



CARETEQ LIMITED
ACN 612 267 857

Notice of Annual General Meeting
Explanatory Memorandum & Proxy Form

Notice is given that the Meeting will be held at:

DATE: Thursday 28 November 2024

TIME: 10.00AM (AEDT)

VENUE: Virtual meeting held at
https://us02web.zoom.us/webinar/register/WN_X8U-h7RIQ8agqmamor7vYg

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

This Notice of Meeting 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.



CARETEQ LIMITED

Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Thursday 28 November 2024 at 10.00am (AEDT)** virtually.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences). If a Shareholder has nominated for electronic communications, they will receive the Notice by email. Other Shareholders will receive a postcard with a URL link to the Notice and Proxy Form.

MEETING ATTENDANCE

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted**

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting.

Questions must be submitted by email to info@careteq.com.au at least 48 hours before the Meeting.

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

Voting on all Resolutions at the Meeting will be conducted by poll.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AEDT on 26 November 2024.

If you have any queries on how to cast your votes, please email Automic at:
meetings@automicgroup.com.au.

VOTING BY ATTORNEY

Shareholders intending to attend the Meeting by attorney must ensure that they have provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- If the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- If the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

If the proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:

- the proxy is not recorded as attending the Meeting; or
- the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

If you appoint the Chair of the Meeting as your proxy, you can direct the Chair to vote for or against or abstain from voting on the Resolutions.

The Chair intends to vote undirected proxies in favour of Resolutions 2 – 7.

CORPORATE REPRESENTATIVES

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic no less than 24 hours prior to the Meeting.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the Meeting. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may submit any written questions addressed to the Company or its external auditor via the address on the proxy form or to Careteq Limited via email at info@careteq.com.au no later than 48 hours prior to the Meeting.

The Company or its external auditor will either answer the questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Shareholders may also submit questions to the Board related to any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to info@careteq.com.au no later than 48 hours prior to the Meeting.

ENQUIRIES

Shareholders are asked to contact the Company at info@careteq.com.au or the Company Secretary at david.lilja@dlkadvisory.com.au or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.

CARETEQ LIMITED

Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Thursday 28 November 2024 at 10.00am (AEDT)** virtually.

The Explanatory Memorandum to this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

No Resolution will be required to be passed on this matter. However, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to each of the aforementioned reports during consideration of these items.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

A voting exclusion statement applies to this Resolution.

RESOLUTION 2 – RE-ELECTION OF NON-EXECUTIVE DIRECTOR – MR BRETT CHEONG

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

“That, for the purposes of clause 20.7 of the Constitution, ASX Listing Rule 14.5, and for all other purposes, Mr Brett Cheong, who retires by rotation and being eligible, offers himself for re-election, be re-elected a Director, effective immediately.”

RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED

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 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares issued to Covenant Holdings (WA) Pty Ltd ATF The Boyd No 3 Trust, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement applies to this Resolution.

RESOLUTION 4 – RATIFICATION OF PRIOR SHARES ISSUED

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 7.4 and for all other purposes, Shareholders ratify the issue of 1,571,428 Shares issued to Sage Capital Group Pty Ltd, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement applies to this Resolution.

RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO MR ALEXANDER BOYD

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 10.11.1 and ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Performance Rights and Option Plan to Mr Alexander Boyd, a former Director of the Company who held office within 6 months prior to the date of this Notice, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement applies to this Resolution.

RESOLUTION 6 – APPROVAL OF THE PERFORMANCE RIGHTS AND OPTION PLAN

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 7.2 (Exception 13), section 259B(2) and section 260C(4) of the Corporations Act and for all other purposes, approval is given for the Company to adopt the Performance Rights and Option Plan (**the Plan**) and issue securities under the Plan from time to time, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”*

A voting exclusion statement applies to this Resolution.

RESOLUTION 7 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That, for the purposes of 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 the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice.”

DATE: 30 October 2024

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D. Lilja', with a large, stylized flourish underneath.

