



Noumi Limited
8a Williamson Road
Ingleburn NSW 2565
Australia
ABN 41 002 814 235

11 October 2024

ASX Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

2024 Annual General Meeting

Noumi Limited (**ASX: NOU**) provides the following documents sent to shareholders today:

- Chair's Letter to Shareholders
- Notice of Annual General Meeting
- Proxy Form (sample)
- Q&A Form (sample)

Investor inquiries:

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Company Secretary
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This announcement was authorised for release by the Company Secretary

About Noumi Limited

Noumi (ASX: NOU) is a leading Australian FMCG company with a mission to create quality, on-trend, responsibly produced dairy and plant-based beverages, nutritional products and ingredients used across the health and fitness industries. The Company operates state-of-the-art manufacturing facilities in Victoria and NSW and produces key brands including the MILKLAB range of long-life dairy and plant-based milks, Australia's Own, So Natural, Crankt, Vital Strength and PUREnFERRIN lactoferrin. <https://noumi.com.au/>





Noumi Limited
8a Williamson Road
Ingleburn NSW 2565
Australia
ABN 41 002 814 235

11 October 2024

Dear fellow Shareholder,

2024 Annual General Meeting

I am pleased to invite you to the 2024 Annual General Meeting (AGM) of Noumi Limited. The meeting will be held on Tuesday 12 November 2024, starting at 11:00am (AEDT).

At the meeting, Noumi's Chief Executive Officer, Michael Perich, and I will provide an overview of the Company's performance during the 2024 financial year.

Additional information regarding Noumi's performance is contained in the 2024 Annual Report, which can be viewed on the Company's website at <https://noumi.com.au/investors/reports-results-presentations/2024/>

The items of business to be considered at the AGM are set out in the Notice of Meeting, which can be accessed on the Company's website at <https://noumi.com.au/investors/reports-results-presentations/2024/> together with explanatory notes and the Board's voting recommendations.

Stuart Black and Tim Bryan will be seeking re-election at this meeting and the Board unanimously supports their re-election.

We will also be putting a resolution to the meeting in relation to an increase of the Non-Executive Directors' Remuneration Pool to provide the Company with the flexibility to increase the number of Board members in the future and allow for transition periods, as part of an active Board renewal and succession-planning process

The AGM will be conducted as an in-person meeting, with shareholders able to attend at the offices of Arnold Bloch Leibler, Level 24, Chifley Tower, 2 Chifley Square, Sydney NSW 2000.

Shareholders will also be able to participate in the business of the AGM by:

- asking questions before the meeting in accordance with the directions in the Notice of Meeting; and
- voting on the resolutions to be considered at the AGM by completing and lodging the enclosed Proxy Form, or by voting online at <https://investor.automic.com.au/#/loginsah> in accordance with the directions in the Notice of Meeting.

Further information on how shareholders can participate in the AGM (including how to register, vote and ask questions) is set out in the Notice of Meeting.

I look forward to welcoming you to Noumi's 2024 AGM.

Yours sincerely,

A handwritten signature in cursive script that reads "Genevieve Gregor".

Genevieve Gregor
Chair





Noumi Limited

ABN 41 002 814 235

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting
12 November 2024

Time of Meeting
11:00 am (AEDT)

Place of Meeting
Arnold Bloch Leibler
Level 24, Chifley Tower
2 Chifley Square
Sydney NSW 2000

A Proxy Form is enclosed
Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting you are encouraged to submit a Proxy appointment in accordance with the specified directions.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Noumi Limited ABN 41 002 814 235 ("Company") will be held in person at 11:00 am (AEDT) on Tuesday, 12 November 2024 for the purpose of transacting the following business referred to in this Notice of Annual General Meeting ("Notice"). Shareholders are able to attend the meeting at the offices of Arnold Bloch Leibler at Level 24, Chifley Tower, 2 Chifley Square, Sydney NSW 2000.

The Explanatory Memorandum, Entitlement to Attend and Vote section and the Proxy Form are part of this Notice.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2024.

All Shareholders can view the Company's Annual Report, which contains the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2024, on the Company's website at <https://noumi.com.au/investors/>

Shareholders are not required to vote on this item.

1. Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as an **advisory resolution**:

"That the Company's Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2024 be adopted."

