

Dear Shareholder

## Constellation Technologies Limited Annual General Meeting

The Company hereby announces that its 2023 Annual General Meeting of Shareholders will be held on Thursday 30 November 2023 at 2.00pm (AEDT). This meeting will be held as a virtual online meeting.

The agenda of the meeting will be to consider the following items of business:

- Financial Statements
- Remuneration Report
- Re-election of Director – Mr Anoosh Manzoori
- Issue of Performance Rights to a Director - Mr Kartheek Munigoti
- Issue of Performance Rights – Ms Archita Shankar
- Approval under Section 200B of the Act – Ms Terri Bakos

Please note that this meeting is a Virtual Meeting.

**Shareholders wishing to attend the meeting are requested to register at the Company's website [www.ct1limited.com](http://www.ct1limited.com) no later than 2.00pm on 28 November 2023 to enable the Company to verify your eligibility to attend the meeting.**

**Once all attendees are verified, an email will be sent to attendees with a link to participate in the meeting using our Webinar facilities.**

At the meeting, the Chairman and management will provide an update to shareholders. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at [terri@ct1limited.com](mailto:terri@ct1limited.com) at least 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are strongly encouraged to vote prior to the meeting by submitting their proxy form in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

By order of the Board



Terri Bakos  
Company Secretary  
27 October 2023

# Notice of Annual General Meeting

## Constellation Technologies Limited ACN 009 213 754

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Notice is given that the 2023 Annual General Meeting (AGM or Meeting) of Constellation Technologies Limited ACN 009 213 754 (Company or CT1) will be held on Thursday 30 November 2023 at 2.00pm (AEDT).

This meeting will be a Virtual Meeting and there will not be a physical meeting that shareholders can attend or vote at in person. Shareholders may attend the meeting virtually by registering at:

[www.ct1limited.com](http://www.ct1limited.com)

Shareholders wishing to attend the virtual meeting are requested to register their attendance no later than 2.00pm on 28 November 2023.

Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our live webinar facilities.

Shareholders will be able to virtually attend and watch the proceedings of the Meeting (which will be broadcast as a live webinar), submit questions and vote on resolutions during the live webinar.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at [terri@ct1limited.com](mailto:terri@ct1limited.com).

Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting.

Shareholders are also strongly encouraged to consider voting in advance of the Meeting by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 2.00pm, 28th November 2023). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website [www.asx.com.au](http://www.asx.com.au), search code "CT1".

## BUSINESS

### 1. Financial Statements and Reports

To receive the Annual Financial Report, including the directors' report and auditor's report (Annual Report) of the Company for the year ended 30 June 2023.

A copy of the Annual Report can be downloaded at [www.ct1limited.com](http://www.ct1limited.com)

### 2. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass the following Resolution in accordance with Section 250R(2) of the Corporations Act 2001 (Cth):

'That the Remuneration Report set out in the Director's Report section of the Company's Annual Report for the year ended 30 June 2023 be adopted.'

### 3. Resolution 2- Re-election of Mr Anoosh Manzoori

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

'That Mr Anoosh Manzoori, a Non-Executive Director, who retires by rotation in accordance with Article 64 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

### 4. Resolution 3- Approval for the issue of Performance Rights to a Director – Mr Kartheek Munigoti

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

'That pursuant to and in accordance with ASX Listing Rule 10.14, Section 200B of the Corporations Act 2001 (Cth) ('the Act') and all other purposes, Shareholders approve the issue of 16,000,000 Performance Rights to an executive Director of the Company, Mr Kartheek Munigoti or his nominee under the Company's Employee Equity Plan ('Plan') on the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.'

5. Resolution 4- Approval for the issue of Performance Rights– Ms Archita Shankar

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

‘That pursuant to and in accordance with ASX Listing Rule 10.14, Section 200B of the Corporations Act 2001 (Cth) (‘Act”) and all other purposes, Shareholders approve the issue of 8,400,000 Performance Rights to Ms Archita Shankar or her nominee, a related party to a director, under the Company’s Employee Equity Plan (‘Plan) on the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.’

6. Resolution 5- Approval under Section 200B of the Act – Terri-Anne Bakos

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

‘That 16,000,000 Performance Rights to be issued to Terri-Anne Bakos under the Company’s Employee Equity Plan (Plan) on the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting, be approved pursuant to and in accordance with Section 200B of the Corporations Act 2001 (Cth) (‘Act”),’

Please read the accompanying notes and Explanatory Statement

Information regarding the Resolutions, including important information regarding voting exclusions and prohibitions where applicable, may be found in the accompanying notes and Explanatory Memorandum, each of which form part of this Notice of Meeting.

