject to achieving performance conditions under the FY24 STIA (together with the MD and Group CEO's continued employment during FY24) and to be calculated by reference to the 5-day VWAP ending 30 June 2024, it is not possible to determine the number of Performance Rights until after the end of FY24. The actual number of Performance Rights to be granted to the MD and Group CEO will be determined following the calculation of the FY24 STIA outcome.</p>
Date of grant	<p>During September 2024, however the exact date is yet to be determined. In any event, the Performance Rights related to the STIA will be issued no later than 12 months after the date of the AGM.</p>
Performance Rights	<p>Each Performance Right is an entitlement to receive one Share.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting condition	<p>The number of Performance Rights to be granted to the MD and Group CEO will be calculated by reference to his FY24 STIA outcome. To determine the value of the MD and Group CEO's FY24 STIA the Board will assess performance against a weighted scorecard of KPIs.</p> <p>The weighted scorecard includes a budgeted EBITDA target (50% weighting), a Customer Experience target (10% weighting) an Employee Engagement Target (10% weighting) and Strategic Growth (30% weighting) over the 12-month period ending 30 June 2024.</p> <p>The extent to which the MD and Group CEO achieves targets in the weighted scorecard will determine the amount of FY24 STI outcome payable to him. This may range from zero up to a maximum of 175% of the Target STI Opportunity for meeting demanding stretch targets.</p> <p>In order to be granted the Performance Rights, the MD and Group CEO must normally remain employed by the Company until the date the Performance Rights are granted.</p>
Exercise and	<p>Performance Rights may be exercised at any time from the date of grant until expiry.</p>

Term	Details
Expiry	Performance Rights will expire fifteen years from the date of grant of the rights (unless exercised or expired earlier).
Settlement of Performance Rights	<p>Following valid exercise of the Performance Rights, one Share will be allocated for each vested Performance Right that is exercised.</p> <p>The Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market, transferring shares from an employee share trust or settled via a cash-equivalent payment.</p>
Cessation of Employment	<p>In general, if the MD and Group CEO ceases employment with the Company, the treatment of his Performance Rights will depend on the circumstances of his cessation of employment.</p> <p>Under the EIP, the Board retains discretion to determine the treatment for the MD and Group CEO's Performance Rights on cessation of employment.</p>
Malus / Clawback	The EIP provides the Board with the ability to apply malus / clawback and forfeit Performance Rights or Shares in certain circumstances, including fraud, gross misconduct or material misstatement of financial records.
Change of control	The EIP provides the Board with the ability to determine if and when a Change of Control Event occurs and provides that the Board may determine the manner in which any or all Performance Rights (whether vested or unvested) and resulting shares (as applicable) will be dealt with.
Price payable for securities	No amount is payable in respect of the grant of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.
Other information	<p>Details of any Performance Rights granted under the EIP will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Performance Rights under the EIP after this Resolution 3 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>

The MD and Group CEO's total remuneration package for FY24

The MD and Group CEO's FY24 total remuneration package is outlined above.

Previous awards under the plan

Awards previously granted to the MD and Group CEO under the EIP are outlined above.

Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Rene Sugo and any Executive Director (being persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the EIP) and their respective Associates. The Company will also ensure that any votes cast in favour of Resolution 3 by persons who could be deemed to fall within ASX Listing Rule 10.14.3 are disregarded.

However, the Company need not disregard a vote if it is cast:

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

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly with the remuneration of a member of the KMP.

Recommendation: *The Board (other than the MD and Group CEO, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Members vote **in favour** of this Resolution 3.*

Resolution 4 – Grant of Performance Rights to the MD and Group CEO, in respect of the FY24 LTIA

Resolution 4 seeks approval for the grant of 292,611 Performance Rights to the MD and Group CEO in respect of his FY24 LTIA.

The key features of the Performance Rights proposed to be granted to the MD and Group CEO are summarised in the table below (including the information required by ASX Listing Rule 10.15).