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. The Remuneration Report is contained in the 2024 Annual Report (available at <https://noumi.com.au/investors/>).

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the vote is cast (including as a proxy); or
- (b) as a proxy by a member of the Key Management Personnel as at date of the Meeting or their Closely Related Parties.

However, the Company need not disregard a vote by a person as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel or their Closely Related Parties, details of whose remuneration are included in the Remuneration Report, and either:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) it is cast by the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

2. Resolution 2 – Re-election of Stuart Black as a Director

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

"That, Stuart Black, who retires in accordance with clause 25.11 of the Company's Constitution and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

3. Resolution 3 – Re-election of Tim Bryan as a Director

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

"That, Tim Bryan, who retires in accordance with clause 25.11 of the Company's Constitution and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

4. Resolution 4 – Increase to the Non-Executive Directors' Remuneration Pool

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

"That, for the purposes of ASX Listing Rule 10.17 and clause 28.2 of the Company's Constitution, and for all other purposes, the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors of the Company be increased by \$315,000 from \$1,050,000 to \$1,365,000 per annum inclusive of statutory entitlements."

Voting Exclusion Statement for Resolutions 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 4 by or on behalf of:

- (a) any Director; or
- (b) an associate (as that term is defined in the ASX Listing Rules) of any Director.

However, this does not apply to a vote cast in favour of Resolutions 4, by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate (as that term is defined in the ASX Listing Rules) of a person excluded from voting, on Resolution 4; and
 - b. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 4 by a member of the Key Management Personnel or any of their Closely Related Parties as a proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 4, even though it is connected with the remuneration of Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 4. Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

OTHER BUSINESS

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

By order of the Board

Justin Coss
Company Secretary
11 October 2024

ENTITLEMENT TO ATTEND AND VOTE

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person; or
- appointing a proxy to attend and vote on their behalf by submitting their proxy appointment and voting instructions online, or by completing the proxy form accompanying this Notice and sending it by post or by facsimile, as directed on the proxy form.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide the Company with adequate evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e., where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any voting exclusion rules set out in this Notice.
- However, where a member of the Key Management Personnel or their Closely Related Parties is appointed as a proxy, the proxy may only vote on Resolutions 1 and 4 if the vote is cast by that person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy

appointment will not be counted in calculating the required majority.

- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by the Share Registry of the Company no later than 11.00am (AEDT) on Sunday 10 November 2024 (48 hours before the Meeting).
- Proxies may be lodged using any of the following methods:
 - Voting online:
<https://investor.automic.com.au/#/loginsah>
Instructions on voting online will be available on both the proxy form and the email broadcast.
 - By returning a completed proxy form via email, in person or by post to:

- By Email:
meetings@automicgroup.com.au

- By Mail:
Automic
GPO Box 5193
Sydney NSW 2001

- By Hand:*
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

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

or

- By fax:

+61 2 8583 3040

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11.00am (AEDT) on Sunday, 10 November 2024. If facsimile

transmission is used, the power of attorney must be certified.

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

Shareholders who are entitled to vote

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 set out in the Register of Shareholders as at 7.00pm (AEDT) on Sunday, 10 November 2024.

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

Shareholder Questions – Submitted prior to the Meeting

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please submit the Meeting Question Form available on the Company's website at <https://noumi.com.au/investors/> to companysecretary@noumi.com.au

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Tuesday, 5 November 2024 (being no later than the fifth business day before the Meeting is held). Questions will be collated, and during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to Shareholders.

Conduct of Meeting

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

PARTICIPATION IN THE MEETING

There are a number of ways Shareholders and interested parties can participate in the Meeting:

- **Attending in person:** Shareholders may attend in person, ask questions and vote.
- **Voting prior to the AGM:** Shareholders who are unable to join us at the Meeting in person are encouraged to cast a direct vote prior to the meeting, or alternatively, to appoint a proxy to participate and vote on their behalf. If shareholders direct their proxy how to vote, the shareholder's votes will be cast at the meeting in accordance with those directions.

Shareholders can cast their direct vote or appoint a proxy online at <https://investor.automic.com.au/#/loginsah> or by following the instructions on the Voting Form. These must be submitted by no later than 11:00am (AEDT) on Sunday, 10 November 2024 to be valid.

