



Notice of Annual General Meeting & Explanatory Statement

Australian Bond Exchange Holdings Limited

ACN 629 543 193

Held at: Australian Bond Exchange Holdings Limited, Level 19, 15 Castlereagh Street, Sydney NSW 2000 and online via the Zoom webinar, at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809).

Held on: 29 November 2024

Commencing: 10:00AM (Sydney time)

<p>This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.</p>

Letter from the Chair

Dear Shareholders,

The Board is pleased to advise that at its meeting of 18 October 2024, Mr Anthony Hartman was appointed to act as the Chair of the 2024 Annual General Meeting.

We are also pleased to invite you to the 2024 Annual General Meeting of Australian Bond Exchange Holdings Limited (**Company** or **Australian Bond Exchange Holdings**). The Annual General Meeting will be held at the Company's offices, Level 19, 15 Castlereagh Street, Sydney NSW 2000. This year we are once again offering Shareholders the ability to attend the AGM virtually via the Zoom webinar, at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809).

The business to be considered at the Annual General Meeting is provided in Part A of this Notice of Annual General Meeting and an Explanatory Statement in relation to each of the proposed Resolutions is provided in Part D of this Notice of Annual General Meeting. The business to be considered includes a resolution to approve a convertible note raising of up to \$10 million, which will be used for working capital and future growth opportunities available to the Company.

Shareholders will be able to participate in the Annual General Meeting via the Zoom online platform at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809). Further information on how to do this is set out at Part B of this Notice of Annual General Meeting. Shareholders will be able to hear and view the Annual General Meeting on their own computer or device and ask questions.

Shareholders are encouraged to submit a directed proxy before the Annual General Meeting.

Shareholders can vote by proxy by completing the enclosed Proxy Form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the Proxy Form. Proxies must be received no later than 10:00AM (Sydney time) on 27 November 2024 to be valid for the Annual General Meeting.

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Vicki Grey, on +61 411 872 978.

Dated: 31 October 2024

Yours sincerely

Anthony Hartman
2024 AGM Chair
Australian Bond Exchange Holdings Limited

Part A – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting of the Company will be held as follows:

Held at: Australian Bond Exchange Holdings Limited, Level 19, 15 Castlereagh Street, Sydney NSW 2000 and online via the Zoom webinar, at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809), at: 10:00AM (Sydney time) on 29 November 2024.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting at Part C.

ORDINARY BUSINESS

1. Agenda Item 1 - Resolutions

1.1 Receipt and consideration of accounts and reports

To receive and consider the financial report of the Company and its controlled entities, and the related reports of the Directors (including the Remuneration Report) and the Auditor, for the year ended 30 June 2024.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

1.2 Resolution 1: Adoption of Remuneration Report

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

“That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2024 be adopted.”

Note: In accordance with the Corporations Act, this Resolution is advisory only and does not bind the Company or the Directors of the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Voting exclusion:

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being, those persons described as such in the Remuneration Report) and a Closely Related Party of such a member. However, the Company need not disregard a vote if it is cast by a person (including the Key Management Personnel or their Closely Related Parties) as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on this Resolution but expressly authorises the person chairing the meeting to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their Closely Related Parties for the purposes of Resolution 1 (excluding the Chair) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chair's box on the proxy form, you acknowledge that the Chair of the meeting will vote in favour of this item of business as your proxy. The Chair will vote undirected proxies in favour of Resolution 1.

1.3 Resolution 2: Re-Election of Anthony Hartman as a Director of the Company
To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, Mr Anthony Hartman, who was appointed as a Director of the Company to fill a casual vacancy on 19 January 2024, retires at this Annual General Meeting and, being eligible for re-election, offers himself for re-election, is hereby re-elected as a Director of the Company."

Voting exclusion:

There are no voting exclusions on this Resolution.

1.3 Resolution 3: Re-Election of Michael Vanderdonk as a Director of the Company

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

"That, Mr Michael Vanderdonk, who retires by rotation at this Annual General Meeting and, being eligible for election as a Director of the Company, offers himself for election, is hereby elected as a Director of the Company."

Voting exclusion:

There are no voting exclusions on this Resolution.

1.5 Resolution 4: Capital raising by Convertible Note

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Convertible Notes, each with a face value of \$1.00, to raise up to \$10,000,000 on the terms and conditions set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Convertible Notes (except a benefit solely by reason of being a holder of ordinary shares in the Company), and any associate of that person or those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- 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.

Part B – How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the meeting in person or virtually or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

1. How to vote

You may vote in one of three ways:

- attending the meeting and voting in person (if a corporate shareholder, by representative); and
- voting by proxy (see below on how to vote by proxy).

