



Notice of 2022 Annual General Meeting

Fremont, California, 28 April 2022 (PDT) – Pivotal Systems Corporation (ASX: PVS, “**Pivotal**” or the “**Company**”) advises the dispatch of the attached Notice of Annual General Meeting of Shareholders and Proxy Statement (“**Notice of Annual Meeting**”) to security holders of the Company (both holders of fully paid shares of common stock (“**Shareholders**”) and Chess Depositary Interests (“**CDIs**” and holders thereof, “**CDI Holders**”)) (together “**Security Holders**”) for its meeting to be held both in person at MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia and virtually via webcast and an online voting platform (online at <https://meetings.linkgroup.com/PVS22>) at 2:00 pm on Thursday, 19 May 2022 (AEST) (9.00 pm, Wednesday, 18 May 2022 PDT).

Due to ongoing circumstances relating to COVID-19 the Annual Meeting is being held by way of a hybrid meeting which Security Holders can attend either in person or electronically via webcast and an online voting platform. Shareholders are urged to attend and vote at the meeting either in person or electronically or are encouraged to vote ahead of the meeting by lodging the proxy form and CDI Holders are encouraged to lodge a CDI Voting Form ahead of the meeting.

A sample CDI Voting Form is attached with this Notice of Annual Meeting.

THIS RELEASE DATED 28 APRIL 2022 (PDT) HAS BEEN AUTHORISED FOR LODGEMENT TO ASX BY THE BOARD OF DIRECTORS OF PIVOTAL.

- ENDS -

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If investors wish to subscribe to Pivotal Systems’ email alert service for ASX Announcements, please follow this [link](#).

**About Pivotal Systems Corporation (ASX: PVS)**

Pivotal Systems Corporation (ARBN 626 346 325), is a company incorporated in Delaware, USA, whose stockholders have limited liability. Pivotal Systems provides a best-in-class gas flow monitoring and control technology platform for the global semiconductor industry. The Company's proprietary hardware and software utilizes advanced machine learning to enable preventative diagnostic capability resulting in an order of magnitude increase in fab productivity and capital efficiency for existing and future technology nodes. For more information on Pivotal Systems Corporation, visit <https://www.pivotalsys.com/>.

Notice to U.S. persons: restriction on purchasing CDIs

Pivotal Systems is incorporated in the State of Delaware and its securities have not been registered under the U.S. Securities Act of 1933 or the laws of any state or other jurisdiction in the United States. Trading of Pivotal Systems' CHESS Depositary Interests ("CDIs") on the Australian Securities Exchange is not subject to the registration requirements of the U.S. Securities Act in reliance on Regulation S under the U.S. Securities Act and a related 'no action' letter issued by the U.S. Securities and Exchange Commission to the ASX in 2000. As a result, the CDIs are "restricted securities" (as defined in Rule 144 under the U.S. Securities Act) and may not be sold or otherwise transferred except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. For instance, U.S. persons who are qualified institutional buyers ("QIBs", as defined in Rule 144A under the U.S. Securities Act) may purchase CDIs in reliance on the exemption from registration provided by Rule 144A. To enforce the transfer restrictions, the CDIs bear a FOR Financial Product designation on the ASX. This designation restricts CDIs from being purchased by U.S. persons except those who are QIBs. In addition, hedging transactions with regard to the CDIs may only be conducted in compliance with the U.S. Securities Act.



Dear Fellow Security Holder,

On behalf of the Board of Pivotal, I am pleased to invite you to attend the 2022 Annual General Meeting (“**AGM**” or “**Annual Meeting**”) of the Company. Enclosed is the Notice of Annual Meeting setting out the business of the AGM.

Pivotal’s 2022 AGM will be held both in person at MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia and virtually via webcast and an online voting platform (online at <https://meetings.linkgroup.com/PVS22>) at 2:00pm on Thursday, 19 May 2022 (AEST) (9:00 pm, Wednesday, 18 May 2022 PDT).

The health, safety and wellbeing of our staff and Security Holders is paramount. Due to ongoing circumstances relating to the COVID-19 global pandemic, Pivotal will give Security Holders the option to either attend the AGM in person or virtually. Security Holders not wanting to attend the AGM in person may attend the virtual AGM which will be webcast live using an online facility enabling Security Holders to attend and participate in the AGM using a smartphone, tablet or computer. Please note that Shareholders will be able to vote in person or online during the AGM and ask questions of Directors, Management and the Company’s auditor. Holders of CDIs will not be able to vote in person or online during the AGM but will be able to ask questions and will be able to submit a CDI Voting Form ahead of the meeting. CDI Holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting, as detailed further below.