Dated: 27 October 2023

By order of the Board

A handwritten signature in blue ink, appearing to read 'TBakos', is written over a light blue rectangular background.

Terri Bakos  
Company Secretary

# Voting restrictions

## Corporations Act

### Resolution 1

#### Voting restrictions & exclusion for Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) (Key Management Personnel), details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) (Closely Related Party) of such a member.

However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- b) the voter is the Chairman of the Meeting and the appointment of the Chairman of the Meeting as proxy does not specify the way the proxy is to vote on Resolution 1; and expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Resolutions 3, 4 & 5

The Company will disregard any votes cast in favour of Resolutions 3, 4 and 5 by or on behalf of the person named in each resolution, namely Mr Kartheek Munigoti, Ms Archita Shankar and Ms Terri-Anne Bakos and any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 and who is eligible to participate in the Company's Employee Equity Plan (and any associate of those persons).

However, the Company need not disregard a vote in favour of Resolutions 3, 4 and 5 (as applicable) if:

- a) it is cast 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;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) 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 Resolutions 3, 4 or 5; and
  - (ii) the holder votes on Resolutions 3, 4 or 5 in accordance with the directions given by the beneficiary to the holder to vote in that way.

#### Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment, on either Resolution 3, 4 or 5 if:

- a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on Resolutions 3, 4 or 5.

If you appoint someone other than the Chairman of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the Meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of the Company's Key Management Personnel or their closely related parties voting as a proxy on Resolutions 1, 3, 4 and 5 (as relevant), if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any Resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.

If you wish to appoint a Director (other than the Chairman of the Meeting) or other member of the Company's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on Resolutions 1, 3, 4 and 5 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy may not be able to exercise your vote on your behalf for those Resolutions.

The Chairman of the Meeting will be able to exercise your vote on your behalf on all Resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman intends to vote in FAVOUR of each item of business).

The Board encourages you to direct your proxy how to vote on all Resolutions. The Chairman intends to vote all available undirected proxies in favour of all Resolutions.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions 1, 3, 4 & 5 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

**Shareholders who wish to appoint a proxy to attend and vote at the meeting on their behalf, must lodge their proxy form by no later than 2.00pm (AEDT) on Tuesday 28 November 2023 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Proxy appointments received after this time will be invalid**

## Proxy instructions and lodgement

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. 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.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the proxy form attached to this Notice of Meeting in accordance with the instructions on the proxy form or as detailed below.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Tuesday, 28 November 2023. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your vote then please email the Company Secretary at [terri@ct1limited.com](mailto:terri@ct1limited.com) or contact the registry on +61 8 9389 8033.

### Lodgement of your proxy form:

Online: Shareholders may lodge proxies online at:  
[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login).

By Mail: Advanced Share Registry Limited  
PO Box 1156, Nedlands WA 6909

By Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

By Fax: +61 8 6370 4203

# Explanatory Memorandum

Constellation Technologies Limited ACN 009 213 754

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This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held in a virtual format on Thursday, 30 November 2023 at 2.00pm (AEDT). Shareholders are encouraged to register to attend this meeting via the live Webinar Conferencing facilities that have been put in place for the day of the meeting.

Details of how to register for this meeting are set out in the notice of meeting

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

All the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. This includes voting via proxies.

## 1. Financial Statements and Reports

The Corporations Act requires that the report of Directors, the Auditor's Report and the Financial Report for the year ended 30 June 2023 be laid before the Annual General Meeting for consideration.

There is no requirement for Shareholders to approve these reports, however shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the company's auditor, if the question is relevant to:

- a) The content of the auditors report, or
- b) The conduct of the audit of the Annual Financial Report to be considered at the meeting.

Note: under Section 250PA(1) of the Corporations Act 2001 (Cth), a Shareholder must submit any questions to the Company no later than the fifth business day before the day on which the AGM is held.



Written questions for the Auditor must be delivered to the Company's auditor: Company Secretary, Constellation Technologies Limited, Level 7, 420 Collins Street, Melbourne VIC 300

or

[terri@ct1limited.com](mailto:terri@ct1limited.com).

No later than 9am on Thursday 23 November 2023.

## 2. Resolution 1: Remuneration Report

A Copy of the Company's Remuneration Report is contained in its 2023 Annual Report, which is available on the CT1 website: [www.ct1limited.com](http://www.ct1limited.com).

Section 250R(2) of the *Corporations Act 2001* (Act) requires that the Remuneration Report be put to a vote of Shareholders for adoption.

This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CT1's Remuneration Policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

The Remuneration Report

- a) Reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-executive Directors.
- b) Explains board policies in relation to the nature and value of remuneration paid to Non-executive Directors, executive and senior management within CT1; and
- c) Discusses the relationship between the board policies and CT1 performance.

