

ASX Announcement

ASX: KBC

Friday, 10 January 2025

CHANGE OF MEETING VENUE, TIME & PROXY FORM**IGNORE defective WAM Active documents sent to you****DIRECTORS DO NOT SUPPORT WAM Active's resolutions**

Keybridge Capital Limited (ASX: KBC) (**Keybridge**) advises that on 19 December 2024 it received a purported notice of meeting (**WAM Active Notice**) from WAM Active Limited (ASX: WAA) (**WAM Active**). The WAM Active Notice seeks to call a Keybridge general meeting on 10 February 2025 (**Meeting**) under section 249F of the Corporations Act 2001 (Cth) (Corporations Act).

To summarise its material terms, the WAM Active Notice proposes resolutions to remove all the current Keybridge board and to elect four new directors. Keybridge understands the defective WAM Active Notice has been posted to shareholders.

The enclosed official "Notice of General Meeting: Change of Venue" sets out the resolutions proposed, along with the correct meeting details for online attendance.

Keybridge has serious concerns that, while WAM Active holds more than 5% of Keybridge's ordinary shares and is therefore entitled to call a general meeting, it has not properly exercised this right.

On 17 December 2024, Keybridge advised that it would be holding a "spill meeting", to be held within 90 days of the AGM held on 29 November 2024, and WAM Active had separately provided a notice of intention, dated 27 November 2024, to nominate Mr Wilson, Mr Hamilton, Mr McCathie and Mr Ravell as directors of the Company at the next general meeting. Consequently, the Company has arranged for the "spill meeting" to be held on 3 February 2025.

The Meeting was purposefully called by WAM to occur on the same date at the exact time Keybridge and three (3) of its directors are required to be in court, at a different location, to defend another action brought by WAM Active.

WAM knew or ought to know that holding the Meeting at this time would be prejudicial to Keybridge's ability to hold the Meeting in a manner that gave the directors up for removal a fair opportunity to be heard at the Meeting and for the Chairman and Company Directors to properly attend to the affairs of the Meeting as contemplated by the Company constitution.

The use of a third-party registry to handle online voting at the Meeting, as proposed by WAM Active, is not an appropriate method that validly complies with the Company Constitution and may otherwise be restrictive or inaccurate in that the registry neither has the shareholder HIN/SRN information to properly identify shareholders, nor will it possess the register as at the time of the purported proxy close. The process makes it impossible, or at least impractical for the Company to properly verify the validity of purported votes through the proposed online



voting platform in a manner that complies with Clause 7.9(i) of the Company Constitution. Accordingly, all online votes made through the Boardroom platform will be disregarded.

The voting process proposed by WAM Active also makes it difficult for shareholders to vote, requiring them to first receive the paper notice in the mail to obtain their online voting information, potentially impacting the outcome of any resolution put at the Meeting. Shares held by external custodians as well as any shareholder with an out-of-date address may not be able to vote at the Meeting as they will receive neither the online voting information nor the paper proxy to complete, which is unnecessarily complicated and restrictive.

WAM Active has proposed a proxy delivery process that does not comply with the Company's Constitution. For a proxy to be validly counted, the Company's Constitution requires it must be received by the Company 48 hours prior to the start of the proposed meeting. The WAM Notice does not provide details of the Company by any of the methods required in s.250B(3) of the Corporations Act, or, alternatively, such details of an authorised agent of the Company. Misleadingly, WAM give a delivery address by hand at a location to which the Company is not familiar. Whilst the Company does not object to a shareholder first sending a proxy to a third party with instructions to provide it to the Company, the shareholder must be given the details of the Company or the Company's agent pursuant to the Corporations Act to be able to ensure their proxy is validly counted.

Keybridge believes that WAM Active's previous conduct on a s.249F meeting called by Keybridge to appoint directors on the WAM Active Limited board brings into question their credibility in managing online polling of shareholder votes and that leads Keybridge to the view that it would not be able to credibly rely upon the polling representations provided to it in the manner called by WAM Active.