DAVID LILJA
COMPANY SECRETARY

VOTING EXCLUSION STATEMENTS

Under the Corporations Act and ASX Listing Rule 14.11, voting exclusions apply to the following Resolutions:

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

A vote must not be cast on Resolution 1 by any KMP, details of whose remuneration are included in the Remuneration Report, or their Closely Related Party (in any capacity), unless the vote is cast as a proxy:

- a) for a person who is entitled to vote on Resolution 1 and the vote is cast in accordance with the directions on the proxy form; or
- b) by the Chair as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. Covenant Holdings (WA) Pty Ltd;
- b. The Boyd No 3 Trust;
- c. New Medical Enterprises Pty Ltd;
- d. Mr Michael Boyd;
- e. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- f. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – RATIFICATION OF PRIOR SHARES ISSUED

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Sage Capital Group Pty Ltd;
- b. Sequoia Corporate Finance Pty Ltd;
- g. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- h. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO MR ALEXANDER BOYD

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. Mr Alexander Boyd;
- b. Boskert Trust;
- g. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- h. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 5 by any KMP or their Closely Related Party (in any capacity), unless the vote is cast as a proxy:

- a) for a person who is entitled to vote on Resolution 5 and the vote is cast in accordance with the directions on the proxy form; or
- b) by the Chair as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

RESOLUTION 6 – APPROVAL OF THE PERFORMANCE RIGHTS AND OPTION PLAN

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the Performance Rights and Option Plan, and any associates of that person.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

KEY MANAGEMENT PERSONNEL

KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the CTQ Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, at the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2024.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.careteq.com.au/investors-centre/>.

No resolutions will be required to be passed on this matter.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

In accordance with section 250R(2) of the Corporations Act, a Resolution adopting the Remuneration Report contained within the Directors' Report must be put to a vote.

Shareholders are advised that in accordance with Section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

1.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this non-binding Resolution.

1.3 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRETT CHEONG

2.1 General

Clause 20.6(a) of the Constitution provides that a Director must not hold office (without re-election) past the third annual general meeting following that Director's appointment or three (3) years, whichever is longer. Clause 20.7 of the Constitution provides that the Company must hold an election of Directors at each annual general meeting of the Company.

Pursuant to clause 20.7 of the Constitution and ASX Listing Rule 14.5, Mr Cheong, has elected to retire by rotation, and being eligible, seek re-election as a Director of the Company from Shareholders.

2.2 Qualifications

Mr Brett Cheong – Non-Executive Chairman

Brett has over 40 years' experience within the healthcare industry at all levels of management. A former director of Paragon Care (ASX: PGC) for 9 years and former managing director of Axishealth Pty Ltd for 9 years prior to its acquisition by Paragon Care. Brett's depth of experience spans sales and marketing, product design and development and manufacturing and product sourcing.

Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Cheong.

The Board conducts ongoing reviews in connection with the performance of Board members and considers that Mr Cheong's skills and experience continue to enhance the Board's ability to perform its role.

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED

3.1 General

On 8 December 2023, the Company issued 10,000,000 Shares to Covenant Holdings (WA) Pty Ltd ATF The Boyd No 3 Trust as partial consideration for the acquisition of HRM Referrals. As announced on 7 December 2023, the Company entered into a binding agreement to acquire the business and assets of New Medical Enterprises Pty Ltd trading as HMR Referrals for the total consideration of \$250,000 cash and \$250,000 in ordinary shares at \$0.025 per share.

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 shares it had on issue at the start of that period. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

3.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If this Resolution is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 7 being passed at this Meeting.

3.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- a) 10,000,000 Shares were issued to Covenant Holdings (WA) Pty Ltd ATF The Boyd No 3 Trust;
- b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - ii. issued more than 1% of the issued capital of the Company;
- c) 10,000,000 Shares were issued and the Shares were issued under the same terms and conditions as the Company's existing shares;
- d) the Shares were issued on 8 December 2023;
- e) the issue price was \$0.025 per Share;
- f) the purpose of the issue of Shares was to satisfy partial consideration for the acquisition of HRM Referrals; and
- g) the Shares were issued under the terms of the Business Sale Agreement between the Company and the vendor, being a total consideration \$250,000 cash and \$250,000 in ordinary shares at \$0.025 per share.

3.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

3.5 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 4 – RATIFICATION OF PRIOR SHARES ISSUED

4.1 General

On 5 June 2024, the Company issued 1,571,428 Shares to Sage Capital Group Pty Ltd, a wholly owned subsidiary of Sequoia Financial Group Ltd in lieu of cash payment for services provided to the Company.