Whilst the vote on this Resolution is advisory only, and does not bind the Directors of the Company, under the Corporations Act 2001, if 25% or more votes that are cast at the meeting are voted against the adopted of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution (Spill Resolution) that another meeting be held within 90 days at which all the Company's Directors (other than any Managing Director) must be up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast again the Remuneration Resolution at the 2022 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

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

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution. Voting restrictions apply to this Resolution.

### 3. Resolution 2 – Re-election of Mr Anoosh Manzoori

Article 64 of the Company's Constitution provides that no Director who is not the Managing Director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

To the extent that the ASX Listing Rules require an election of Directors to be held and no Director is due to retire due to their period of service or they hold the position of Managing Director, then the Director to retire may voluntarily submit for re-election, otherwise it shall be decided based on those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agreed between themselves) be determined by lot.

The Board has determined that Mr Anoosh Manzoori will retire from office under Article 64 of the Company's Constitution, and he stands for re-election. He was first appointed to the board on 14 October 2016.

Mr Manzoori has over 20 years' experience as an entrepreneur, investor, board member and advisor, specialising in helping fast growth technology companies. Following the completion of his tertiary studies he founded several technology companies including one of Australia's largest cloud-hosting platforms that he exited via a highly successful trade sale.

Mr Manzoori leverages his experience and strong international network in the technology sector in both corporate and capital markets to help shape and optimise the Company's continued growth.

Mr Manzoori is currently a director of First Growth Funds Ltd, a Company listed on the Canadian Stock Exchange and Shape Capital Pty Ltd, an investment and corporate advisory firm.

Both Mr Manzoori and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company. He currently holds 10,260,506 Ordinary Shares in the Company.

Having regard to the ASX Corporate Governance Council (CGC) published guidelines (4<sup>th</sup> edition), the Board considers that Mr Manzoori is an independent director.

The Directors (other Mr Manzoori, who abstains), recommend that shareholders vote in favour of Resolution 2.

## 4. Resolution 3 – Approval to issue Performance Rights to a Director – Mr Kartheek Munigoti

### 4.1. Background

Mr Munigoti has been with the Company since 2016 as its Chief Technology Officer and was appointed its Chief Executive Officer and Executive Director in July 2021.

Mr Munigoti has been instrumental in the development and implementation of the Company's core products, being the Callisto cold chain monitoring system and the MeridianCT Platform.

Mr Munigoti currently receives a remuneration package of \$156,000 pa, plus superannuation. There is no fixed cash based short-term incentive component and, apart from the proposed issue of Performance Rights under Resolution 3, Mr Munigoti is not otherwise entitled to any other equity-based remuneration.

The last allocation of equity to Mr Munigoti based on his performance was the issue of 172,814 performance rights in July 2020, which converted to shares in July 2021. This allocation occurred prior to Mr Munigoti becoming a director.

The Company wishes to put in place a structured incentive system under the Company's existing Employee Equity Plan (Plan) for the future, whilst preserving cash. Under Resolution 3, the Company is proposing to issue the following Performance Rights to Mr Munigoti.

### 4.2. Performance Rights

In an effort to reward Mr Munigoti for his contributions into the future, the Company is implementing a Performance Rights program as allowed for under its current Employee Equity Plan.

Under the Performance Rights Program, eligible participants, including Mr Munigoti, will receive an allocation of Performance Rights (subject to shareholder approval, if required). The Performance Rights will vest upon achievement of pre-agreed performance criteria over a three-year performance period.

However, in order to transition to this longer-term plan, the Company is proposing for Mr Munigoti, the following transitional arrangement, being the issue of Performance Rights with performance periods of up to 3 years, as specified below. In subsequent years, all allocations will have a 3-year performance period.

Allocation 1:

Qty of Performance Rights: 4,000,000

Vesting Hurdle:

- Group achieving \$1,800,000 of revenue in financial year 2024.
- Remaining employed by the Company over the Performance Period.

Performance Period: 1 year, being 1 July 2023 to 30 June 2024.

Deemed Value of Award: \$10,000 or \$0.0025 per Performance Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 2:

Qty of Performance Rights: 6,000,000

Vesting Hurdle:

- If the Group achieves a normalised Net Profit After Tax (NPAT) of \$300,000 over the performance period, 4,000,000 Performance Rights will vest.
- If the Group achieves a normalised NPAT of \$1,000,000 over the performance period, 6,000,000 Performance Rights will vest.
- Remaining employed by the Company over the Performance Period

Performance Period: 2 years, being 1 July 2023 to 30 June 2025.