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Evidence of the appointment of a corporate representative must be lodged with the Company before the Annual General Meeting.

Alternatively, a corporation may appoint a proxy.

4. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above.

5. Virtual participation

Shareholders can participate in the Annual General Meeting via the online platform, Zoom webinar, at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809).

Shareholders who wish to participate in the Annual General Meeting online may do so by registering via the above link. After registering, you will receive a confirmation email containing information about joining the webinar.

If you choose to participate in the meeting this way, you will be able to view the Annual General Meeting live and ask questions online.

Shareholders will also have the ability to submit questions prior to the Annual General Meeting by emailing their questions to the Company Secretary at vicki.grey@bondexchange.com.au at least 48 hours before the Annual General Meeting.

6. 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 Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details are set out below.

7. 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 and, if it does:

- 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 of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie 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 (ie as directed).

8. Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; 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 of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

9. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00pm (Sydney time) on 27 November 2024. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

10. Voting procedure

Every question arising at this Annual General Meeting will be decided by a poll. Every person entitled to vote who is present in person, or by proxy, representative or attorney will have one vote for each voting Share held by that person.

11. Enquiries

For all enquiries, please contact the Company Secretary, Vicki Grey, on +61 411 872 978.

Part C – Glossary

Sydney time	Australian Eastern Daylight Time in Sydney, New South Wales.
Annual General Meeting	The Annual General Meeting of Shareholders to be held on 29 November 2024.
Annual Report	The Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2024.
Auditor's Report	The Auditor's Report in the Financial Report.
Auditor	The Company's auditor from time to time.
ASIC	Australian Securities and Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Board	The board of directors of the Company.
Chair	Mr Anthony Hartman, an independent executive of the Company, who will act as the chair of the Annual General Meeting.
Closely Related Party	Has the meaning given to that term in section 9 of the Corporations Act.
Company	Australian Bond Exchange Holdings Limited ACN 629 543 193.
Company Secretary	The company secretary of the Company, Vicki Grey.
Constitution	The constitution of the Company.
Convertible Note Deed	The proposed convertible note deed to be issued by the Company to proposed investors in respect of their subscription for Convertible Notes.
Convertible Notes	Unsecured redeemable notes convertible into Shares, each with a face value of \$1.00, to be issued on the terms of the Convertible Note Deed.
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act.
Directors	The directors of the Company at the date of the Annual General Meeting.
Directors' Report	The annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities included in the Annual Report.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D of this booklet.
Financial Report	The financial report for the year ended 30 June 2024, prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Glossary	The glossary contained in Part C of this booklet.
Key Management Personnel	Persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any

	<p>Director of the Company (executive and non-executive). The Key Management Personnel during the 2024 Financial Year are listed in the Remuneration Report and include:</p> <ul style="list-style-type: none"> • Bradley McCosker – Managing Director & Chief Executive Officer • Michael Vanderdonk – Director & Chief Technology Officer • Nick Baber - Managing Director ABE Capital Markets (resigned on 31 May 2024) • Kevin Hall - Chief Operating Officer (position made redundant 9 March 2024) • Simon McCarthy - General Manager, Policy and Operations (resigned 21 July 2023)
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part A of this booklet.
Proxy Form	The proxy form accompanying this booklet.
Remuneration Report	The remuneration report of the Company for the year ended 30 June 2024 contained in the Directors' Report.
Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Shareholders	The holders of Shares and Shareholder means any one of them.
Shares	Fully paid ordinary shares on issue in the share capital of the Company and Share means any one of them.

Part D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held at Australian Bond Exchange Holdings Limited, Level 19, 15 Castlereagh Street, Sydney NSW 2000 and online via the Zoom webinar, at <https://us02web.zoom.us/j/87521009717?pwd=2TtIDvDte5EJWnS70w0mVOc1FeudPk.1> (Passcode: 005809), commencing at 10:00AM (Sydney time) on 29 November 2024.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Defined terms used in this Explanatory Statement have the meanings given to them in the Glossary accompanying this Explanatory Statement at Part C.

Further information

If you have any queries in respect to any of the matters set out in this booklet, please contact the Company Secretary, Vicki Grey, on +61 411 872 978.

1. Receipt and consideration of accounts and reports

A copy of the Annual Report for the financial year ending 30 June 2024 (which incorporates the Company's Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution costs associated with doing so for all Shareholders.

You may obtain a copy free of charge in hard copy form by contacting the Company Secretary by phone at +61 411 872 978, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website <https://www.bondexchange.com.au/investor-relations/> or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no Resolution is required on these reports.

