

15 September 2023

Company Announcements Office  
ASX Limited Exchange Centre  
20 Bridge Street SYDNEY NSW 2001

Dear Sir / Madam,

### **ANNUAL GENERAL MEETING 2023 – NOTICE OF MEETING**

Imdex Limited (ASX:IMD) will be holding its 2023 Annual General Meeting at 11.00 am (WST) on 19 October 2023 (Meeting).

Attached are copies of the following documents in relation to the Meeting:

- Letter to Shareholders regarding the Notice of Annual General Meeting 2023;
- Notice of Annual General Meeting 2023; and
- Proxy Form.

Yours faithfully  
**Imdex Limited**



**Michael Tomasz**  
Company Secretary

**This announcement has been approved for lodgement by the IMDEX Board of Directors**

## **ABOUT IMDEX**

IMDEX is a leading global Mining-Tech company, which enables successful and cost-effective operations for drilling contractors and resource companies. The Company develops drilling optimisation products and cloud-connected sensors to provide real-time rock knowledge and quality data. Together they enhance decision making and sustainable operations across the mining value chain – from the drill rig to the core farm and processing plant. [www.imdexlimited.com](http://www.imdexlimited.com)

## **FURTHER INFORMATION**

Kym Clements – IMDEX Investor Relations Officer

Mobile: 0415 181 172 Email: [kym.clements@imdexlimited.com](mailto:kym.clements@imdexlimited.com)

15 September 2023

**Annual General Meeting of Imdex Limited**  
**to be held on Thursday, 19 October 2023 at 11:00am (AWST)**

Dear Shareholder,

You are invited to attend the Annual General Meeting of the shareholders of Imdex Limited (**Company**) (ASX: IMD) to be held at the Company offices at 216 Balcatta Road, Balcatta, Western Australia, on Thursday, 19 October 2023 at 11:00am (AWST).

In accordance with the section 110D of the *Corporations Act 2001 (Cth)*, the notice of meeting and accompanying explanatory statement (the **Meeting Materials**) will not be physically dispatched but instead are being made available to shareholders electronically, unless they have made a valid election to receive documents in hard copy. You are able to view and download the Meeting Materials at: <https://www.imdexlimited.com/investors/asx-announcements>. If you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

For those who have nominated an email address and have elected to receive electronic communications from the Company, an email will be sent to their nominated email address with a link to an electronic copy of the Meeting Materials.

In order to be able to receive electronic communications by email from the Company in the future, please update your shareholder details online at [www.computershare.com.au/easyupdate/imd](http://www.computershare.com.au/easyupdate/imd) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in, you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting. If you prefer not to vote online, please return the attached proxy form in the return envelope provided. Your proxy voting instructions must be received by 11.00am AWST on Tuesday, 17 October 2023.

If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely,

Michael Tomasz  
Company Secretary

# 2023

## Notice of Annual General Meeting and Explanatory Statement

The IMDEX logo is located in the bottom left corner. It consists of the word "IMDEX" in a bold, white, sans-serif font, followed by a small trademark symbol (TM). The background of the entire page is a scenic photograph of a mountain range at sunrise or sunset, with a large, stylized 'X' graphic overlaid in the center. The 'X' is composed of vertical lines and a dotted pattern.

11.00am (AWST) on Thursday, 19 October 2023 at  
216 Balcatta Rd, Balcatta, Western Australia

# Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Imdex Limited will be held at 216 Balcatta Rd, Balcatta, Western Australia, Australia on **Thursday, 19 October 2023 commencing at 11.00am (AWST)**.

## ITEMS OF BUSINESS

### 1. Financial Statements

To receive and consider the Annual Report, together with the Directors' and Auditor's reports, for the year ended 30 June 2023 (as set out in the Annual Report).

### 2. Resolution 1 - Re-election of Ms Trace Arlaud

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

*"That, for the purposes of ASX Listing Rule 14.5, Rule 17.4 of the Constitution, and for all other purposes, Ms Trace Arlaud who retires from the office of Director at the end of the Meeting, and being eligible, offers herself for re-election, is re-elected as a Director".*

### 3. Resolution 2 - Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act and all other purposes, the Directors' and Key Management Personnel Remuneration Report for the year ended 30 June 2023 be approved".*

The vote on this Resolution 2 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

#### **Voting restriction pursuant to section 250R of the Corporations Act**

A vote on this Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 2 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and

(c) either:

- (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (2) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - (A) does not specify the way the proxy is to vote on the Resolution; and
  - (B) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

## OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

## NOTES

### 1. Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting. Details of the definitions and abbreviations used in this Notice of Meeting are set out in the Glossary to the Explanatory Statement.

### 2. Poll

All Resolutions will be conducted by poll.