Deemed Value of Award: \$15,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 3:

Qty of Performance Rights: 6,000,000

Vesting Hurdle:

- If the Group achieves a normalised NPAT of \$600,000 over the performance period, 4,000,000 Performance Rights will vest.
- If the Group achieves a normalised NPAT of \$2,000,000 over the performance period, 6,000,000 Performance Rights will vest.
- Remaining employed by the Company over the Performance Period.

Performance Period: 3 years, being 1 July 2023 to 30 June 2026.

Deemed Value of Award: \$15,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

The Company has chosen the above Vesting Hurdles for this allocation as it believes that these targets are an appropriate measurement given the Company's current size and low share price. The Company will propose the same or different targets in future years dependant on the size of the Company at that time and growth in its share price and earnings.

Note: The amount of the award or “value” of the Performance Rights specified above is indicative since Mr Munigoti will not realise any benefit from the Performance Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of the underlying Shares. The disclosed value also may not represent the accounting value that will be disclosed in the Company’s Remuneration Report.

#### 4.3. ASX Listing Rule 10.14

Under ASX Listing Rule 10.14, an entity cannot agree to issue securities to a Director under the Company’s Employee Equity Plan without the approval of the holders of ordinary securities. If shareholder approval is obtained under ASX Listing Rule 10.14, the issue of the Performance Rights to Mr Munigoti will not count towards the Company’s capacity to issue equity securities under ASX Listing Rule 7.1.

If Resolution 3 is passed, Mr Munigoti will be issued the Performance Rights.

If the resolution does not pass, Mr Munigoti will not be issued the Performance Rights associated with the resolution and the Board would consider alternate incentive remuneration arrangements which may include a cash award and will be subject to the same terms and vesting conditions as the Performance Rights.

The Board has determined that the issue of the Performance Rights in accordance with their terms is reasonable remuneration and accordingly, does not propose to seek Shareholder approval under Chapter 2E of the Corporations Act.

#### 4.4. Information requirements under ASX Listing Rule 10.15

It is a requirement of ASX Listing Rule 10.15, that a listed entity seeking Shareholder approval under ASX Listing Rule 10.14 provide the following information to shareholders:

- (a)** Name of the person entitled to participate  
Mr Kartheek Munigoti (or his nominee), who is the Managing Director of the Company and Chief Executive Officer.
- (b)** Category under ASX Listing Rules 10.11.1 to 10.11.5  
Related party / associate of a related party.
- (c)** the maximum number of Performance Rights to be issued:  
  
16,000,000 Performance Rights.

**(d)** Deemed issue price:

The Performance Rights will be issued at no cost to Mr Munigoti. If the performance conditions are met and the Performance Rights vest there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares.

The value attributed to the Performance Rights is \$0.0025 each, being the price of Company's ordinary shares as of 5 October 2023.

**(e)** terms of the issue:

Performance Rights: Rights are subject to vesting criteria as outlined in Section 4.2 above and will be subject to the terms of the Plan. A summary of the key terms of the Plan are outlined in Annexure A.

**(f)** Issue date:

Subject to receiving Shareholder approval, the Company will issue the Performance Rights as soon as practicable after, but in any event no later than 3 years after, the date of the Meeting.

**(g)** Details of Mr Munigoti's remuneration package.

Mr Munigoti's remuneration package as of the date of this notice of meeting is \$156,000 p.a. plus superannuation.

**(h)** Number of securities that have previously been issued to Mr Munigoti under the scheme and the average acquisition price (if any) paid.

There has been no issue of any securities to Mr Munigoti under the Plan since it was approved by Shareholders at the 2021 Annual General Meeting. All prior issues of securities to Mr Munigoti were issued under previous equity incentive plans approved by Shareholders and were issued Mr Munigoti prior to him becoming a Director.

**(i)** intended use of funds

No funds will be raised by the issue of the Performance Rights the subject of this Resolution as they will be issued for non-cash consideration. A summary of the material terms of the ESP.

A summary of the terms of the Plan is contained in Annexure A. A full copy of the Plan rules is available upon request from the Company Secretary.

**(j)** Terms of any loan in relation to the issue

The Company will not make any loan to Mr Munigoti to acquire the Performance Rights or resulting Ordinary Shares.

Details of all securities issued under the Plan and a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14 will be published in each Annual Report of the Company for the period in which the relevant securities were granted.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 3 or 4 are approved and who are not named in this Notice of Annual General Meeting will not be entitled to acquire securities under the Plan until approval is obtained under ASX Listing Rule 10.14.

#### **4.5. Section 200B of the Corporations Act 2001 (Cth)**

Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Plan in relation to the treatment of unvested or unexercised awards granted to Mr Munigoti under the Plan.