Term	Details
Number of Performance Rights	<p>Subject to Member approval, the MD and Group CEO will be granted 292,611 Performance Rights under the EIP related to the FY24 LTIA.</p> <p>The MD and Group CEO's LTI opportunity is 70% of Fixed Remuneration as at 1 July 2023 as determined by the Board.</p> <p>The number of Performance Rights to be granted has been calculated by dividing MD and Group CEO's maximum FY24 LTI opportunity (being 70% of Fixed Annual Remuneration, which comes to a value of \$560,000), by the VWAP of the Company's ordinary Shares over the 5 trading days up to 30 June 2023, being \$1.9138. The number of Performance Rights is rounded down to the nearest whole number.</p>
Date of grant	In or around November 2023 (in any event within 12 months of the AGM).
Performance Rights	<p>Each Performance Right is an entitlement to receive one Share, subject to satisfaction of the applicable performance measures and service conditions.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>

Term	Details																				
Vesting condition	<p>Vesting of Performance Rights is subject to:</p> <ul style="list-style-type: none"> • 50% related to an Earnings Per Share (EPS) performance measure; • 50% related to Recurring Gross Margin Growth performance measure; and • the MD and Group CEO's continued employment up to 1 July 2026. 																				
Performance measures and targets	<p><i>Earnings Per Share</i></p> <p>50% of Performance Rights will be subject to the Company's EPS growth during the performance period based on the following vesting schedule:</p> <table> <tr> <th>Annualised EPS Growth over the Performance Period</th><th>Proportion of Performance Rights related to EPS performance that will vest</th></tr> <tr> <td>EPS Growth < 5%</td><td>Nil</td></tr> <tr> <td>EPS Growth \geq 5% to 14.999%</td><td>Pro-rata vesting from 50% to 75% (on a straight line basis)</td></tr> <tr> <td>EPS Growth \geq 15% to 24.999%</td><td>Pro-rata vesting from 75% to 100% (on a straight line basis)</td></tr> <tr> <td>EPS Growth \geq 25%</td><td>100%</td></tr> </table> <p>EPS for the purposes of the LTI is EPS for Continuing Operations.</p> <p><i>Recurring Gross Margin Growth</i></p> <p>50% of Performance Rights will be subject to the Company achieving the following recurring gross margin growth during the performance period (with the start and end value of the recurring gross margin growth calculated using FY23 reported value end dates of the performance period):</p> <table> <tr> <th>Annualised Share Price Growth over the Performance Period</th><th>Proportion of Performance Rights related to Share Price Growth performance that will vest</th></tr> <tr> <td>Recurring Gross Margin Growth < 8.5%</td><td>Nil</td></tr> <tr> <td>Recurring Gross Margin Growth \geq 8.5% to 9.999%</td><td>Pro-rata vesting from 50% to 75% (on a straight line basis)</td></tr> <tr> <td>Recurring Gross Margin Growth \geq 10% to 11.999%</td><td>Pro-rata vesting from 75% to 100% (on a straight line basis)</td></tr> <tr> <td>Recurring Gross Margin Growth \geq 12%</td><td>100%</td></tr> </table> <p>The EPS and Recurring Gross Margin Growth performance measures operate independently.</p> <p>The Board retains discretion to adjust the EPS and Recurring Gross Margin Growth measurement approaches in appropriate circumstances, including for matters outside of management's influence and the impact of any material acquisitions or corporate activity during the performance period, such that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the performance measures.</p>	Annualised EPS Growth over the Performance Period	Proportion of Performance Rights related to EPS performance that will vest	EPS Growth < 5%	Nil	EPS Growth \geq 5% to 14.999%	Pro-rata vesting from 50% to 75% (on a straight line basis)	EPS Growth \geq 15% to 24.999%	Pro-rata vesting from 75% to 100% (on a straight line basis)	EPS Growth \geq 25%	100%	Annualised Share Price Growth over the Performance Period	Proportion of Performance Rights related to Share Price Growth performance that will vest	Recurring Gross Margin Growth < 8.5%	Nil	Recurring Gross Margin Growth \geq 8.5% to 9.999%	Pro-rata vesting from 50% to 75% (on a straight line basis)	Recurring Gross Margin Growth \geq 10% to 11.999%	Pro-rata vesting from 75% to 100% (on a straight line basis)	Recurring Gross Margin Growth \geq 12%	100%
Annualised EPS Growth over the Performance Period	Proportion of Performance Rights related to EPS performance that will vest																				
EPS Growth < 5%	Nil																				
EPS Growth \geq 5% to 14.999%	Pro-rata vesting from 50% to 75% (on a straight line basis)																				
EPS Growth \geq 15% to 24.999%	Pro-rata vesting from 75% to 100% (on a straight line basis)																				
EPS Growth \geq 25%	100%																				
Annualised Share Price Growth over the Performance Period	Proportion of Performance Rights related to Share Price Growth performance that will vest																				
Recurring Gross Margin Growth < 8.5%	Nil																				
Recurring Gross Margin Growth \geq 8.5% to 9.999%	Pro-rata vesting from 50% to 75% (on a straight line basis)																				
Recurring Gross Margin Growth \geq 10% to 11.999%	Pro-rata vesting from 75% to 100% (on a straight line basis)																				
Recurring Gross Margin Growth \geq 12%	100%																				