2. Resolution 1 – Adoption of Remuneration Report

2.1 Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the annual general meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the annual general meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s Directors (other than the Managing Director) must go up for re-election.

2.2 Directors' recommendations and interests

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

3. Resolution 2 –Re-Election of Anthony Hartman as a Director of the Company

3.1 Background

Clause 10.3(b) of the Constitution provides that there be an election of Directors at each annual general meeting of the Company which may be satisfied through the re-election of an existing Director. Further, ASX Listing Rule Listing Rule 14.4 states that a Director who is appointed to fill a casual vacancy, must stand for re-election at the next Annual General Meeting.

Mr Hartman was appointed as a Director of the Company on 19 January 2024 to fill a casual vacancy. As such, Mr Hartman retires at the Annual General Meeting, and being eligible, offers himself for re-election.

Mr Hartman has qualifications in finance and law, and has over 20 years of experience in financial services in Australia, NZ, UK, EU, HK and North America. He has held senior positions with such at major financial institutions, including JP Morgan Investment Management, Citigroup Inc and Macquarie Group Ltd. In financial services, Anthony’s experience has been primarily in listed markets in sales, discretionary portfolio management and structured situations. He also brings to the Board extensive experience in private equity in both listed and unlisted companies in a variety of diverse industries.

3.2 Directors' recommendations and interests

The Board (with Anthony Hartman abstaining), recommends that Shareholders vote in favour of the re-election of Anthony Hartman given his extensive financial services industry experience and network within the financial services industry. The Chair of the meeting intends to vote undirected proxies in favour of Mr Hartman’s re-election.

4. Resolution 3 – Re-Election of Michael Vanderdonk as a Director of the Company

4.1 Background

ASX Listing Rule Listing Rule 14.4 states that a Director who must not continue to hold office past the third Annual General Meeting after his appointment (or 3 years, whichever is longer) without offering himself for re-election.

As a co-founder of the Company, Mr Vanderdonk has overseen the technical and engineering design of the infrastructure and systems. He has over 25 years of experience in the Information Technology and Telecommunications industry, developing strategy and implementing business initiatives. Mr Vanderdonk worked at EMC (now Dell EMC) Asia on infrastructure, Cloud based

computing, big data, artificial intelligence and data science. He also previously held roles at CSC Australia, KPMG Consulting and Credit Suisse.

4.2 Directors' recommendations and interests

The Board (with Michael Vanderdonk abstaining), recommends that Shareholders vote in favour of the re-election of Michael Vanderdonk given his extensive design and implementation experience in relation to the types of technology projects undertaken by the Company. The Chair of the meeting intends to vote undirected proxies in favour of Mr Vanderdonk's re-election.

5. Resolution 4 – Capital raising by Convertible Note

5.1 Background

The Company is proposing to undertake a capital raising by way of the issue of up to 10,000,000 Convertible Notes, each with a face value of \$1.00, to sophisticated and professional investors (each being a sophisticated or professional investor for the purposes of section 708 of the Corporations Act) (**Investors**) to raise up to \$10,000,000 (**Offer**).

Given the issue of Convertible Notes under the Offer will result in an issue of securities greater than 15% of the issued capital of the Company, the Company is seeking the approval of Shareholders for the issue of the Convertible Notes to the Investors on the terms set out below.

The Convertible Notes will have a term of 3 years from the date of issue, a coupon of [7%- 10% pa], and a conversion price calculated to be the lower of 80% of the 90-day VWAP of the Shares at the time of conversion. The Convertible Notes may only be converted after 12 months from the date of issue of the Convertible Notes.

The Shares issued upon conversion of the Convertible Notes will be fully paid ordinary Shares ranking equally with the Company's existing Shares at the time of issue.

The Company will apply to ASX for quotation of the Shares on the ASX.

5.2 Effect of the Offer

The principal effect of the Offer (assuming the maximum number of Convertible Notes are issued under the Offer) will be to:

- (a) increase the number of Convertible Notes on issue from 3,500,000 as at the date of this Notice to up to 13,500,000 Convertible Notes; and
- (b) increase cash reserves of the Company by up to \$10,000,000 (before expenses).

5.3 Purpose of the Offer and use of funds

It is intended that the funds raised by the issue of the Convertible Notes will be used for working capital and to invest in future growth opportunities available to the Company.

The above is a statement of current intentions as at the date of this Notice, and is subject to change at the discretion of the Board, taking intervening events or new circumstances into account.

5.4 Overview of regulatory approval requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**) without Shareholder approval.