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200F Corporations Act).

The term 'benefit' has a wide operation and may include (for example) the automatic or accelerated vesting of awards issued under the Plan. Under the terms of the Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.

Shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If Shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercised awards under the Plan granted to Mr Munigoti should he cease employment.

Shareholders are not being asked to approve any increase in the remuneration or benefits payable to Mr Munigoti, nor any variations to the existing discretions of the Board.

The amount and value of the termination benefits for which the Company is seeking approval will depend on the discretion exercised by the Board in determining the most appropriate termination package for Mr Munigoti. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as Mr Munigoti's performance, contribution and tenure.

The amount and value of any consequent termination benefits that may be received by Mr Munigoti as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

- (a) the circumstances of Mr Munigoti's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);

- (b) the applicable vesting and/or exercise conditions;
- (c) number of unvested or unexercised awards held by Mr Munigoti prior to cessation of employment;
- (d) the market price of the Company's shares on the ASX at the relevant time; and
- (e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.

It can be reasonably anticipated that aspects of the Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Plan, provided that at the time the discretion is exercised the Plan rules contain a discretion for the Board to vest all or a pro rata portion of Mr Munigoti's unvested awards or to allow them to continue on foot on the terms of the Plan rules.

In all cases the number of securities (Shares, performance rights or options) that could vest upon Mr Munigoti ceasing employment, where the Board determines to permit an award to vest, will not exceed the maximum number of underlying Shares held by Mr Munigoti. The full terms of the Company's Plan can be found on the company's website at <https://constellationtechnologies.com.au/corporate-governance/>. A summary of these terms is contained in Annexure A to this notice of meeting.

Please refer to the Voting Exclusion Statement for details of voting exclusions relating to this resolution.

The Director, the subject of these Resolutions, because of his interest, makes no recommendation in relation to this resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

## **5. Resolution 4 – Approval to issue Performance Rights– Ms Archita Shankar**

### **5.1. Background**

Ms Shankar is the Company's operations manager, however is not considered a Key Management Personnel (KMP) due to the nature of her responsibilities. She is a related party to executive director and CEO, Mr Kartheek Munigoti.

Company is proposing to issue the following Performance Rights to Ms Shankar.



## 5.2. Performance Rights

In an effort to reward Ms Shankar for her contributions into the future, the Company is implementing a Performance Rights program as allowed for under its current Employee Equity Plan (Plan).

Under the Performance Rights Program, eligible participants, including Ms Shankar, will receive an allocation of Performance Rights (subject to shareholder approval, if required). The Performance Rights will vest upon achievement of pre-agreed performance criteria over a three-year performance period.

However, in order to transition to this longer-term plan, the Company is proposing for Ms Shankar, the following transitional arrangement, being the issue of Performance Rights with performance periods of up to 3 years, as specified below. In subsequent years, all allocations will have a 3-year performance period.

Allocation 1:

Qty of Performance Rights: 2,800,000

Vesting Hurdle:

- Group achieving \$1,800,000 of revenue in financial year 2024.
- Remaining employed by the Company over the Performance Period.

Performance Period: 1 year, being 1 July 2023 to 30 June 2024.

Deemed Value of Award: \$7,000 or \$0.0025 per Performance Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 2:

Qty of Performance Rights: 2,800,000

Vesting Hurdle:

- Group achieving a normalised Net Profit After Tax (NPAT) of \$300,000 over the performance period.
- Remaining employed by the Company over the Performance Period.

Performance Period: 2 years, being 1 July 2023 to 30 June 2025.

Deemed Value of Award: \$7,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 3:

Qty of Performance Rights: 2,800,000

Vesting Hurdle:

- Group achieving a normalised NPAT of \$600,000 over the performance period.
- Remaining employed by the Company over the Performance Period.

Performance Period: 3 years, being 1 July 2023 to 30 June 2026.

Deemed Value of Award: \$7,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

The Company has chosen the above Vesting Hurdles for this allocation as it believes that these targets are an appropriate measurement given the Company's current size and low share price. The Company will propose the same or different targets in future years dependant on the size of the Company at that time and growth in its share price and earnings.

Note: The amount of the award or "value" of the Performance Rights specified above is indicative since Ms Shankar will not realise any benefit from the Performance Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of the underlying Shares. The disclosed value also may not represent the accounting value that will be disclosed in the Company's Annual Financial Statements or Remuneration Report, should Ms Shankar become a KMP.