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 shares it had on issue at the start of that period. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

4.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If this Resolution is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 7 being passed at this Meeting.

4.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- a) 1,571,428 Shares were issued to Sage Capital Group Pty Ltd;
- b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - ii. issued more than 1% of the issued capital of the Company;
- c) 1,571,428 Shares were issued and the Shares were issued under the same terms and conditions as the Company's existing shares;
- d) the Shares were issued on 5 June 2024;
- e) the issue price was \$0.021 per Share;
- f) the purpose of the issue of Shares was to satisfy consideration owed for the provision of services to the Company; and

- g) the Shares were issued under an agreement between the Company and the service provider containing terms and scope of service, including fees payable as follows:
- i. Monthly retainer of \$3,000 per month for 10 months between September 2023 to June 2024, for investor relations services and activity.

4.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

4.5 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO MR ALEXANDER BOYD

5.1 General

Subject to Shareholder approval being obtained under this Notice, it is proposed that a total of 2,000,000 unlisted options (**Options**) be issued to Mr Alexander Boyd, a former Director of the Company who held office within 6 months prior to the date of this Notice, and subsequently transferred with the sale of the Sofihub business to Directed Technologies Group Pty Ltd (**Directed**) as announced on 31 July 2024.

A summary of the material terms of the Options are as follows:

Term	Description
Exercise price	\$0.015 per option
Vesting condition	Minimum 12 months employment with Directed from 1 August 2024
Expiry date	1 August 2026

In addition, the following points are noted in relation to the Options:

- a) Each Option carries the right in favour of its holder to subscribe for one share.
- b) The only vesting conditions that apply to the exercise of the Options is the passage of time.
- c) The Options are not transferable other than in limited circumstances and with the Board's prior written consent.
- d) Prior to the issue of a share on exercise of the Option, the Option's holder does not have any right to participate in dividends in respect of that Option.
- e) In the event the Company is made an offer that, if accepted, will result in the Company undergoing a change of control event, the Board may at its discretion determine unvested Options become vested and provide for a specific period of time in which these Options may be exercised in accordance with terms of the Options.
- f) Options do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.

Director and related party approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;

- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

ASX Listing Rule 10.11.1 provides that a listed company must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities.

Where the listed entity is a body corporate, its related parties include:

- a) an entity that controls the listed entity;
- b) if the listed entity is controlled by an entity that is not a body corporate, the persons making up that entity;
- c) directors of the listed entity or of an entity that controls the listed entity;
- d) spouses and de facto spouses of anyone referred to in (b) and (c) above;
- e) parents and children of anyone referred to in (b), (c) and (d) above;
- f) an entity controlled by anyone referred to in (a) – (e) above unless it is also controlled by the listed entity;
- g) anyone who has fallen within (a) – (f) above within the past 6 months;
- h) anyone who believe or has reasonable grounds to believe that they are likely to fall within (a) – (f) at any time in the future; and
- i) anyone acting in concert with someone referred to in (a) – (h) above.

5.2 Technical information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15.2, Mr Alexander Boyd falls within 10.14.1 of the ASX Listing Rules, given that he was a Director of the Company within the past 6 months.

The following information in relation to the issue of Options under the Performance Rights and Options Plan (**the Plan**) is provided to shareholders for the purposes of ASX Listing Rule 10.15:

- a) Mr Alexander Boyd was a Director of the Company within the past 6 months and eligible to participate in the Plan.
- b) The Options are proposed to be issued as part of Mr Boyd's transfer with the sale of the Sofihub business to Directed Technologies Group Pty Ltd.
- c) The maximum number of Options that may be granted to Mr Boyd is 2,000,000.
- d) Mr Boyd does not currently hold any securities under the Plan.
- e) The Options will be issued for nil consideration and will be issued within 14 days following the date of the Meeting, if approved by Shareholders.
- f) The value that the Company attributes to the Options is based on a Black-Scholes model. The assumptions underlying the calculations are as follows:
 - Share price: \$0.014
 - Expected life: 2 years
 - Risk-free rate (r): 4.068%
 - Expected share volatility (q): 80.00%
 - Dividend yield: 0%

Using this method of valuation, the Company has determined an initial value of \$0.0061 per option, total value of \$12,094.

The above inputs and resultant valuation will be updated as at the date of the granting of the Options.