Whether or not you expect to attend the AGM in person or virtually, please submit your Proxy Card or CDI Voting Form as soon as possible so that your applicable fully paid shares of common stock (“**Shares**”) and / or CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

The Board encourages all Security Holders to participate in the AGM and for those who are unable to attend the AGM in person, the Board encourages those Security Holders to attend the virtual AGM using the online facility. The Online Facility Guide providing step-by-step instructions on how Security Holders may use the online facility is enclosed with this Notice of Annual Meeting.

The matters to be considered and voted on at the AGM are described in the Notice of Annual Meeting, Proxy Statement and CDI Voting Form.



If you are unable to attend the Annual Meeting in person or via the virtual online facility and have a specific question that you would like to submit to the Chairman of the meeting, please send your question to the Company by email at info@pivotalsys.com or by post to 48389 Fremont Blvd. Suite 100 Fremont, CA, 94538, USA, Attention: Ronald Warrington], to be received no later than 2:00 pm on Thursday, 12 May 2022 (AEST) (being 9:00 pm Wednesday, 11 May 2022, PDT).

Thank you for your continued support of Pivotal.

Yours faithfully,

A handwritten signature in black ink, appearing to read "John Hoffman". The signature is fluid and cursive, with a long horizontal stroke at the end.

John Hoffman
Executive Chairman and Chief Executive Officer

*All capitalized terms used in the Notice of Annual Meeting, Proxy Statement or CDI Voting Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report, dated 31 March 2022 (AEDT) (the "**2021 Annual Report**").*

**NOTICE OF
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To be held on
19 May 2022 (Australia)
18 May 2022 (U.S.)

The 2022 Annual Meeting (the “AGM” or the “Annual Meeting”) of Shareholders of Pivotal Systems Corporation (“Pivotal” or the “Company”) will be held both in person at MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia and online at <https://meetings.linkgroup.com/PVS22> on Thursday, 19 May 2022 at 2:00 pm (AEST) being 9:00 pm Wednesday, 18 May 2022 PDT for the following purposes:

1. Ratification of BDO USA LLP as auditor for the financial year ended 31 December 2021

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

“That, BDO USA LLP having consented in writing to act in the capacity of Auditor, be appointed, ratified and confirmed as the Auditor of Pivotal Systems Corporation for the financial year ending 31 December 2021.”

The Board unanimously recommends Security Holders vote “FOR” this Item 1.

2. Re-Election of Peter McGregor as a Director

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

“That Peter McGregor who retires in accordance with Article VIII of the Company’s Amended and Restated Certificate of Incorporation, clause 2.2 of the Company’s Amended and Restated Bylaws and ASX Listing Rule 14.4 and, being eligible for re-election, is re-elected as a Director of the Company.”

The Board of Directors, with Peter McGregor abstaining, unanimously recommends Security Holders vote “FOR” this Item 2.

3. Election of Jason Korman as a Director

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

“That Jason Korman who was appointed by the Board in accordance with Article X of the Company’s Amended and Restated Certificate of Incorporation and being eligible for election, is elected as a Director of the Company.”

The Board of Directors, with Jason Korman abstaining, unanimously recommends Security Holders vote “FOR” this Item 3.

4. Issue of options to Proposed New Director, Kevin Hill

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue by the Company of 800,000 unlisted options to Kevin Hill under the Company’s 2012 Equity Incentive Plan (or 2022 Equity Incentive Plan if approved by the Shareholders) on the terms described in the accompanying Proxy Statement which forms part of the Notice of Annual Meeting, are approved.”

The Board of Directors unanimously recommends Security Holders vote “FOR” this Item 4.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favor of Item 4 by or on behalf of:

- a. a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b. an associate of those persons.

However, this does not apply to a vote cast in favor of Item 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on Item 4 in that way; or
- b. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chairman to vote on the Item as the Chairman decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Item 4; and

- ii. the holder votes on Item 4. in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Issue of options to Director, John Hoffman

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue by the Company of 200,000 unlisted options to John Hoffman under the Company’s 2012 Equity Incentive Plan (or 2022 Equity Incentive Plan if approved by the Shareholders) on the terms described in the accompanying Proxy Statement which forms part of the Notice of Annual Meeting, is approved.”

The Board of Directors, with John Hoffman abstaining, unanimously recommends Security Holders vote “FOR” this Item 5.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favor of Item 5 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company’s 2012 Equity Incentive Plan; or
- b. an associate of those persons.