Keybridge attaches Official Proxy Form: protecting shareholder rights to VOTE at the Meeting

Keybridge asks you to **IGNORE** the defective WAM Active Notice sent to you on 19 December 2024 and **VOTE** at the Keybridge meeting.

The Keybridge Board believes fundamentally in good corporate governance and shareholder rights, including the right to call a valid meeting of shareholders. The WAM Active Notice is defective in several material respects, which Keybridge has resolved to remedy by ensuring the Meeting is held in the usual way as required under section 249F of the Corporations Act.

Keybridge wants all shareholders to be able to participate as usual, with proper safeguards in place in relation to proxies and voting. Keybridge will therefore ensure the Meeting can proceed in the usual and proper way, by:

- changing the Meeting host venue to the usual venue, being:
Roof Top Conference Room
Level 7
370 St Kilda Road
Melbourne Victoria
- changing the time of the meeting to 4.30pm (Melbourne time) on the same day, 10 February 2025, to enable the Company's directors to attend to the court matters brought by WAM Active, scheduled to be heard on 10 February 2025, to facilitate the proper conduct of the Meeting and participation of directors up for removal.
- issuing valid Official proxy forms receivable by the Company
- allowing online voting with the Company's authorised agent in the usual format with existing secure logins.



A copy of the Official Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit the Company's Official Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online: <https://investor.automic.com.au/#/home>
By mail: Automic GPO Box 5193 Sydney NSW 2001
By hand: Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000
By email: meetings@automicgroup.com.au
By fax: +61 2 8583 3040

Your proxy voting instruction must be received by 4.30 pm (AEDST) on Saturday, 8 February 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

This General Meeting will be conducted as a hybrid meeting, with shareholders able to attend in person or by joining the teleconference facility that will be provided.

As WAM Active is responsible for all Meeting expenses, all associated costs will be invoiced to WAM Active and will not be incurred by Keybridge.

Meeting venue, time of Meeting & Proxy Form changed

Enclosed is a copy of the official Notice of General Meeting (Change of Meeting Venue & Meeting Time) (Official Notice) and proxy form (Official Proxy Form) for the Meeting, which is being sent to all Keybridge shareholders.

Important Meeting details: Monday, 10 February 2025 at 4:30 pm (Melbourne time)

Your Board DOES NOT SUPPORT ANY OF THE RESOLUTIONS

Keybridge's Board does not support any of the resolutions being proposed by WAM Active and recommends that shareholders vote AGAINST all resolutions at the Meeting.

We ask you to IGNORE the defective WAM Active Notice and defective WAM Active proxy form. Please refer to the Official Notice and Official Proxy Form for information regarding the Meeting and how to ensure your vote is counted.

Do not complete the defective documentation provided by WAM Active. Voting on defective documentation provided by WAM Active will invalidate your vote. Vote using the Official Proxy forms provided by Keybridge or via the secure online voting facility with the Company's Registry, Automic, to ensure your vote is counted.

Keybridge's Board will continue to focus on the Company's strategic goals and delivering on its investment objectives for shareholders.

Keybridge is concerned by WAM Active's continued actions to disrupt the efficient operations of the Company. After realising a \$16.5 million super profit on the Magellan Options (MGFO) trade in December 2023, the Company successfully defended nine (9) months of vexatious litigation from WAM Active, whereby WAM Active was seeking to wind-up the Company on the basis that it was insolvent, resulting in an order for costs in

Keybridge's favour. Notwithstanding the wind-up action, WAM Active sought to participate in a proposed share issue by the Company, which is the subject of a separate meeting scheduled for 3 February 2025.

Keybridge notes that on 19 December 2024, WAM Active purported to send a Notice under section 249F of the Corporations Act 2001 (Cth) to Keybridge shareholders to consider resolutions to remove all of the Company's directors and to appoint Mr Wilson, Mr Hamilton, Mr McCathie and Mr Ravell as directors. Keybridge continues to be disappointed in WAM Active's ongoing conduct to frustrate the efficient operation of the Company for what appear to be uncommercial purposes.

