

NOTICE OF ANNUAL GENERAL MEETING 2022

Notice is given that the Annual General Meeting of the Shareholders of Engenco Limited will be held virtually by electronic means and in-person at:

Level 19, 181 William Street (Offices of Baker McKenzie), Melbourne, Victoria

On Wednesday, 16 November 2022 at 10.00 am (Melbourne time).

Registration will commence at 9.30am (Melbourne Time)

ENGenco LIMITED

ABN 99 120 432 144

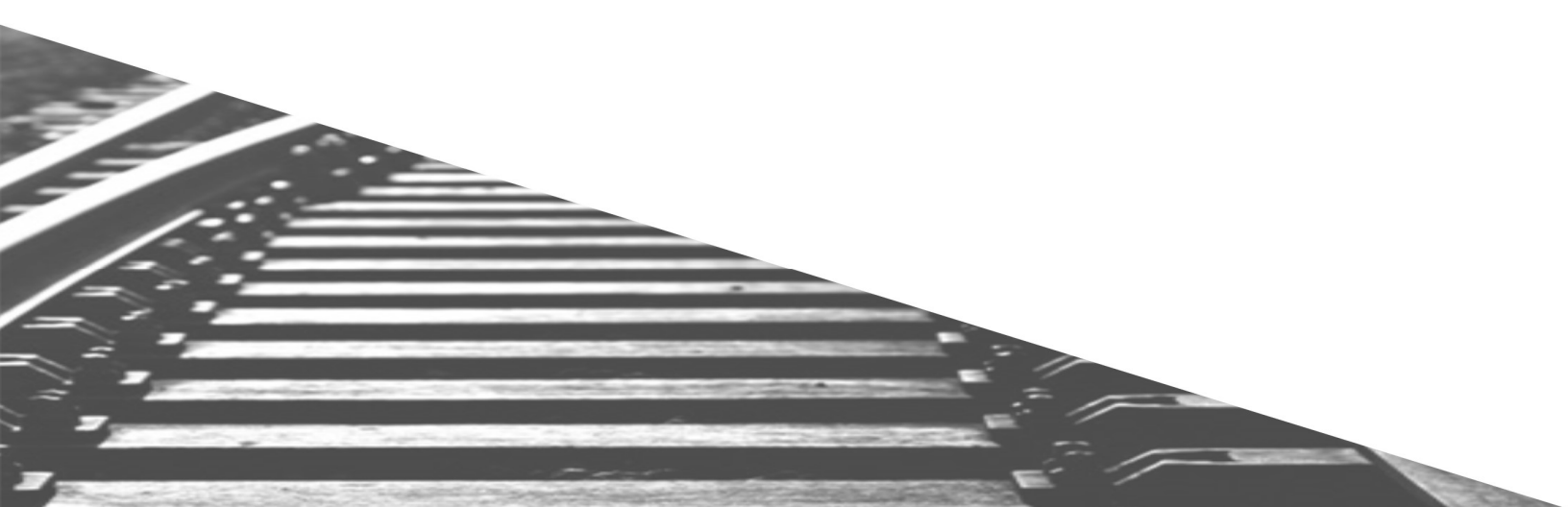
Level 22

535 Bourke Street

Melbourne, Victoria 3000

T: +61 (0)3 8620 8900

F: +61 (0)3 89620 8999



14 October 2022

Dear Shareholder,

I am pleased to invite you to the 2022 Annual General Meeting of Engenco Limited (ASX:EGN) **to be held on Wednesday, 16 November 2022 at 10am (Melbourne Time)**. The Meeting will be a hybrid format where Shareholders have the option to attend virtually online or in-person **at Level 19, 181 William Street (Offices of Baker McKenzie), Melbourne, Victoria**.

Shareholders wishing to attend virtually may be present online and vote through the online platform provided by the Company's share registry at <https://investor.automic.com.au/#/home> on their smartphone, tablet or computer. Further information regarding online attendance at the Meeting (including how to register and vote, as well as how to lodge an online Proxy) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting. Online pre-registration for virtual attendance is open from the date of the Notice of Meeting.

PROXY FORMS

If you are attending the Annual General Meeting in-person and have not lodged a Proxy Form, please bring the blank Proxy Form with you to assist with registration on the day of the Meeting.