Even if you plan to attend the meeting, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the meeting so that your votes can be counted if for any reason you cannot attend in person.

Enclosures

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the Meeting by proxy.

Shareholders are encouraged to use the online voting facility that can be accessed on the Company's share registry's website <https://investor.automic.com.au/#/loginsah> to ensure the timely and cost-effective receipt of your proxy.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Noumi Limited (the **Company**).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum and the Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

FINANCIAL REPORT

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2024 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The Company's Annual Report 2024 is available on the ASX's website at <https://www.asx.com.au/markets/company/nou> and on the Company's website at <https://noumi.com.au/investors/>

No resolution is required to be put to Shareholders in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chair will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2024 Annual Report for consideration and adoption.

The Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration

Report is set out in the Company's Annual Report 2024 and is also available on the ASX's website at www.asx.com.au and the Company's website at [www.noumi.com.au](https://noumi.com.au).

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and the Key Management Personnel and any service agreements and sets out the details of any share-based compensation.

As with FY21, FY22 and FY23 the Chief Executive Officer waived his entitlement to any variable incentives. However, he is eligible and has chosen to participate in any applicable FY24 variable incentives.

Voting

Please refer to the Notice of Meeting for the voting exclusions that apply to Resolution 1.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), the Directors unanimously recommend that Shareholders vote **in favour** of adopting the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

RESOLUTION 2 – RE-ELECTION OF STUART BLACK AS A DIRECTOR

Pursuant to clause 25.11 of the Company's Constitution, Stuart Black retires by rotation from the office of Director at this meeting and offers himself for re-election to the Board.

Stuart was appointed as an Independent Non-Executive Director of the Company in March 2021 and is currently Chair of the Finance and Audit Committee of the Board.

Stuart is a Chartered Accountant with extensive experience in business. He retired in 2013 as managing partner of an accounting practice specialising in agribusiness to concentrate his time on non-executive director roles and has over 25 years' experience as an ASX non-executive director. He is a Past President of

the Institute of Chartered Accountants of Australia, the inaugural Chair and a past board member of the Accounting Professional and Ethical Standards Board and served as the Australian representative on the International Federation of Accountants SMP Committee. Stuart is former Chair of the Chartered Accountants Benevolent Fund Limited and a former director of the Country Education Foundation of Australia Limited. In 2012, Stuart was appointed a Member of the Order of Australia for services to the profession of accounting, to ethical standards, as a contributor to professional organisations and to the community.

Stuart is Chair of the Finance and Audit Committee and a member of the Risk and Compliance Committee.

Stuart has confirmed that he has sufficient time to fulfil his responsibilities as Director and Chair of the Finance and Audit Committee if he is re-elected to the Board.

What majority of votes is required to pass Resolution 2?

Resolution 2 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

Directors' recommendation

The Board considers Stuart to be an Independent Non-Executive Director.

The Board supports the re-election of Stuart Black as he contributes to the Board significant experience as set out above.

The Board (other than Stuart) unanimously recommend that Shareholders vote **in favour** of Resolution 2.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

RESOLUTION 3 – RE-ELECTION OF TIM BRYAN AS A DIRECTOR

Pursuant to clause 25.11 of the Company's Constitution, Tim Bryan, retires by rotation from the office of Director at this meeting and offers himself for re-election to the Board.

Tim was appointed as a Non-Executive Director of the Company in January 2021 (having previously served as an alternate Director) and is currently Chair of the Risk and Compliance Committee of the Board.

Tim is the Chief Executive Officer of the Perich Group of companies, where he also holds numerous directorships across a diverse portfolio covering private equity, direct property, agriculture and manufacturing. Other relevant experience includes senior business advisory and board roles in the private sector.

Tim also contributes his time as a director for charitable organisations in the health sector including the Kids of the Ingham Institute for Applied Medical Research, where he also chairs the Finance and Audit Committee. Tim is Chair of the Risk and Compliance Committee and a member of the Finance and Audit Committee and the People and Culture Committee.

Tim has confirmed that he has sufficient time to fulfil his responsibilities as Director and Chair of the Risk and Compliance Committee if he is re-elected to the Board.

What majority of votes is required to pass Resolution 3?

Resolution 3 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

Directors' recommendation

The Board does not consider Tim to be an Independent Director.