The Company does not have sufficient capacity under its 15% Placement Capacity to issue the Convertible Notes under the Offer. As such, approval under ASX Listing Rule 7.1 is being sought to enable the Company to issue the Convertible Notes under the Offer. If Shareholder approval is not granted for the issue of the Convertible Notes, the Company will not be able to proceed with the Offer, and will need to secure capital through some other form of raising.

5.5 Specific information

ASX Listing Rule 7.3 requires certain information to accompany a Notice of Extraordinary General Meeting in relation to approval sought under ASX Listing Rule 7.1. This information is set out below:

ASX Listing Rule 7.3 requirement	Information
Names of the allottees or basis on which they will be identified or selected:	<p>The Convertible Notes will be issued to sophisticated and professional investors (each being a sophisticated or professional investor for the purposes of section 708 of the Corporations Act).</p> <p>None of the Investors will be persons who would be captured by ASX Listing Rule 10.11 (e.g. related parties of the Company, a substantial holder of the Company with a shareholding of 30% or more, etc.).</p>
Number and class of securities to be issued:	Convertible Notes convertible into Shares on the terms of the Convertible Note Deed.
Terms of the securities:	<p>The Convertible Notes have a term of 3 years from the date of issue, a coupon of [7-10%pa], and a conversion price calculated to be the lesser of 80% of the 90 day VWAP of the Shares at the time of conversion. The Convertible Notes may only be converted after 12 months from the date of issue of the Convertible Notes.</p> <p>The Shares issued upon conversion of the Convertible Notes will be fully paid ordinary Shares ranking equally with the Company's existing Shares at the time of issue.</p> <p>The Company will apply to ASX for quotation of the Shares on the ASX.</p>
Date by which the securities will be issued:	The Company will issue the Convertible Notes no later than 28 th February, 2025.]
The issue price of the securities:	<p>Convertible Notes to the maximum value of \$10 million.</p> <p>The conversion price of the Convertible Notes will be calculated to be the lesser of 80% of the 90 day VWAP of the Shares at the time of conversion.</p>
The intended use of funds raised:	See paragraph 5.3.
Summary of material terms of the agreement	A summary of the material terms of the Convertible Note Deed is set out below.
Voting exclusion statement:	A voting exclusion statement is contained in the Notice of Extraordinary General Meeting.

5.6 Convertible Note Deed

The Convertible Note Deed contains the following material terms:

- (a) The Convertible Notes are unsecured.
- (b) Interest rate of [7-10]% per annum, payable in cash or Shares at the Convertible Note holder's election.
- (c) Maturity date of 3 years from the date of issue of the Convertible Notes (**Maturity Date**).
- (d) Conversion Price the lesser of 80% of the 90 day VWAP of the Shares at the time of conversion.
- (e) Conversion of some of all of the Convertible Notes can occur at any time after 12 months of the date of issue and before the Maturity Date. If the Convertible Note holder wishes to be repaid in cash rather than convert, such an election must be made no less than 90 days prior to the Maturity Date.
- (f) If the Convertible Notes have not been redeemed or converted prior to the Maturity Date, the Company must repay the outstanding amount to the Investor in cash on the Maturity Date and the Convertible Notes will be deemed to have been redeemed by the Company on that date.
- (g) Events of default:
 - (i) the Company breaches the terms of the Convertible Note Deed and fails to rectify such a breach within 10 Business Days;
 - (ii) breach of warranty by the Company; and
 - (iii) any form of insolvency event occurs in respect of the Company.
- (h) On the occurrence of an event of default, the Convertible Note holder may, by notice to the Company, either:
 - (i) require repayment of all moneys owing, and the Company must immediately pay those moneys (included accrued interest and fees); and/or
 - (ii) cancel its obligations (if any) under the Convertible Note Deed.
- (i) If at any time there is any reorganisation of the issued capital of the Company, then the number of Convertible Notes will be adjusted as appropriate and consistent with that reorganisation.

The Convertible Note Deed otherwise contains terms customary and usual for an agreement of that nature.

5.7 Directors' recommendations and interests

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Each Director who is also a Shareholder and who is not otherwise restricted from voting intends to vote in favour of Resolution 4.

The Chairman of the Extraordinary General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

ABE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 27 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Australian Bond Exchange Holdings Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Australian Bond Exchange Holdings Ltd to be held at Australian Bond Exchange Holdings Limited, Level 19, 15 Castlereagh Street, Sydney, NSW 2000 and as a virtual meeting on Friday, 29 November 2024 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Anthony Hartman as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-Election of Michael Vanderdonk as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Capital raising by Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		
<input type="text"/>	<input type="text"/>		



ABERM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Australian Bond Exchange Holdings Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Australian Bond Exchange Holdings Ltd