### 5.3. ASX Listing Rule 10.14

Under ASX Listing Rule 10.14, an entity cannot agree to issue securities to a related party of a Director under the Company's Employee Equity Plan without the approval of the holders of ordinary securities. If shareholder approval is obtained under ASX Listing Rule 10.14, the issue of the Performance Rights to Ms Shankar will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If Resolution 4 is passed, Ms Shankar will be issued the Performance Rights.

If the resolution does not pass, Ms Shankar will not be issued the Performance Rights associated with the resolution and the Board would consider alternate incentive remuneration arrangements which may include a cash award and will be subject to the same terms and vesting conditions as the Performance Rights.

The Board has determined that the issue of the Performance Rights in accordance with their terms is reasonable remuneration and accordingly, does not propose to seek Shareholder approval under Chapter 2E of the Corporations Act.

## 5.4. Information requirements under ASX Listing Rule 10.15

It is a requirement of ASX Listing Rule 10.15, that a listed entity seeking Shareholder approval under ASX Listing Rule 10.14 provide the following information to shareholders:

- (a)** Name of the person entitled to participate

Ms Archita Shankar (or her nominee), who is the Operations Manager of the Company.
- (b)** Category under ASX Listing Rules 10.11.1 to 10.11.5

Related party.
- (c)** the maximum number of Performance Rights to be issued:

8,400,000 Performance Rights.
- (d)** Deemed issue price:

The Performance Rights will be issued at no cost to Ms Shankar. If the performance conditions are met and the Performance Rights vest there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares.

The value attributed to the Performance Rights is \$0.0025 each, being the price of Company's ordinary shares as of 5 October 2023.
- (e)** terms of the issue:

Performance Rights: Rights are subject to vesting criteria as outlined in Section 5.3 above and will be subject to the terms of the Plan. A summary of the key terms of the Plan are outlined in Annexure A.
- (f)** Issue date:

Subject to receiving Shareholder approval, the Company will issue the Performance Rights as soon as practicable after, but in any event no later than 3 years after, the date of the Meeting.
- (g)** Details of Ms Shankar's remuneration package.

Ms Shankar's remuneration package as of the date of this notice of meeting is \$95,000 p.a. plus superannuation.
- (h)** Number of securities that have previously been issued to Ms Shankar under the scheme and the average acquisition price (if any) paid

There has been no issue of any securities to Ms Shankar under the Plan since it was approved by Shareholders at the 2021 Annual General Meeting.

**(i)** intended use of funds

No funds will be raised by the issue of the Performance Rights the subject of this Resolution as they will be issued for non-cash consideration. A summary of the material terms of the ESP

A summary of the terms of the Plan is contained in Annexure A. A full copy of the Plan rules is available upon request from the Company Secretary.

**(j)** Terms of any loan in relation to the issue

The Company will not make any loan to Ms Shankar to acquire the Performance Rights or resulting Ordinary Shares.

Details of all securities issued under the Plan and a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14 will be published in each Annual Report of the Company for the period in which the relevant securities were granted.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Plan after Resolutions 3 or 4 are approved and who are not named in this Notice of Annual General Meeting will not be entitled to acquire securities under the Plan until approval is obtained under ASX Listing Rule 10.14.

## **5.5. Section 200B of the Corporations Act 2001 (Cth)**

Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Plan in relation to the treatment of unvested or unexercised awards granted to Ms Shankar under the Plan.

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200F Corporations Act).

The term 'benefit' has a wide operation and may include (for example) the automatic or accelerated vesting of awards issued under the Plan. Under the terms of the Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.

Shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If Shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercised awards under the Plan granted to Ms Shankar should

she cease employment.

Shareholders are not being asked to approve any increase in the remuneration or benefits payable to Ms Shankar, nor any variations to the existing discretions of the Board.

The amount and value of the termination benefits for which the Company is seeking approval will depend on the discretion exercised by the Board in determining the most appropriate termination package for Ms Shankar. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as Ms Shankar's performance, contribution and tenure.

The amount and value of any consequent termination benefits that may be received by Ms Shankar as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

- (a) the circumstances of Ms Shankar's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
- (b) the applicable vesting and/or exercise conditions.
- (c) number of unvested or unexercised awards held by Ms Shankar prior to cessation of employment;
- (d) the market price of the Company's shares on the ASX at the relevant time; and
- (e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.

It can be reasonably anticipated that aspects of the Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Plan, provided that at the time the discretion is exercised the Plan rules contain a discretion for the Board to vest all or a pro rata portion of Ms Shankar's unvested awards or to allow them to continue on foot on the terms of the Plan rules.

In all cases the number of securities (Shares, performance rights or options) that could vest upon Ms Shankar ceasing employment, where the Board determines to permit an award to vest, will not exceed the maximum number of underlying Shares held by Ms Shankar. The full terms of the Company's Plan can be found on the company's website at <https://constellationtechnologies.com.au/corporate-governance/>. A summary of these terms is contained in Annexure A to this notice of meeting.