Keybridge also refers to its previous disclosure regarding the NSW Supreme Court proceedings brought against the Company by WAM Active which were heard on 11-13 November 2024, with His Honour Justice Nixon delivering his Judgement finding, amongst other things:

- WAM's application to wind Keybridge up for insolvency be dismissed with costs in favour of Keybridge;
- WAM's application to wind Keybridge up for oppression be dismissed with costs in favour of Keybridge; and
- WAM's application to wind Keybridge up on just and equitable grounds be dismissed with costs in favour of Keybridge.

Separately, WAM (without opposition from Keybridge) was granted leave to bring, if it elects to do so, a derivative suit against the Company's directors for granting a fee/bonus to Mr Bolton related to the \$16.5 million super profits Keybridge generated from its Magellan Options trade. The date of this hearing is currently scheduled for 10 February 2025, being the same date as the section 249F called by WAM Active.

During the WAM Active trial, an Independent Expert provided an affidavit and an Expert Report which contained the following comments:

- *I am of the view that the corporate governance standards in the company are remarkably high for a company so small.*
- *I am of the opinion that the amount of \$4.75 million agreed to be paid by Keybridge to Mr Bolton in 2 years' time to procure his personal commitments to the Standstill Deed was reasonable in the circumstances of Keybridge at that time.*
- *I am of the opinion that there were sound commercial reasons for deciding to make a loan to an entity owned by Mr Bolton earlier than the date upon which the \$4.75 million is payable (10 December 2025).*
- *The opportunity for Mr Bolton to breach the Standstill Deed, and thus forfeit the \$4.75 contingent payment, is as remote as one can imagine.*

This Expert evidence was unchallenged by WAM Active at the trial.

Keybridge spent approximately \$1 million in legal fees defending the legal action by WAM Active to wind up the Company over a disputed debt of circa \$275,000, despite this debt having been paid prior to the court hearing. Keybridge was successful in defending the proceedings and has been awarded costs of the proceeding.

Keybridge also considers that WAM Active (and each of its associated entities, including WAM International) and its nominated director Mr Sulieman Ravel have each breached the Corporations Act. Keybridge notes the following statement by WAM Active in its purported notice of meeting demonstrates the parties have breached s.606 of the Corporations Act by going from a voting interest in Benjamin Hornigold Limited below 20% to a voting interest above 20% by virtue of the association:



*“On 27 November 2024 Mr Sulieman Ravell consented to be nominated by WAM Active as a Director of Keybridge. This consent **might** be taken to give rise to a **technical association** between Mr Sulieman Ravell and WAM Active Limited and, for an **abundance of caution**, Mr Sulieman Ravell considered it was appropriate to disclose the same voting power as WAM Active.”*

Your vote is important

If you do not vote, WAM Active may be able to take control of Keybridge without paying any premium. Your vote is important to ensure that this does not happen.

Please submit your proxy appointment online through Keybridge's share registry's website at

Online <https://investor.automic.com.au/#/home> or by posting or delivering the Official Proxy Form to Keybridge's share registry (details are included in the Official Proxy Form).

Under no circumstances should Proxy Forms be returned to WAM Active. If you have already returned your proxy form to WAM Active you should contact the Company Secretary (John Patton on 0407 102 799 or by email: cosec@keybridge.com.au) to discuss your options, so as to ensure your important vote is valid and counted.

For your vote to count, proxies must be received by Keybridge not later than **4:30 pm (Melbourne time) on Saturday, 8 February 2025.**

If you have any questions, please call Managing Director Nicholas Bolton on 0412 606 899.

This announcement has been authorised by the Board of Keybridge Capital Limited.



Keybridge Capital Limited

ACN 088 267 190

NOTICE OF MEETING

TO SHAREHOLDERS OF

KEYBRIDGE CAPITAL LIMITED (ABN 16 088 267 190)

CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT 2001
(CTH)

CHANGE OF MEETING VENUE, TIME & PROXY FORM

Date of Meeting

Monday, 10 February 2025

Time of Meeting:

4:30 pm (AEDST)

Place of Meeting:

Roof Top Conference Centre
Level 7
370 St Kilda Road
Melbourne, VIC 3004

IMPORTANT NOTICE

The General Meeting has been convened by shareholder, WAM Active Limited (ASX: WAA), pursuant to section 249F of the Corporations Act 2001 (Cth).