If you are not attending the Annual General Meeting, you can lodge a completed Proxy Form online, by mail, email, facsimile, or in-person. Further information regarding proxy lodgement is set out in the Proxy Form and the Company's Online Meeting Guide, which are attached to this Notice of Meeting.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the 'Proxies and Voting' instructions enclosed.

Please be aware that online Proxy Forms need to be received by the Share Registry no later than 10.00am (Melbourne time) on Monday 14th November 2022.

ANNUAL FINANCIAL REPORT

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Financial Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Financial Report for the year ended 30 June 2022 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Report.

VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 10.00am on Monday 14th November 2022 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Paul Burrows
Company Secretary

AGENDA

Ordinary Business

1. ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company, comprising the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2022.

Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.

2. ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider and, if thought fit, to pass the following resolution:

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2022 is adopted."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Dale Elphinstone, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Scott Cameron, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

5. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

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

"That Kelly Elphinstone, who was appointed as a Director of the Company on 19 September 2022 retires in accordance with Clause 11.12 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

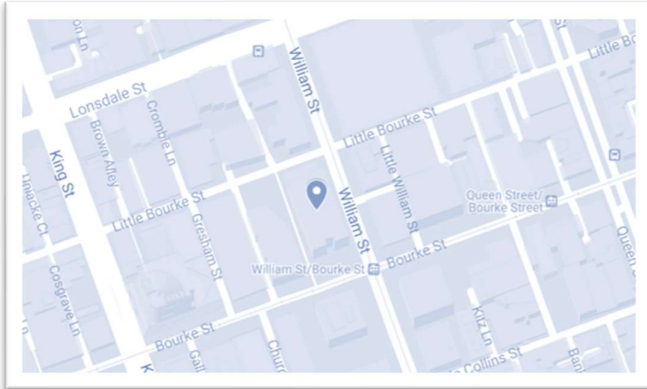
Special Business

6. AMENDMENT OF CONSTITUTION (SPECIAL RESOLUTION)

To consider and, if in favour, to pass the following as a Special Resolution under section 136(2) of the Corporations Act:

"That the Company's constitution be amended in the manner set out in the Explanatory Statement and Annexure 1 with the amendments to take effect from the conclusion of this meeting."

GETTING THERE



Please note: any person wishing to attend the Meeting in-person will need to be vaccinated against COVID-19 (at least two doses) and should not attend if they feel unwell or have any cold or flu symptoms, even if mild.

RAIL:

Flagstaff and Southern Cross Station are both under 500 metres away.

TRAM:

The closest tram stops are Bourke Street- Tram No. 86, 95 and 96 and at William Street - Tram No. 55.

CAR PARKING:

Public car parking is available close to the building at Secure Parking on 570 Bourke Street.

TAXI:

Concierge can assist with hailing taxis, or a taxicab rank is located between Little Collins Street and Bourke Street.

ORDINARY BUSINESS

1. 2022 ANNUAL FINANCIAL REPORT

The 2022 Annual Financial Report, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022 will be laid before the Meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2022 Annual Financial Report and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.



2. ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2022 (NON-BINDING RESOLUTION)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report of the Company for the financial year ended 30 June 2022, which is set out on pages 16 - 24 of the 2022 Annual Financial Report, contains within it a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against the adoption of the Remuneration Report, then:

- a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2023 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b) if, at the Company's 2023 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2022 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion Statement:

The Company will disregard all votes cast on Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Agenda Item 2 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Agenda Item 2; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Agenda Item 2 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

A breach of voting restrictions may be an offence under the Corporations Act.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting. The Company has six Directors, one of whom is the Managing Director.

Dale Elphinstone retires by rotation and being eligible offers himself for re-election.

The Board (with Mr. Elphinstone abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Dale Elphinstone AO

FAICD

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing and heavy machinery industries and among other things is one of the longest serving Caterpillar dealer principals in Australia, having acquired the Caterpillar dealership in Victoria and Tasmania in 1987. Dale was the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council from 2014 – 2017 and remains Chair of the industry

members of this Council. From 2020 – 2021 he was a member of the Tasmanian Premier's Economic and Social Recovery Advisory Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd until December 2008 and of the formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Dale was also a director of ASX listed National Hire Group Limited until December 2011.

RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Scott Cameron retires by rotation and being eligible offers himself for re-election.