The Board supports the re-election of Tim Bryan as he contributes to the Board significant experience as set out above.

The Board (other than Tim) unanimously recommend that Shareholders vote **in favour** of Resolution 3.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

RESOLUTION 4 – INCREASE TO THE DIRECTORS' REMUNERATION POOL

Pursuant to clause 28.2 of the Company's Constitution, ASX Listing Rule 10.17 and for all other purposes, the Company is seeking approval from Shareholders to increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors of the Company by \$315,000 from \$1,050,000 to \$1,365,000 per annum.

The current maximum aggregate amount of \$1,050,000 was approved by Shareholders at the Company's Annual General Meeting in November 2019.

In accordance with ASX Listing Rule 10.17, the fees payable by the Company to its Non-Executive Directors includes superannuation contributions for the benefit of a Non-Executive Director but does not include other payments that may be payable to the Non-Executive Directors as provided for in the Constitution, such as out-of-pocket expenses, or securities issued to a Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with the approval of Shareholders.

Individual Non-Executive Director's fees shall be established by the Board on the recommendation of the People and Culture Committee within the aggregate fees approved by Shareholders having regard to matters including internal factors such as the Company's financial performance and external factors such as fees paid by other Australian publicly listed companies.

The Company is seeking Shareholder approval to increase the remuneration pool for Non-Executive Directors to provide the Company with flexibility to increase the number of Board members in the future and allow for transition periods, as part of an active Board renewal and succession-planning process. This will ensure that the Company's interests are best served in its next period of growth and development.

The current maximum aggregate cap for Non-Executive Directors' fees does not provide sufficient funds for flexibility with regard to the above factors and for any

payments to provide for additional Independent Non-Executive Directors.

Following receipt of Shareholder approval at the Company's 2023 Annual General Meeting on 30 November 2023, the Company issued the following options to Non-Executive Directors and the Company's Chief Executive Officer under the terms of the Company's Long Term Incentive Plan:

- 1,049,082 options to Woolwich Family Pty Ltd as trustee for the Woolwich Family Trust (an entity associated with Genevieve Gregor);
 - 629,642 options to CE4 Super Pty Limited as trustee of Chapman and Eastway No. 4 Superannuation Fund (an entity associated with Stuart Black);
 - 734,358 options to Anthony Perich;
 - 629,642 options to Jane McKellar;
 - 629,642 options to Karooli Pty Ltd as trustee for the T.B. Bryan Family Trust (an entity associated with Tim Bryan)
- (each being Non-Executive Directors); and
- 3,225,446 options to Michael Perich.

No other securities have been issued to any Non-Executive Director under rule 10.11 or 10.14 with the approval of shareholders at any time within the preceding 3 years.

What majority of votes is required to pass Resolution 4?

Resolution 4 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

Voting

Please refer to the Notice of Meeting for the voting exclusions that apply to Resolution 4.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

Given the interests of Non-Executive Directors on this Resolution, the Board does not consider it appropriate to make a recommendation on this Resolution.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

GLOSSARY

Annual Report means the Annual Report of the Company for the year ended 30 June 2024.

ASX means ASX Limited ABN 98 008 624 691 and includes any successor body.

ASX Listing Rules means the official listing rules of the ASX (as their application is affected by any waiver granted by ASX to the Company).

Board means the board of Directors of the Company.

Chair means the chair of the meeting as appointed in accordance with the Constitution.

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

Company means Noumi Limited ABN 41 002 814 235.

Company Secretary means the company secretary of the Company.

Constitution means the Company's current constitution.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel (or **KMP**) has the meaning given to that term in the Corporations Act.

Meeting means the Annual General Meeting of the Company as contemplated by this Notice.

Notice means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

Remuneration Report means the Company's Remuneration Report for the year ended 30 June 2024.

Resolution means a resolution proposed pursuant to the Notice.

Share means a fully paid ordinary share in the Company.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

Shareholder means the holder of a Share in the Company.

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 10 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://automic.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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

[illegible]

Please use this form to submit any questions about Noumi Limited ("the Company") that you would like us to respond to at the Company's 2024 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

Please submit the Meeting Question Form to companysecretary@noumi.com.au. To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (AEDT) on Tuesday, 5 November 2024**.

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