- g) A copy of the Company's Performance Rights and Option Plan pertaining to the material terms of the Plan is annexed to this Notice.
- h) The Company confirms that no loan has been offer to Mr Boyd in relation to the grant of the Options.
- i) Details of securities issues under the employee incentive scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- j) Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issued of securities under the employee incentive scheme after the approval of this Resolution, and who are not named in this Notice, will not participate until approval is obtained under that rule.

5.3 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- obtain shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

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

The proposed issue of the Options to Mr Boyd constitutes giving a financial benefit and the recipient is a related party of the Company by virtue of being a Director. The Board (other than the recipient, who has a material interest in the outcome of the Resolution) considers that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Options pursuant to the exceptions in sections 210 and 211 of the Corporations Act as the proposed issue of the Options are considered reasonable in the circumstances and were negotiated on arm's length terms.

5.4 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Options.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Options.

5.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

5.6 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 6 – APPROVAL OF THE PERFORMANCE RIGHTS AND OPTION PLAN

6.1 General

The Company is seeking shareholder approval to renew the Company's Performance Rights and Option Plan (**the Plan**) in order to assist in the motivation, retention and reward of employees of the Company and its subsidiaries.

The Board is committed to incentivising and retaining the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The Plan will enable employees, Directors or such other persons as the Board should deem fit, to receive options or performance rights to acquire shares in the Company.

No directors or their associates can or will be issued options under the Plan unless shareholder approval of specific issued to them is obtained.

Shareholder approval is sought to issue up to 11,855,936 Equity Securities (Options each conditionally entitling the applicable holder to one fully paid ordinary share upon exercise or achievement of the applicable milestone). Any additional issues under the Plan above that number will require further shareholder approval, unless the total number of securities issued, other than issues to certain parties whose participation in the Plan is excluded from the threshold by operation of the Corporations Act or the ASX Listing Rules, does not exceed 5% of the then issues shares of the Company.

The objectives of the Plan are to:

- Attract and retain Eligible Participants by providing them with an incentive to join and remain employed or engaged with the Group in the long term;
- Incentivise the performance of Eligible Participants in achieving the strategic objective of the Group;
- Recognise the ongoing ability of Eligible Participants and their expected efforts and contribution in the long term to the performance and success of the Group; and
- Provide Eligible Participants with the opportunity to acquire securities in the Company in accordance with these Rules,

with the result of aligning interests between the Company and Eligible Participants.

6.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities under the Plan to Eligible Participants over a period of 3 years. The issue of Equity Securities to Eligible Participants under the Plan (up to the maximum of 11,855,936 Securities or 5% of the then issues shares of the Company) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Equity Securities under the Plan to Eligible Participants, but any issues of securities will reduce the Company's capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the Equity Securities.

6.3 ASX Listing Rule 7.1 and 7.2

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 exception 13 provides an exception to ASX Listing Rule 7.1 for securities issue under an employee incentive scheme within 3 years after shareholder approval of the scheme. The Company therefore seeks approval of the employee incentive scheme under ASX Listing Rule 7.2 exception 13 so that issues of securities under the the Plan does not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

Since the the Plan's inception, a total of 7,651,134 options issued under the the Plan have been cancelled, lapsed or expired since being issued. Nil options issued under the the Plan have to date been exercised. Currently there are 3,936,513 options on issue pursuant to the Plan.

A copy of the Company's Performance Rights and Option Plan is annexed to this Notice.

6.4 Section 259B(2) and section 260C(4) of the Corporations Act

Shareholder approval is also sought for the purposes of sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth).

The Plan provides for the Company to take security over shares issued under the Plan, and to place restrictions on transfer and voting which may also constitute taking security over its own shares. Section 259B(1) of the Corporations Act provides that the company must not take security over shares in itself except as permitted by the Corporations Act. Section 259B(2) provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general meeting of the Company.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting of the Company. The Plan provides that the Company may make loans in respect of shares or other securities issued or to be acquired under the the Plan and/or acquire shares or other securities to be held on trust for eligible participants. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities.

6.5 Board Recommendation

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the shareholders in respect of the Plan. The Chair in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution.

6.6 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 7 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

7.1 General

ASX Listing Rule 7.1A enables eligible entities, subject to shareholder approval by Special Resolution, such as the Company to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this notice, the Company;

- a) is not included in the S&P/ASX300 Index; and
- b) has a market capitalisation equal to or less than the prescribed amount of \$300 million.