The Board (with Mr. Cameron abstaining) recommends that Shareholders vote in favour of this resolution.

Scott Cameron

BCom, FCA, FAICD

Scott has more than 27 years' experience in senior management with exposure to a broad range of relevant industry sectors. He commenced his professional career at PricewaterhouseCoopers and then spent 27 years with leading Malaysian listed industrial services conglomerate, Sime Darby Berhad in various roles including Finance Director and then Managing Director of Australian based Caterpillar Dealer, Hastings Deering. Prior to his retirement from executive management at the end of 2019, Scott had spent the last 13 years as an Executive Vice-President of Sime Darby Industrial.

RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION)

Kelly Elphinstone retires by rotation and being eligible offers herself for re-election.

The Board (with Ms. Elphinstone abstaining) recommends that Shareholders vote in favour of this resolution.

Kelly Elphinstone

Kelly is an executive director of the Elphinstone Group of Companies and has gained experience across many business disciplines. She has held several leadership roles, predominantly within the mining equipment, technology and services (METS) and earthmoving sectors, her most recent being Managing Director of the Elphinstone Group's underground mining manufacturing business. Kelly holds multiple directorships (including a Chair position) and participates on Federal and State Government advisory councils.

SPECIAL BUSINESS

AMENDMENT OF CONSTITUTION (SPECIAL RESOLUTION)

Background

The Company proposes to amend the Company's Constitution to align it with changes to the Corporations Act and the ASX Listing Rules and market practice since the Constitution was last updated in 2016. The precise drafting changes extracted from the Constitution are as set out in Annexure 1. The principal proposed amendments to the Constitution are as follows:

- a) **Restricted Securities** - It is proposed to amend the existing Clause 3.19 of the Company's Constitution relating to Restricted Securities. This proposed amendment follows changes to the Listing Rules made in 2019 which requires that the Constitution contain specific provisions in relation to the holding, disposal and treatment of restricted securities during an escrow period. The proposed amendments bring the Constitution in line with the current requirements of the Listing Rules. The Company currently has 1,146,189 restricted securities on issue.
- b) **Virtual Meetings** - It is proposed to insert a new clause 9.12 in the Constitution to allow Shareholder meetings of the Company to be held wholly by means of technology. In order for shareholder meetings to be held wholly virtually in accordance with legislative requirements, the Constitution must expressly permit this, and the current Constitution does not do so. Hence it is proposed to amend the Constitution. The proposed insertion provides the Company with flexibility to elect to hold a wholly virtual meeting if desired. The proposed insertion also sets out some straightforward procedures to be adopted in relation to the

conduct of any shareholder meeting which is held virtually, whether partially or wholly.

- c) Direct Voting - It is proposed to insert a new clause 10.37 in the Constitution to allow for direct voting by Shareholders at shareholder meetings. Direct voting is an alternative to voting in person or via a proxy. The proposed inclusion provides Shareholders with flexibility in voting on resolutions without needing to do so in person or via a proxy.
- d) Dividends - It is proposed to make wording changes in relation to dividends by removing wording around the need for dividends to be formally declared by the directors. The changes bring the Constitution in line with prevailing market practice to minimise some complications which can arise with dividends which are declared.
- e) Administrative changes - Some minor administrative changes are also proposed of a formal or technical nature.

This is a Special Resolution which requires the approval of at least 75% of the votes cast in order to be approved.

The Board recommends that Shareholders vote in favour of this resolution.

PROXIES AND VOTING

ELIGIBILITY TO VOTE

You will be eligible to vote at the Meeting if you are registered as a holder of Engenco Limited shares at 10.00am (Melbourne time) on Monday 14th November 2022.

APPOINTING A PROXY

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of Engenco Limited and may be an individual or body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents. If you require a second proxy form, please contact the Company Secretary on +61(0)3 8620 8900.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on the Remuneration Report resolution (Agenda Item 2). If you do not specify the way in which the proxy is to vote on the Remuneration Report resolution, the member of the KMP will not be entitled to exercise your proxy in respect of that resolution, except if the proxy is the Chair of the Meeting. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting as your proxy.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chair of the Meeting intends to vote undirected proxies and all other available proxies in favour of each resolution, even if he has an interest in the outcome of the resolution or they are connected directly or indirectly with the remuneration of a member of the Company's KMP, and even if votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

If you appoint the Chair of the Meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolutions in respect of Agenda Item 2) you are a KMP or a Closely Related Party of a KMP; or

Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.