Term	Details
Performance Period	<p>Performance will be tested over a three-year performance period from 1 July 2023 to 30 June 2026.</p> <p>Any Performance Rights that do not vest following testing will lapse.</p>
Settlement of Rights	<p>Following valid exercise of the Performance Rights, one Share will be allocated for each vested Performance Right that is exercised.</p> <p>The Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market, transferring shares from an employee share trust or settled via a cash-equivalent payment.</p>
Exercise and expiry	<p>Performance Rights may be exercised at any time from the date of vesting until expiry. Performance Rights will expire fifteen years from the date of grant.</p>
Cessation of Employment	<p>In general, if the MD and Group CEO ceases employment with the Company, the treatment of his Performance Rights will depend on the circumstances of his cessation of employment.</p> <p>Under the EIP, the Board retains discretion to determine the treatment for the MD and Group CEO's Performance Rights (vested or unvested) on cessation of employment.</p>
Malus / Clawback	<p>The EIP provides the Board with the ability to apply malus/clawback and forfeit Performance Rights or Shares in certain circumstances, including fraud, gross misconduct or material misstatement of financial records.</p>
Change of control	<p>The EIP provides the Board with the ability to determine if and when a Change of Control Event occurs and provides that the Board may determine the manner in which any or all Performance Rights (whether vested or unvested) and resulting shares (as applicable) will be dealt with.</p>
Price payable for securities	<p>No amount is payable in respect of the grant of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.</p>
Other information	<p>Details of any Performance Rights granted under the EIP will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Performance Rights under the EIP after this Resolution 4 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>

The MD and Group CEO's total remuneration package for FY24

The MD and Group CEO's FY24 total remuneration package is outlined above under Resolution 3.

Previous awards under the plan

Awards previously granted to the MD and Group CEO under the EIP are outlined above under Resolution 3.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Rene Sugo and any Executive Director (being persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the EIP) and their respective Associates. The Company will also ensure that any votes cast in favour of Resolution 4 by persons who could be deemed to fall within ASX Listing Rule 10.14.3 are disregarded.

However, the Company need not disregard a vote if it is cast:

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

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly with the remuneration of a member of the KMP.

Recommendation: *The Board (other than the MD and Group CEO, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Members vote **in favour** of this Resolution 4.*

Resolution 5: ASX Listing Rule 7.1A – Additional 10% Placement Capacity

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

Under ASX Listing Rule 7.1A, however, certain listed entities can seek approval from shareholders, by way of a special resolution passed at an annual general meeting, to issue an additional 10% of the number of fully paid ordinary securities on issue within a 12-month period (**Additional 10% Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

An “eligible entity” for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and which has a market capitalisation less than the amount prescribed by ASX (currently \$300 million) at the date of the meeting where approval is sought.

As at the date of this Notice of Meeting, the Company satisfies both criteria, and therefore is an eligible entity. If at the time of the AGM the Company is no longer an eligible entity, this Resolution 5 will be withdrawn.

Resolution 5 seeks Shareholder approval by way of a special resolution for the Company to have the Additional 10% Capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

Approval of Resolution 5 does not oblige the Company to conduct a placement or use the Additional 10% Capacity. The approval provides the Company with flexibility and an ability to move quickly if an opportunity arises which requires additional capital.

At the date of this Notice of Meeting, the Company has on issue 86,010,170 fully paid ordinary securities and a capacity to issue 12,901,525 equity securities under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Resolution 5 is passed, the effect will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during the Additional 10% Capacity period without using the Company's 15% placement capacity under ASX Listing Rule 7.1T.

If this Resolution is not passed, the Company will not be able to access the Additional 10% Capacity to issue equity securities under ASX Listing Rule 7.1A and will remain subject to the existing 15% placement capacity under ASX Listing Rule 7.1.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities under ASX Listing Rule 7.1A.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of ASX Listing Rule 7.3A.