The Company is seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Directors to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

A Special Resolution requires a special majority, meaning 75% of the vote validly cast on Resolution 5 must be in favour of the Resolution.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see below).

If this Resolution is passed, the Company will be able to issue Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Shareholders do not approve this Resolution, the Company will not have the capacity to issue additional Equity Securities under the 10% Placement Facility, nor will it issue any Equity Securities under the 10% Placement Facility. The Company will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

a) **Period for which the 7.1A mandate is valid**

The 7.1A mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- i. the date that is 12 months after the date of this Meeting;
- ii. the time and date of the Company's next annual general meeting; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

b) **Minimum Price**

Any Equity Securities issued under Listing Rule 7.1A must be an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of

Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph 10.2(b)(i), the date on which the Equity Securities are issued.

c) Use of funds

The purposes for which the funds raised by an issue of Equity Securities (for cash consideration only) under Listing Rule 7.1A.2 may be used by the Company include:

- i. consideration for the acquisition/s of new assets and investments, including the expenses associated with such acquisition/s; and
- ii. continued expenditure on the Company's current business and/or general working capital.

d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under Listing Rule 7.1A, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 3 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issued price of Shares under ASX Listing Rule 7.1A.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.0060 50% decrease in issue price	\$0.0120 issue price	\$0.0240 100% increase in issue price
Current Variable A 237,118,720 Shares	10% voting Dilution	23,711,872	23,711,872	23,711,872
	Funds raised	\$142,271	\$284,542	\$569,085
50% increase in Variable A 355,678,080 Shares	10% voting Dilution	35,567,808	35,567,808	35,567,808
	Funds raised	\$213,407	\$426,814	\$853,627
100% increase in Variable A 474,237,440 Shares	10% voting Dilution	47,423,744	47,423,744	47,423,744
	Funds raised	\$284,542	\$569,085	\$1,138,170

The table above uses the following assumptions:

1. There are currently 237,118,720 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 3 October 2024.
3. The company issues the maximum possible number of Equity Securities under ASX Listing Rule 7.1.
4. The issue of Equity Securities under ASX Listing Rule 7.1A consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.

The risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under ASX Listing Rule 7.1A.2 includes the risk that:

- i. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- ii. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

e) Allocation policy under ASX Listing Rule 7.1A

The allocation policy which will apply will be determined at the relevant time but to the extent that it relates to a private placement capital raising, Equity Securities will be issued to sophisticated and professional investors who are identified by the Company with the assistance of the relevant lead manager (if any). It is not expected that any related party of the Company, member of Key Management Personnel, adviser to the Company or associate of the aforementioned will be issued more than 1% of the Company's issued capital at the time of the issue. Any issue to a related party of the Company will require shareholder approval under ASX Listing Rule 10.11.

f) Previous approval under ASX Listing Rule 7.1A

As this is the Company's first annual general meeting, the Company has not previously obtained approval under ASX Listing Rule 7.1A.

7.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

7.4 Voting Exclusion

As at the date of dispatching this notice, the Company is not proposing to issue Equity Securities under ASX Listing Rule 7.1A and has not identified or invited any person to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution under ASX Listing Rule 7.3A.7.

DISCLOSURE

The Company considers this Explanatory Memorandum to contain all material information known to it that could reasonably be required by Shareholders in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Annual General Meeting or **Meeting** or **AGM** means the meeting convened by the Notice.

Annual Financial Report means the 2024 annual report of the Company containing the financial report for the period ended 30 June 2024, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 30 August 2024.

Associate has the meaning given to it in the Corporations Act.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Australia Partners dated 12 September 2024 as included in the Annual Financial Report.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Automic means Automic Registry Services, being the share register for the Company.

Board means the current board of directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the chair of the Meeting.

Closely Related Party of a member of Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Act 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Careteq Limited (ACN 612 267 857).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum mean the explanatory memorandum accompanying this Notice.

Key Management Personnel or **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Annual General Meeting or **Notice of Meeting** or **Notice** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Relevant Interest has the meaning given to it in the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

ANNEXURE A – PERFORMANCE RIGHTS AND OPTION PLAN

Performance Rights Plan Rules

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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IN PERSON:

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BY EMAIL:

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