Please refer to the Voting Exclusion Statement for details of voting exclusions relating to this resolution.

All Directors, other than Mr Munigoti due to his relationship with Ms Shankar recommend that Shareholders vote in favour of this Resolution.

## 6. Resolution 5 – Approval under section 200B of the Act – Ms Terri-Anne Bakos

### 6.1. Background

Ms Bakos is the Company's Chief Financial Officer and Company Secretary. She is also considered a Key Management Personnel (KMP) due to the nature of her responsibilities.

In an effort to reward Ms Bakos for her contributions into the future, the Company is implementing a Performance Rights program as allowed for under its current Employee Equity Plan (Plan).

Under the Performance Rights Program, eligible participants, including Ms Bakos, will receive an allocation of Performance Rights (subject to shareholder approval, if required). The Performance Rights will vest upon achievement of pre-agreed performance criteria over a three-year performance period.

However, in order to transition to this longer-term plan, the Company is undertaking the following transitional arrangement, being the issue of Performance Rights with performance periods of up to 3 years, as specified below. In subsequent years, all allocations will have a 3-year performance period.

Allocation 1:

Qty of Performance Rights: 4,000,000

Vesting Hurdle:

- Group achieving \$1,800,000 of revenue in financial year 2024.
- Remaining employed by the Company over the Performance Period.

Performance Period: 1 year, being 1 July 2023 to 30 June 2024.

Deemed Value of Award: \$10,000 or \$0.0025 per Performance Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 2:

Qty of Performance Rights: 6,000,000

Vesting Hurdle:

- If the Group achieves a normalised Net Profit After Tax (NPAT) of \$300,000 over the performance period, 4,000,000 Performance Rights will vest.
- If the Group achieves a normalised NPAT of \$1,000,000 over the performance period, 6,000,000 Performance Rights will vest.
- Remaining employed by the Company over the Performance Period

Performance Period: 2 years, being 1 July 2023 to 30 June 2025.

Deemed Value of Award: \$15,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

Allocation 3:

Qty of Performance Rights: 6,000,000

Vesting Hurdle:

- If the Group achieves a normalised Net Profit After Tax (NPAT) of \$600,000 over the performance period, 4,000,000 Performance Rights will vest.
- If the Group achieves a normalised NPAT of \$2,000,000 over the performance period, 6,000,000 Performance Rights will vest.
- Remaining employed by the Company over the Performance Period

Performance Period: 3 years, being 1 July 2023 to 30 June 2026.

Deemed Value of Award: \$15,000 or \$0.0025 per Right, being the closing price of the Company's shares as of 5 October 2023.

The Company has chosen the above Vesting Hurdles for this allocation as it believes that these targets are an appropriate measurement given the Company's current size and low share price. The Company will propose the same or different targets in future years dependant on the size of the Company at that time and growth in its share price and earnings.

Note: The amount of the award or "value" of the Performance Rights specified above is indicative since Ms Bakos will not realise any benefit from the Performance Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of the underlying Shares. The disclosed value also may not represent the accounting value that will be disclosed in the Company's Remuneration Report.

As Ms Bakos is not a director of the Company or a related party of a director, approval to issue the Performance Rights to Ms Bakos is not being sought under any ASX Listing Rules.

The Company currently has sufficient capacity to issue these Performance Rights to Ms Bakos under the Plans capacity as approved by Shareholders at the 2021 Annual General Meeting.

The allocation of the Performance Rights to Ms Bakos will occur after the Company's 2023 Annual General Meeting. Should shareholders not approve this resolution, the allocation of the Performance Rights to Ms Bakos will still occur.

## 6.2. Section 200B of the Corporations Act 2001 (Cth)

Shareholders are being asked to approve the ability for the Board to be able to exercise certain discretions under the Plan in relation to the treatment of unvested or unexercised awards granted to Ms Bakos under the Plan.

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200F Corporations Act).

The term 'benefit' has a wide operation and may include (for example) the automatic or accelerated vesting of awards issued under the Plan. Under the terms of the Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.

Shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If Shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercised awards under the Plan granted to Ms Bakos should she cease employment.

Shareholders are not being asked to approve any increase in the remuneration or benefits payable to Ms Bakos, nor any variations to the existing discretions of the Board.

The amount and value of the termination benefits for which the Company is seeking approval will depend on the discretion exercised by the Board in determining the most appropriate termination package for Ms Bakos. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as Ms Bakos's performance, contribution and tenure.