This document is important and requires your immediate attention. If you are unsure what to do or have any questions in relation to the General Meeting, you should contact your legal, financial or other professional adviser. If you have already sold all of your Keybridge shares, please ignore this document.



NOTICE OF GENERAL MEETING:

CHANGE OF MEETING VENUE, TIME & PROXY FORM

NOTICE IS GIVEN that a General Meeting of shareholders of Keybridge Capital Limited ACN 16 088 267 190 (ASX: KBC) (**Keybridge** or **KBC** or **Company**) will be held at the Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria at 4:30 pm (Melbourne time) on Monday 10 February 2025 (**Meeting**).

This General Meeting was called under section 249F of the Corporations Act 2001 (Cth) (Corporations Act) by WAM Active Limited ACN 49 126 420 719 (ASX: WAA) (**WAM Active or Convening Shareholder**).

WAM Active, is a member of the Company, with more than 5% of the votes that may be cast at a General Meeting of the Company.

The Notice of Meeting and accompanying proxy form (**Meeting Materials**) is being sent to all shareholders and can be viewed and downloaded at the following link: www.keybridge.com.au or from the ASX Company Announcements Platform at asx.com.au (ASX: KBC).

A copy of the Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online: <https://investor.automic.com.au/#/home>

By mail: Automic GPO Box 5193 Sydney NSW 2001

By hand: Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

Your proxy voting instruction must be received by 4:30 pm (AEDST) on Saturday, 8 February 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

This General Meeting will be conducted as a physical meeting, with shareholders able to attend in person or by joining the teleconference facility that will be provided.

The Meeting Materials are important and should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company by email at cosec@keybridge.com.au.

Authorised for release by the Board on 10 January 2025:

A handwritten signature in black ink, appearing to read 'John Patton', is written over a circular stamp.

John Patton
Company Secretary
Keybridge Capital Limited

AGENDA

BUSINESS

To consider and, if thought fit, to pass the following resolutions, each as **ordinary resolutions**:

Resolution 1: Removal of Mr Nicholas Bolton as a Director

“That Mr Nicholas Bolton be removed as a Director of the Company with immediate effect.”

Directors’ Recommendation: The directors of the Company (with Mr Bolton abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 1.

Resolution 2: Removal of Mr John Patton as a Director

“That Mr John Patton be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Patton abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 2.

Resolution 3: Removal of Mr Antony Catalano as a Director

“That Mr Antony Catalano be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Catalano abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 3.

Resolution 4: Removal of Mr Richard Dukes as a Director

“That Mr Richard Dukes be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Dukes abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 4.

Resolution 5: Appointment of Mr Geoff Wilson as a Director

“That Mr Geoff Wilson be appointed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 5.

Resolution 6: Appointment of Mr Jesse Hamilton as a Director

“That Mr Jesse Hamilton be appointed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 6.

Resolution 7: Appointment of Mr Martyn McCathie as Director

“That Mr Martyn McCathie be appointed as a Director of the Company with immediate effect.”



Directors' Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 7.

Resolution 8: Appointment of Mr Sulieman Ravell as a Director

"That Mr Sulieman Ravell be appointed as a Director of the Company with immediate effect."

Directors' Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 8.

The Chair intends to vote all undirected proxies AGAINST Resolutions 1, 2, 3, 4, 5, 6, 7 & 8.

NOTES

1. DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, and in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person registered as a member as at 10:00am (Melbourne time) on Saturday 8 February 2025. This means that if you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Automic, no later than 10:00am (Melbourne time) on Saturday 8 February 2025 to be effective.

2. NOTES ON APPOINTMENT OF PROXY

A member who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for the member. A proxy may be an individual or a body corporate and need not be a member of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise.

A member who is entitled to cast two or more votes at the Meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the Meeting unless the member votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote "for" or "against", or to abstain from voting, on the resolution), or whether to leave the decision to the appointed proxy after discussion at the Meeting. Shareholders can direct their proxy how to vote by following the instructions on the proxy form.