Period for which the approval will be valid

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- a) The date which is 12 months after the date of the annual general meeting at which the approval is obtained (ie 28 November 2024).
- b) The time and date of the entity's next annual general meeting.
- c) The time and date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

Any equity securities issued under ASX Listing Rule 7.1A must be in an existing quoted class of the Company's equity securities and issued for cash consideration.

The minimum issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over the 15 trading days on which trades in that class are recorded immediately before:

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

Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

As noted above, any equity securities issued under ASX Listing Rule 7.1A must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to issue any equity securities under ASX Listing Rule 7.1A should Shareholders approve this Resolution. Despite the current position of the Company with respect to a non-binding indicative proposal to acquire all of the shares in the Company, there is no certainty that any transaction will occur. Consequently, the Board is aiming to ensure that it has maximum flexibility regarding funding options. Should Shareholders approve this Resolution and the Company raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- a) to help facilitate targeted acquisition opportunities; and/or
- b) to accelerate organic growth through access to new clients and/or markets.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted. There is a risk that:

- a) the market price of the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under ASX Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders calculated as at the date of this Notice of Meeting using the closing price of the Company's securities on ASX on 17 October 2023 of \$3.01 and the total number of ordinary shares on issue as at 17 October 2023 for the variable "A" in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- a. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary Shares the Company has on issue. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. two examples of where the issue price of ordinary Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$1.505 50% decrease in issue price	\$3.01 Issue price ^b	\$6.02 100% increase in issue price
"A" is the number of ordinary shares on issue ^a , being 86,010,170 shares	10% voting dilution ^c	8,601,017	8,601,017	8,601,017
	Funds raised	\$12,944,530	\$25,889,061	\$51,778,122
"A" is a 50% increase in the number of ordinary shares on issue, being 129,015,255 shares	10% voting dilution ^c	12,901,525	12,901,525	12,901,525
	Funds raised	\$19,416,795	\$38,833,590	\$77,667,180
"A" is a 100% increase in the number of ordinary shares on issue, being 172,020,340 shares	10% voting dilution ^c	17,202,034	17,202,034	17,202,034
	Funds raised	\$25,889,061	\$51,778,122	\$103,556,244

Notes:

- Based on the total number of fully paid ordinary shares on issue as at 17 October 2023.
- Based on the closing price of the Company's shares on the ASX as at 17 October 2023.
- The table assumes that the Company issues the maximum number of ordinary shares available to be issued under the Additional 10% Capacity in ASX Listing Rule 7.1A.
- No Options and / or Performance Rights are exercised into Shares before the date of the issue of the equity securities.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- the issue of equity securities under the Additional 10% Capacity consists only of shares.

Allocation policy for issues under ASX Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- the potential effect on the control of the Company;
- the Company's financial position and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors.

As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders has been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when any determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

Voting Exclusion Statement

At the time of dispatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. Accordingly, a voting exclusion statement is not required in accordance with ASX Listing Rule 14.11.1.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

*Recommendation: The Directors unanimously recommend Shareholders vote **in favour** of this Resolution.*

GLOSSARY

Associate has the meaning given to that term in section 12(2) of the Corporations Act or under the ASX Listing Rules (as relevant).

ASX means the ASX Limited or the market operated by ASX Limited, as applicable.

ASX Listing Rules means the listing rules of the ASX.

Board means the Board of directors of the Company.

Company means Symbio Holdings Limited (formerly known as MNF Group Limited).

Corporations Act means the Corporations Act 2001 (Cth).

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Directors means the directors of the Company.

EIP means the Equity Incentive Plan approved at the 2021 Annual General Meeting (on 9 November 2021).

FY23 means the Financial Year ending 30 June 2023.

FY24 means the Financial Year ending 30 June 2024.

Key Management Personnel has the meaning given to that term in section 9 of the Corporations Act.

LTIAs means long term incentive awards granted under the EIP.

Meeting means the annual general meeting of Members convened in accordance with the Notice of Meeting.

Member or **Shareholder** means a registered holder of a share in the Company.

MNF Group Limited Equity Incentive Plan referred to in resolutions 3 and 4 means the Symbio Holdings Limited Equity Plan.

Notice of Meeting means the notice convening the Meeting which is set out at the beginning of this document.

Related Party has the meaning given to it in the ASX Listing Rules.

Right means a right to receive, on vesting, a rights certificate that can be redeemed in the next seven years, under the terms of the Executive Incentive Plan.