### 3. Proxies

Please note that:

- (a) a member of Imdex entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of Imdex entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

### 4. Voting by Proxy

- 4.1 A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the Voting Directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.
- 4.2 If the Chairman is to act as your proxy in relation to the meeting (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the Voting Directions section of the Proxy Form, the Chairman intends to vote all valid undirected proxies in respect of each of the Resolutions in favour of the relevant Resolution.
- 4.3 If you are in any doubt as to how to vote, you should consult your professional adviser.

### 5. Proxy Instructions

The enclosed Proxy Form for the Meeting provides further details on appointing proxies and lodging the Proxy Form. Proxies must be returned by 11.00am (AWST) on 17 October 2023.

## 6. Corporate Representatives

If a representative of a Shareholder corporation is to attend the Meeting, a “Corporate Representative Certificate” should be completed and produced prior to the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Please contact the Company’s Share Registry for a pro forma certificate if required. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

## 7. Shareholders Eligible to Vote

- 7.1 Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) permits Imdex to specify a time, not more than 48 hours before the Meeting, at which a “snap shot” of Shareholders will be taken for the purposes of determining Shareholders' entitlements to vote at the Meeting.
- 7.2 The Directors have determined that all Shares of Imdex on the register as at 4.00pm (AWST) on 17 October 2023 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

By order of the Board of Directors

**Imdex Limited**

**Michael Tomasz** Company Secretary

Dated: 18 September 2023

## EXPLANATORY STATEMENT

### Purpose of this Document

This Explanatory Statement has been prepared to assist Shareholders with their consideration of the Resolutions in the accompanying Notice of Annual General Meeting

### 1. Resolution 1 - Re-election of Ms Trace Arlaud as Director

Mr Ivan Gustavino who was up for re-election at this AGM has elected to retire from the Board. The Board thanks Mr Gustavino for his dedicated service to the Company over the past 8 years.

In accordance with ASX Listing Rule 14.5, at every annual general meeting an election of Directors must be held. Further, and pursuant to Rule 17.4 of the Constitution, at every AGM one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time and unless mutually agreed, by lot. Currently, both Trace Arlaud and Anthony Wooles were re-elected at the same time at the 2021 AGM.

Ms Trace Arlaud, a Non-Executive Director of the Company since 2021, will be retiring at the end of the meeting and seeks re-election for the purposes of Rule 17.4 of the Constitution and for all other purposes pursuant to Resolution 1 of the Notice of Meeting.

A record of Ms Arlaud’s attendance at Board meetings over the 12-month period to 30 June 2023 is set out in the Annual Report as are further details concerning her qualifications and experience.

### Directors’ Recommendation

The Directors (other than Ms Arlaud) recommend that Shareholders vote in favour of Resolution 1 to re-elect Ms Arlaud.

### 2. Resolution 2 – Remuneration Report

Included within the Annual Report is a Remuneration Report that sets out the details of the remuneration of all Directors and senior executives. In addition, it describes the Board’s remuneration policy.

In accordance with section 250R(2) of the Corporations Act, the Board submits the Remuneration Report to Shareholders for their consideration and adoption by way of a non-binding resolution as required by the Corporations Act. The vote on this Resolution is advisory only and does not bind the Directors or the Company. Therefore, if Resolution 2 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Company's remuneration report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days, at which all of the Directors must stand for re-election.

The Company notes that its remuneration report for the year ended 30 June 2022 did not receive 25% or more of votes against its adoption at last year's annual general meeting. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a spill resolution to Shareholders.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

### **Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies**

As set out in the voting exclusion statement to Resolution 2, there are restrictions on members of the Key Management Personnel or their Closely Related Parties and their proxies voting on Resolution 2.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act and the ASX Listing Rules.

## Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

**\$** means Australian dollars.

**AGM** means an annual general meeting of the Company.

**Annual Report** means the annual report of the Company for the year ended 30 June 2023.

**ASX** means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the official listing rules of ASX as amended from time to time

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

**Board** means the board of Directors of the Company.

**Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Closely Related Party** has the meaning defined in the Corporations Act.

**Company** or **Imdex** means Imdex Limited ABN 78 008 947 813.

**Constitution** means the Constitution of the Company.

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

**Corporations Regulations** means *Corporations Regulations 2001* (Cth).

**Director** means a person appointed to perform the duties of a director of the Company.

**Explanatory Statement** means this explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** or **KMP** has the meaning defined in the Corporations Act and means those individuals identified within the Remuneration Report.

**Meeting** or **Annual General Meeting** means the Annual General Meeting of the Company convened by this Notice and to be held at 11.00 am (AWST) on 19 October 2023.

**Notice** or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 30 June 2023.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a member of the Company from time to time.







INDEX LIMITED  
ABN 78 008 947 813

IMDRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Tuesday, 17 October 2023.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

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



I N D

# Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Imdex Limited hereby appoint

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Imdex Limited to be held at 216 Balcatta Road, Balcatta, WA 6021 on Thursday, 19 October 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

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

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

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of Ms Trace Arlaud	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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