The amount and value of any consequent termination benefits that may be received by Ms Bakos as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

- (a) the circumstances of Ms Bakos's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
- (b) the applicable vesting and/or exercise conditions;
- (c) number of unvested or unexercised awards held by Ms Bakos prior to cessation of employment;
- (d) the market price of the Company's shares on the ASX at the relevant time; and
- (e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.



It can be reasonably anticipated that aspects of the Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Plan, provided that at the time the discretion is exercised the Plan rules contain a discretion for the Board to vest all or a pro rata portion of Ms Bakos's unvested awards or to allow them to continue on foot on the terms of the Plan rules.

In all cases the number of securities (Shares, performance rights or options) that could vest upon Ms Bakos ceasing employment, where the Board determines to permit an award to vest, will not exceed the maximum number of underlying Shares held by Ms Bakos. The full terms of the Company's Plan can be found on the company's website at <https://constellationtechnologies.com.au/corporate-governance/>. A summary of these terms is contained in Annexure A to this notice of meeting.

Please refer to the Voting Exclusion Statement for details of voting exclusions relating to this resolution.

All Directors recommend that Shareholders vote in favour of this Resolution.

# Annexure A

## Summary of Key Terms of Employee Share Plan (Plan)

Eligible Persons	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant.</p> <p>The maximum total number of Securities that are permitted to be issued under the Plan (together with the Company Employee Exempt Share Plan (ExSP)) is 5% of the Company's share capital issued during the previous 3-year period.</p>
Invitation and Acceptance	<p>Securities under the Plan include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p> <p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> <li>• In respect of Plan Shares or Performance Rights, the issue price and any other specific terms and conditions of issue; and</li> <li>• In respect of Options, the exercise period, the exercise price and exercise conditions (if any).</li> </ul> <p>No payment is due on the issue of an award under the Plan.</p> <p>Securities issued under the Plan are not transferrable. The Board may accept or reject an application at its discretion.</p>
Options	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price (if any) or cashless conversion. Options do not carry rights to participate in rights or bonus issues,</p>

	<p>unless it has been exercised and the Share issued prior to the record date.</p>
Capital Events	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right has vested.</p>
Performance Rights	<p>A Performance Right issued under the Plan confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder.</p> <p>Performance Rights are not transferable.</p> <p>A Share issued pursuant to a Performance Right may be subject to a Restriction Period.</p> <p>A Share issue pursuant to a Performance Right will rank equally with other quoted fully paid ordinary shares of the Company.</p>
Lapse Awards	<p>Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board.</p> <p>A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.</p>
Administration	<p>The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.</p>
Amendment	<p>The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.</p> <p>However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing</p>

	rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.


**ONLINE PROXY APPOINTMENT**
[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)

**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** This meeting will be a Virtual Meeting and there will not be a physical meeting that shareholders can attend or vote at in person. **Shareholders may attend the meeting virtually by registering at: [www.ct1limited.com](http://www.ct1limited.com).** Shareholders wishing to attend the virtual meeting are requested to register their attendance **no later than 2.00pm on 28 November 2023**. Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our live webinar facilities.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Constellation Technologies Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 the Company to be held **virtually on Thursday, 30 November 2023 at 2:00 pm (AEDT)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4 & 5 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

#### Resolutions

1 Remuneration Report

For Against Abstain\*

☐ ☐ ☐

2 Re-election of Mr Anoosh Manzoori

☐ ☐ ☐

3 Approval for the issue of Performance Rights to a Director – Mr Kartheek Munigoti

☐ ☐ ☐

4 Approval for the issue of Performance Rights– Ms Archita Shankar

☐ ☐ ☐

5 Approval under Section 200B of the Act – Terri-Anne Bakos

☐ ☐ ☐



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## CONSTELLATION TECHNOLOGIES LIMITED - ANNUAL GENERAL MEETING

This meeting will be a Virtual Meeting and there will not be a physical meeting that shareholders can attend or vote at in person. Shareholders may attend the meeting virtually by registering at: [www.ct1limited.com](http://www.ct1limited.com)

Shareholders wishing to attend the virtual meeting are requested to register their attendance **no later than 2.00pm on 28 November 2023**.

Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our live webinar facilities.

Shareholders will be able to virtually attend and watch the proceedings of the Meeting (which will be broadcast as a live webinar), submit questions and vote on resolutions during the live webinar.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at [terri@ct1limited.com](mailto:terri@ct1limited.com).

Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting.

Shareholders are also strongly encouraged to consider voting in advance of the Meeting by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 2:00 pm (AEDT), 28 November 2023). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website [www.asx.com.au](http://www.asx.com.au), search code "CT1".

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 3, 4 & 5, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 3, 4 & 5.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 2:00 pm (AEDT) on 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

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