QUESTIONS FROM SHAREHOLDERS

In addition to asking questions at the Meeting, Shareholders may submit written questions to the Chair about the management of the Company or to the Company's auditors about the content of the Auditor's Report and the conduct of the audit in advance of the Meeting by email to:

Engenco.InvestorRelations@engenco.com.au

Questions must be received no later than **Monday, 14 November at 10.00am (Melbourne Time)**.

Copies of written questions and answers will be available at the Meeting.

Shareholders attending virtually will have an opportunity to ask questions during the Meeting. If a Shareholder wishes to ask their question verbally during the Meeting, they may do so by advising the moderator via the Q&A function during the Meeting.

CORPORATE SHAREHOLDERS

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of Engenco Limited.

Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

Authorised representatives attending the Meeting virtually will be required to confirm this authority as part of the online voting process.

YOUR PRIVACY

Attendees at the Meeting (whether in-person or virtually) may be video recorded and the recording may be used at the discretion of ASX for security or broadcast purposes.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

Company means Engenco Limited (ACN 120 432 144).

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

Directors mean the directors of the Company.

Dollar or "\$" means Australian dollars.

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

KMP means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

Notice of Meeting means the notice convening the 2022 Annual General Meeting of the Company including the Explanatory Statement.

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

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2022 and which is set out on pages 20 to 22 of the Company's 2022 Annual Financial Report.

Resolutions means the resolutions proposed in the Notice of Meeting.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

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

ONLINE MEETING GUIDE

Venue – Virtual Meeting

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_3pI6x9vUSwypW3lW5Agv3A

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

Shareholders will be able to vote and ask questions at the virtual Meeting using the online platform.

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

Questions must be submitted in writing at least 48 hours before the Meeting to engenco.investorrelations@engenco.com.au.

The Company will also provide Shareholders with the opportunity to ask questions using the online platform during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. Pre-registration is open from the date of the Notice of Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website at:

<https://investor.automic.com.au/#/home>

Click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.

2. **(Registration on the day)** If registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.

3. **(Live voting on the day)** If live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

For more information on how to vote and how to lodge an online proxy please see below.

ANNEXURE 1

a) **Restricted Securities: Amended Clause 3.19**

The existing clause 3.19 is to be deleted and replaced with the following:

Restricted Securities

- 3.1 The Company must comply with all the requirements of the Listing Rules relating to Restricted Securities. Despite any other provisions of this Constitution:
- (a) a holder of Restricted Securities must not dispose of (as the term "dispose" is defined in the Listing Rules), or agree or offer to dispose of, the Restricted Securities during the escrow period for those Restricted Securities except as permitted by the Listing Rules or the Exchange;
 - (b) if the Restricted Securities are in the same class as quoted securities of the Company, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period for those Restricted Securities;
 - (c) the Company must refuse to acknowledge any disposal (including to register any transfer) of Restricted Securities during the escrow period for those Restricted Securities except as permitted by the Listing Rules or the Exchange;
 - (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period for those Restricted Securities except as permitted by the Listing Rules or the Exchange; and
 - (e) if a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

b) **Virtual Meetings: New Clause 9.12**

A new clause 9.12 is to be inserted as follows:

Meeting using technology

- 9.1 A general meeting may be held either wholly by means of technology or part of a hybrid arrangement by means of technology on the following basis:
- (a) persons may participate without being physically present provided that they are given a reasonable opportunity to participate in the meeting;
 - (b) the notice of meeting shall refer to the main regulations, rules and procedures governing how the meeting is to be conducted, including how Members can access and participate in the meeting using such technology; and

a person who so participates in such a meeting will be taken to participate in, attend, be present at, or be admitted to (as the case may be) the meeting for the purposes of this Constitution and any

requirement under the Corporations Act and Listing Rules.

c) **Direct Voting: New Clause 10.37**

A new clause 10.37 is to be inserted as follows:

Direct voting

10.1 The Directors may determine that at any general meeting a Member who is entitled to attend and vote on a resolution at that meeting is entitled to cast that vote as a direct vote (**Direct Vote**) in a manner which does not require the Member to be present at the meeting on the following basis:

- (a) the vote can be made by the Member notifying the Company of the Member's vote by post, facsimile, any online or electronic voting system or any other means approved by the Directors;
- (b) the Directors may determine regulations, rules and procedures including specifying the form, method and timing of giving a Direct Vote at the meeting in order for the Direct Vote to be valid;
- (c) if a Member casts a vote as a Direct Vote in accordance with this Constitution and any regulations, rules and procedures determined by the Directors, the Member will be taken to participate in, attend, be present at or be admitted to (as the case may be) the meeting for the purposes of this Constitution and any requirement under the Corporations Act and Listing Rules;
- (d) any Direct Vote cast will be valid and binding for all intents and purposes as if the Member had attended the meeting and cast a vote at the meeting in person; and
- (e) a Member who has cast a Direct Vote on a resolution will not be entitled to any additional votes on the resolution by virtue of that Member being present at the meeting in person or by proxy, representative of attorney.

d) **Dividends: various clauses**

- (i) The existing clause 4.1 is deleted and replaced with the following:

The Company has a first and paramount lien on every share (other than a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share and such lien extends to all dividends, rights and other distributions from time to time determined to be payable or made in respect of that share. Such lien extends to cover reasonable interest (not exceeding 10% per annum) and expenses incurred because such monies are not paid.

- (ii) The existing clause 6.3 is deleted and replaced with the following:

A transferor of shares remains the holder of the shares transferred until the transfer (if any) is registered and the name of the transferee is entered in the Register in respect of the shares. The right to any dividends on any shares subject to a transfer will be determined by reference to the record date for the purposes of that dividend and the date of registration of the transfer.

- (iii) The existing clause 8.4 is deleted and replaced with the following:

Such a forfeiture includes all dividends in respect of the forfeited shares and not actually paid before the forfeiture.

- (iv) The existing clause 17.1 is deleted and replaced with the following:

Dividends

17.1 *Subject to the rights of persons (if any) entitled of shares with special rights to dividend, the Directors may determine payment of a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the Members of such a dividend.*

- (v) The existing clause 17.4 is deleted and replaced with the following:

The Directors may, before determining payment of any dividend, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

- (vi) The existing clause 17.7 is deleted and replaced with the following:

Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be paid according to the amounts paid or credited as paid on the shares in respect of which the dividends is paid.

- (vii) The existing clause 17.11 is deleted and replaced with the following:

The Directors, when paying or determining payment of a dividend, may direct payment of a dividend wholly or partly by the distribution of specific assets, including fully paid shares in, debentures of or other securities of, the Company or any other corporation.

- (viii) The existing clause 17.15 is deleted and replaced with the following:

The Company may, by ordinary resolution in general meeting, authorise the Directors to implement a Bonus Share Plan on such terms and conditions as are referred to in such resolution and which plan provides for any dividend which the Directors may determine from time to time under the Clauses in this Part 17, less any amount which the Company shall either pursuant to this Constitution or any law be entitled or obliged to retain, not be payable on shares which are participating shares in the Bonus Share Plan but for those shares to carry instead an entitlement to receive an allotment of additional fully paid ordinary shares to be issued as bonus shares.

- (ix) The existing clause 17.18 is deleted and replaced with the following:

All dividends unclaimed may be invested by the Directors as they think fit for the benefit of the Company until claimed or until required to be dealt with in accordance with any law relating to unclaimed moneys.

e) Administrative changes: clauses 1.1 and 2.5

- (i) The existing clause 1.1 is amended as follows:

a. The definition of “ASC Clearing Rules” is deleted and replaced with the following:

“ASC Clearing Rules” means the operating rules of ASX Clear Pty Ltd ACN 001 314 503.

- b. The definition of “ASTC Settlement Rules” is deleted and replaced with the following:

“ASTC Settlement Rules” means the operating rules of the ASX Settlement Pty Ltd ACN 008 504 532.

- c. The definition of “**Chess**” is amended to read “**CHESS**”.

- (ii) The existing clause 2.5 is deleted and replaced with the following:

In this Constitution a reference to the Listing Rules is to have effect if, and only if, at the relevant time, the Company has been admitted to and remains on the Official List of the Exchange and is otherwise to be disregarded.

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (Melbourne Time) on Monday, 14 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