You may appoint the Chairman of the General Meeting as your proxy by nominating the Chairman in the Proxy Form. If you return a Proxy Form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return their Proxy Form but your nominated proxy does not attend the Meeting, your proxy will revert to the Chairman. For resolutions determined on a poll, if your nominated proxy is either not recorded as attending the Meeting or does not vote on the resolution in accordance with your directions, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on that resolution.

Unless directed to vote otherwise, the Chairman of the Meeting intends to vote all available proxies **AGAINST** of all of the Resolutions.

3. VOTING

Voting on a resolution at the Meeting will be decided by a poll, so every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person (subject to any voting exclusions that apply in respect of a particular resolution). The proxy has the same rights as the member to speak at the Meeting, to vote (but only to the extent allowed by the appointment).



Where a share is held jointly and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the Meeting by a member's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Shareholders should contact the Company Secretary by email (cosec@keybridge.com.au) if they have any queries in respect of the matters set out in this Notice.

DATED THIS 10 January 2025

By order of the Board:



John Patton
Company Secretary

PROXY FORM

General Meeting

Keybridge Capital Limited ACN 088 267 190
www.keybridge.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://investor.automic.com.au/#/home>

Keybridge Capital Limited
Suite 614, 370 St Kilda Road
Melbourne VIC 3004

ENQUIRIES: cosec@keybridge.com.au

A. Appointment of Proxy

I/We being a shareholder/s of Keybridge Capital Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the s.249F General Meeting of Keybridge Capital Limited to be held at **4:30pm (Melbourne time) on Monday, 10 February 2025** at the **Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria**.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction **FOR** or **AGAINST**, or to **ABSTAIN**, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote **FOR** or **AGAINST**, or to **ABSTAIN** from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "AGAINST" Resolutions 1, 2, 3, 4, 5, 6, 7 & 8 as the Chair of the Meeting intends to vote undirected proxies.

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 on that resolution.

Chair to vote undirected proxies in favour of Resolutions 1, 2, 3, 4, 5, 6, 7 & 8: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 2, 3, 4, 5, 6, 7 & 8.

B. Voting Directions to Your Proxy – please mark ☒ to indicate your directions

RESOLUTIONS

FOR

AGAINST

ABSTAIN*

1. Removal of Mr Nicholas Bolton as a Director
2. Removal of Mr John Patton as a Director
3. Removal of Mr Antony Catalano as a Director
4. Removal of Mr Richard Dukes as Director
5. Appointment of Mr Geoff Wilson as a Director
6. Appointment of Mr Jesse Hamilton as a Director
7. Appointment of Mr Martyn McCathie as a Director
8. Appointment of Mr Sulieman Ravell as a Director

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If two proxies are being appointed, the proportion of voting rights this proxy represents is:

_____ %

- If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Elections

- ☐ mark ☒ if you want to make any changes to your address details (see Note 1 overleaf)
- ☐ mark ☒ if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- ☐ mark ☒ if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name


(Work_Tel) / (Mobile)
Contact Daytime Telephone

Date

Email: -----

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
 2. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.
 3. You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
 4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
 5. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
 6. A proxy need not be a shareholder of the Company.
 7. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
 8. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
 9. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:

Individual:	Where the holding is in one name, the shareholder should sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders must sign.
Companies:	<p>This form must be signed in accordance with the Corporations Act, either as:</p> <p>(a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);</p> <p>(b) two Directors; or</p> <p>(c) a Director or a Company Secretary.</p> <p>Please also sign in the appropriate place to indicate the office held.</p>
Power of Attorney:	If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
Deceased Estates:	All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
 10.  **Online Voting – <https://investor.automic.com.au/#/home>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
 11. **Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **4:30pm (Melbourne time) on Saturday, 8 February 2025** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.
- Proxy Forms may be lodged** by posting, or hand delivery to the address below:



By Mail

Automic Group
GPO Box 5193
Sydney NSW 2001



By Hand Delivery

Automic Group
Suite 5, Level 12
530 Collins Street
Melbourne VIC 3000