STIAs means short term incentive awards granted under the EIP.

PROCEDURAL NOTES

Quorum

The quorum necessary for this Meeting is two Members being present, including virtually or by proxy. If a quorum is not present within 30 minutes after the scheduled time for the Meeting, the Meeting will be adjourned as the Company directs.

Voting Entitlements

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Member for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears on the Share Register at 7:00 pm Australian Eastern Daylight Time on Sunday, 26 November 2023. Accordingly, transactions registered after that time will be disregarded in determining Members entitled to attend and vote at the Annual General Meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be accepted.

How to Vote

If you are a Shareholder entitled to participate in and vote at the Meeting, you can vote in one of the following ways:

- (a) by completing the enclosed Proxy Form to appoint a proxy or nominee to vote on your behalf during the Meeting; or
- (b) by participating online via the virtual platform and voting during the Meeting; or
- (c) by attending the Meeting in person and voting during the Meeting.

Proxies

A Member has the right to appoint a proxy, who need not be a member of the Company. A member may appoint not more than 2 proxies to attend the Meeting via the online virtual platform and act for the Member. A Member may specify the percentage of votes each proxy is appointed to exercise. If no percentage of votes is specified, each proxy appointed will be taken to exercise half of that Member's votes (disregarding fractions).

To appoint a proxy, please complete the enclosed Proxy Form in accordance with the lodgement instructions below.

Please note that if you appoint the Chairman as your proxy and do not direct your vote on Resolutions 1-4, your vote will be counted in favour of the resolution. All directed votes will be counted as directed. It is not necessary to fill in the name of the person to be appointed proxy in the Proxy Form unless it is desired to appoint a person other than the Chairman.

Lodgement instructions

To be effective, the proxy must be received at the Share Registry of the Company no later than 4:30pm (Sydney time) on Sunday, 26 November 2023 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

- **Online** at www.linkmarketservices.com.au;
- By **mail** to Symbio Holdings Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235
- By **facsimile** to (02) 9287 0309 (within Australia) or +61 2 9287 0309 (from outside Australia)
- By **hand** to Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 (during business hours Monday to Friday (9:00am to 5:00pm))

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice of Meeting.

If a Proxy Form is signed by an attorney, a Member must also send in the original power of attorney, or a certified copy of the power of attorney or other authority under which the Proxy Form is signed. To be valid, completed Proxy Forms appointing a proxy (and a copy of the power of attorney (certified or original) or other authority (if any) under which it is signed) must be received by the Company no later than 4:30 pm (Sydney time) on Sunday, 26 November 2023.

Members are encouraged to submit their Proxy Forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to reduced frequency of postal deliveries.

Undirected Proxies

The Chair intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions described above).

Voting by Corporate Representative

A Member or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should provide evidence of his or her appointment prior to participating in the Meeting, unless it has previously been provided to the Company.

In particular, if a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received by the Company no later than 4:30 pm (Sydney time) on Sunday, 26 November 2023 in accordance with the above lodgement instructions.

Details of the lodgement instructions can also be found on the reverse of the Proxy Form attached to this Notice of Meeting. A form of the certificate may be obtained from the Company's registry or online at www.linkmarketservices.com.au

Voting by Attorney

A Member entitled to participate in and vote at the Meeting is entitled to appoint an attorney to participate in and vote at the Meeting on the Member's behalf. An attorney need not themselves be a Member.

The power of attorney appointing the attorney must be signed and specify the name of each Member, and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms, as described in the above lodgement instructions.

Participating and Voting at the Meeting

Shareholders participating in the Meeting online should refer to the Virtual Meeting Online Guide for details of how to vote in real time, via the online platform. The Virtual Meeting Online Guide is available on the ASX Announcements Platform and on our website at [Company announcements - Symbio](#).

Conduct of Meeting

Symbio is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Symbio will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise her powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

Poll

In compliance with the Corporations Act, voting on all resolutions will be determined by a poll at the Meeting.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

Please log onto www.linkmarketservices.com.au and select Voting then click 'Ask a Question'. To allow time to collate questions and prepare answers, please submit any questions by 4:30pm Tuesday 21 November 2023.

Questions will be collated and during the AGM the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

How to participate in the AGM

In person:

Hilton Sydney, Level 2, Room 5, 488 George Street, Sydney, NSW, 2000
Shareholder registration in person will be available from 4:00pm Sydney time.

Online – AGM platform

Shareholders will be able to observe the AGM proceedings, vote online, as well as ask questions online or by phone. Online registration will be available from 4:00pm Sydney time.

Further information is provided in the Virtual Meeting Online Guide available on our website.

To participate online in the AGM:

- What you will need – you will need a computer, tablet or mobile device with internet access – please note that a desktop or laptop computer will provide the best viewing experience
- Before the AGM – ensure your browser is compatible with the online AGM platform
- On the day of the AGM – go to Virtual Meeting Online Guide then enter the requested details to access the online AGM platform

Telephone

For shareholders who are unable or do not wish to access the AGM online, this will allow them to listen to the AGM proceedings live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Market Services on + 61 1800 990 363 prior to the meeting to pre-register and obtain your unique PIN. Shareholders should then follow the instructions in the Virtual Meeting Online Guide to join the Meeting via phone prior to the AGM.

Shareholder Communication Elections

There are options available to you as a securityholder as to how you elect to receive your communications. The Company will no longer send physical meeting documents to you unless you request a copy to be mailed.

We encourage you to provide an email address so that we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents, dividend statements and annual reports. You can make a standing election or an ad hoc request to receive, or not to receive, some or all of your securityholder communications in physical or electronic form.

To review or update your current communications preference, please update your details via our Share Registry's website at www.linkmarketservices.com.au via "portfolio login" or "single holding login". To create a portfolio (if you don't already have one), you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) and your postcode to verify your identity.

If you require an additional copy of a communication, need further information about the options available to you or have questions about your holding, please contact the Company's Share Registry by one of the following methods:

- Phone: 1300 554 474; or
- Email: registrars@linkmarketservices.com.au; or
- By mail at:
Link Market Services
Locked Bag A14
Sydney South NSW 1235

Securityholders can use the Share Registry's website at www.linkmarketservices.com.au to:

- Set up and add their holdings to a portfolio
- Review and update their contact details, communication preferences and payment instructions
- Provide their TFN and/or ABN
- View their holding details
- Make online enquires

Webcast

A video recording of the Meeting will be made available on the Company's [investor centre](#).

Results of Meeting

The voting results will be announced to the ASX promptly following the Meeting and will also be made available on the Company's [investor centre](#).

Resolutions

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company. Resolutions 2 to 4 are ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Members (or their proxies) entitled to vote on the resolution. Resolution 5 is a special resolution which, to be passed, requires the approval of at least 75% of the votes cast by Members entitled to vote on the resolution.

Enquiries

If you have any questions about the resolutions, how to participate in the Meeting, how to vote on the resolutions or complete the Proxy Form or Question Form, please contact Link Market Services Limited on +61 1300 554 474 or the Company on 1300 334 141 (within Australia) or +612 8008 8012 (outside Australia) or consult your financial or other professional adviser.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>


BY MAIL

Symbio Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Symbio Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:30pm (Sydney time) on Tuesday, 28 November 2023** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the **Hilton Sydney, Level 2, Room 5, 488 George Street, Sydney, NSW, 2000** or logging in online at <https://meetings.linkgroup.com/SYM23> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*			For	Against	Abstain*
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	ASX Listing Rule 7.1A – Additional 10% Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Andy Fung as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3	Grant of Performance Rights to the MD and Group CEO in respect of the FY24 Short Term Incentive Award (STIA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Grant of Performance Rights to the MD and Group CEO in respect of the FY24 Long Term Incentive Award (LTIA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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, either shareholder may 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).

SYM PRX2301N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGE OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:30pm (Sydney time) on Sunday, 26 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Symbio Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

LODGE YOUR QUESTIONS

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

Symbio Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: +61 1300 554 474


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Please use this form to submit any questions about Symbio Holdings Limited (“the Company”) that you would like us to respond to at the Company’s 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s security registrar, Link Market Services Limited, by **4:30pm on Tuesday, 21 November 2023**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

My question relates to (please mark the most appropriate box)
☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/SYM23>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

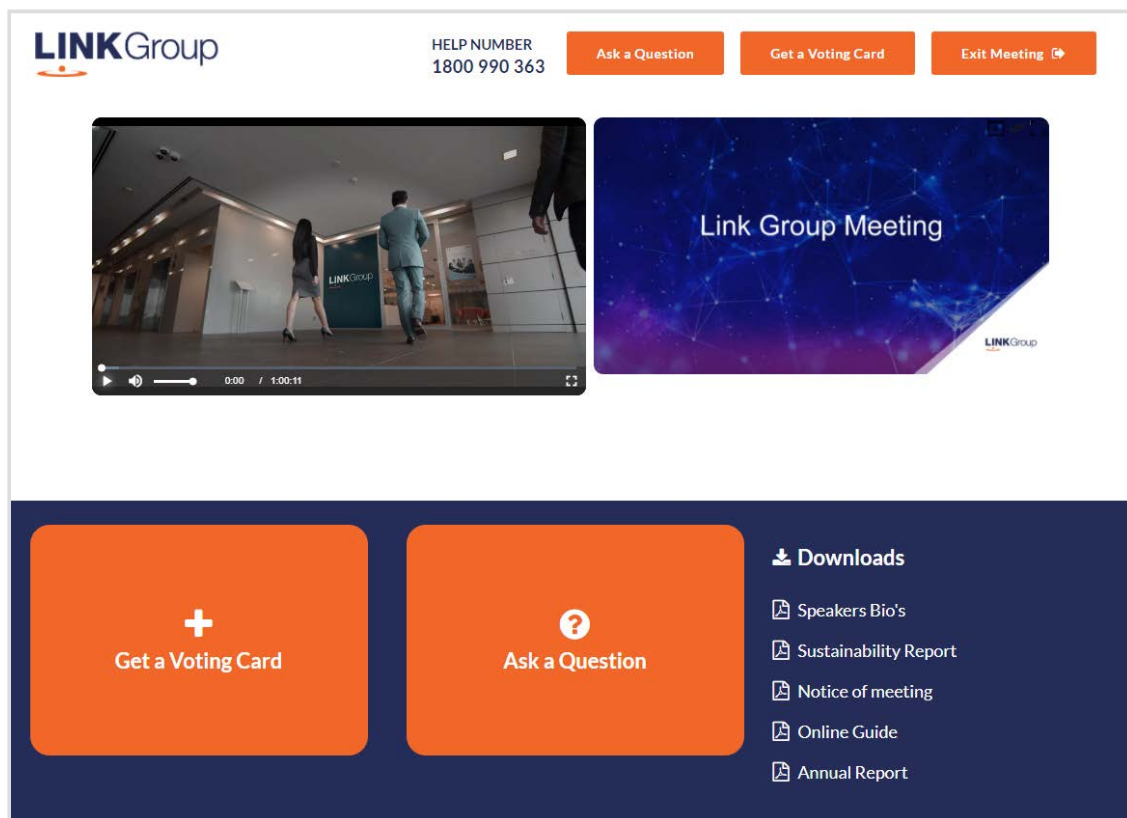
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

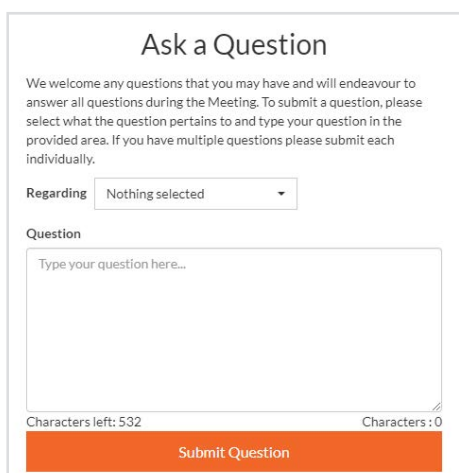
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently showing 'Nothing selected'. The 'Question' section is a large text area with the placeholder 'Type your question here...'. At the bottom, it shows 'Characters left: 532' and 'Characters: 0'. A red 'Submit Question' button is at the bottom.

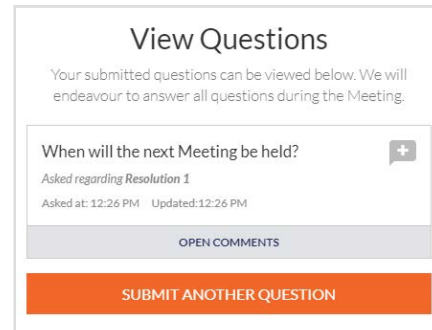
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card for 'When will the next Meeting be held?'. The card shows 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', and 'Updated: 12:26 PM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is a red button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: 1800 416 518 (within Australia)
+61 29189 8864 (International)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au