However, this does not apply to a vote cast in favor of Item 5 by:

- d. a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney to vote on Item 5 in that way; or
- e. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the Chairman to vote on the Item as the Chairman decides; or
- f. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - iii. 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 Item 5; and
 - iv. the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Approval of 2022 Equity Incentive Plan

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

*“That, for the purposes of ASX Listing Rule 7.2 exception 13 and for all other purposes, Security Holders approve the 2022 Equity Incentive Plan (“**2022 Incentive Plan**”), and the grant of securities under the 2022 Incentive Plan, on the terms and conditions in the accompanying Proxy Statement which forms part of the Notice of Annual Meeting.”*

In the interests of good governance, the Directors (who are all eligible to participate in the 2022 Incentive Plan) abstain from making a recommendation on this Item 6.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favor of Item 6 by any person who is eligible to participate in the 2022 Incentive Plan and any of their associates.

Both Non-Executive and Executive Directors are eligible to participate in the 2022 Incentive Plan and accordingly, Directors and their associates will be excluded from voting on Item 6 together with all other eligible participants and their associates.

However, this does not apply to a vote cast in favor of Item 6 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with the directions given to the proxy or attorney to vote on Item 6 in that way; or
- b. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chairman to vote on Item 6 as the Chairman decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Item 6; and
 - ii. the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way

7. Approval of 2022 Equity Stock Purchase Plan

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

*“That, for the purposes of ASX Listing Rule 7.2 exception 13 and for all other purposes, Security Holders approve the 2022 Equity Incentive Plan (“**2022 Stock Plan**”), and the grant of securities under the 2022 Stock Plan, on the terms and conditions in the accompanying Proxy Statement which forms part of the Notice of Annual Meeting.”*

In the interests of good governance, the Directors (who are all eligible to participate in the 2022 Stock Plan) abstain from making a recommendation on this Item 7.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favor of Item 7 by any person who is eligible to participate in the 2022 Stock Plan and any of their associates.

Both Non-Executive and Executive Directors are eligible to participate in the 2022 Stock Plan and accordingly, Directors and their associates will be excluded from voting on Item 7 together with all other eligible participants and their associates.

However, this does not apply to a vote cast in favor of Item 7 by:

- d. a person as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with the directions given to the proxy or attorney to vote on Item 7 in that way; or
- e. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with a direction given to the Chairman to vote on Item 7 as the Chairman decides; or
- f. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - iii. 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 Item 7; and
 - iv. the holder votes on Item 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Record Date and Voting Rights

Shareholders may lodge a vote at the Annual Meeting if they are a Shareholder of record or are a beneficial owner of Shares held in Street Name (as defined below) on 2:00 pm on Sunday 8 May 2022 (AEST) (being 9:00 pm Saturday 7 May 2022 PDT) (the “**Record Date**”). This record date has been set

in accordance with applicable law and Section 1.8 of the Company's Bylaws, which provides that the Board may, subject to the ASX Listing Rules, fix, in advance, a record date, which shall not precede the date upon which the Item fixing the record date is adopted by the Board and which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action and that if no record date is fixed by the Board, then the record date shall be as provided by applicable law.

Holders of CDIs at the close of business on the Record Date are entitled to receive the Notice of Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting but are not entitled to vote at the Annual Meeting. Holders of CDIs may ahead of the Annual Meeting instruct our CDI depositary, CHESS Depositary Nominees Pty Ltd ("**CDN**"), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Form or by voting online at www.linkmarketservices.com.au. CDN will vote the applicable Shares on behalf of each applicable CDI Holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Form or online from each of the applicable CDI holders.

Any Shareholder may request access to the list of Shareholders of record entitled to vote at the Annual Meeting upon request to the Company's ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Security Holders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 28 April (PDT)

By Order of the Board



John Hoffman
Executive Chairman and Chief Executive Officer

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE 2022 ANNUAL MEETING OF SHAREHOLDERS:**

This Notice of Annual Meeting and Proxy Statement and the 2021 Annual Report are available at <https://www.pivotalsys.com/>.

Proxy Statement



**2022 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON 19 MAY 2022 (Australia) and 18 MAY 2022 (U.S.)**

The Board of Pivotal Systems Corporation (“**Pivotal**” or the “**Company**”) is soliciting proxies for use at the 2022 Annual General Meeting of Shareholders (the “**Annual Meeting**”) to be held Thursday, 19 May 2022 at 2:00 pm (AEST) (being 9:00 pm Wednesday, 18 May 2022 PDT) both in person at MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia and via a virtual online facility (online at <https://meetings.linkgroup.com/PVS22>) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this “**Proxy Statement**”) and the accompanying notice of the 2022 Annual Meeting (the “**Notice of Annual Meeting**”) to Security Holders on or about 28 April 2022 (PDT).

QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

At the Annual Meeting, Security Holders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will report on matters of current interest to Security Holders and respond to any questions. The matters outlined in the Notice of Annual Meeting include:

- ratification of the appointment of BDO USA LLP as Auditor for the financial year ended 31 December 2021 (“Item 1”)
- the re-election of Peter McGregor as a Director of the Company (“Item 2”)
- the election of Jason Korman as a Director of the Company (“Item 3”)
- the issue of options to Proposed New Director, Kevin Hill (“Item 4”)
- the issue of options to Director, John Hoffman (“Item 5”)
- the approval of the 2022 Incentive Plan (“Item 6”)
- the approval of the 2022 Stock Plan (“Item 7”)

Who is entitled to vote at the Annual Meeting?

Only those Shareholders of record, or beneficial owners of Shares held in Street Name (as defined below), on the Record Date will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date there are 159,428,750 Shares of common stock outstanding (equivalent to 159,428,750 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 159,428,750 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents 1 Share of common stock.



Votes for or against and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain Items by certain persons.

“No” votes will be excluded for Items 1, 2 and 3.

Votes will be excluded for Items 4, 5, 6 and 7 as set out in the Notice of Annual Meeting.

How many Shares must be present for voting to hold the Annual Meeting?

Pursuant to Section 1.5 of the Company’s Bylaws, at each meeting of stockholders, the holders of one-third of the shares of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except if otherwise required by applicable law. Shares are counted as present at the Annual Meeting if:

- The Shareholder of record on the Record Date is present in person at the Annual Meeting by registering their attendance when they arrive at MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia;
- The Shareholder of record on the Record Date is present virtually at the Annual Meeting by registering their attendance via the virtual online facility; and
- The Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and shares represented by “broker non-votes” are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

What is the difference between a Shareholder of record and a “Street Name” holder?

If you own Shares registered directly in your name with the Company’s U.S. share registrar, American Stock Transfer & Trust Company, LLC, you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name ("**Street Name**"). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a "legal proxy" from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of the Annual Meeting and attend and ask questions at the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Form or online.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Can I vote my Shares or CDIs in person at the Annual Meeting?

Please Note: If you are a Shareholder, you may only vote your Shares at the Annual Meeting by registering and participating in the meeting in person or via the virtual online facility if you own shares of common stock and are a Shareholder of record on the Record Date. CDI Holders can participate in the AGM by registering and participating in the meeting in person or via the virtual online facility, however are unable to vote during the meeting. For votes to be counted, CDI Holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.

Even if you currently plan to participate in the Meeting either in person or via the virtual online facility and vote your Shares at the Annual Meeting (if you are a Shareholder), we recommend that you submit a proxy so that your vote will be counted if you later decide not to participate at the AGM. If you submit your vote by proxy and later decide to vote in person or online during the Annual Meeting, the vote you submit in person at the meeting or via the virtual online facility will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting or via the virtual online facility only if you obtain and provide to the Company's Share Registry a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote my Shares of common stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Annual Meeting in person or via the online virtual AGM facility.

At the Annual Meeting, every holder of common stock present in person or virtually (upon registering their attendance at the meeting or via the virtual online facility) or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

Proxy Forms (US Common Stock – no online proxy voting available)	
By email	proxy@astfinancial.com
By mail	6201 15 th Avenue, Brooklyn, New York 11219 United States
In person at the Annual Meeting (in person or using the virtual online voting facility)	

How do I vote if I hold CDIs?

Important: If you are a CDI Holder, you must instruct CHESS Depository Nominees Pty Ltd. (“**CDN**”), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Form provided to Link Market Services Limited or via the Internet option set forth below.

Each CDI represents 1 Share. Therefore, each CDI Holder will be entitled to one vote for every 1 CDI that they hold.

CDI Voting Forms (Australian Register)	
Online	www.linkmarketservices.com.au
By post	Pivotal Systems Corporation C/ - Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235
By facsimile	02 9287 0309 (within Australia) +61 2 9287 0309
By hand	Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name (as defined in the Proxy Statement), you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record or CDI holders. You will receive a voting instruction form (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the Annual Meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by American Stock Transfer & Trust Company, LLC no later than 2:00 pm on Tuesday 17 May 2022 (AEST) (being 9:00 pm Monday, 16 May 2022 PDT).

CDI Voting Forms

Completed CDI Voting Forms must be provided to Link Market Services Limited no later than 2:00 pm on Monday, 16 May 2022 (AEST) (being 9:00 pm Sunday, 15 May 2022 PDT) in accordance with the instructions on that form. The CDI voting deadline is one business day prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person or virtual attendance

Due to health and safety concerns related to the COVID-19 global pandemic, the Company is providing Shareholders with the option to attend and vote during the AGM either in person or virtually using the online facility. CDI Holders may attend the AGM in person or virtually but will not be able to lodge a vote during the AGM either in person or using the virtual online facility and are therefore urged to complete and submit their CDI Voting Forms as described above, for their vote to be counted.

What is the voting requirement to approve each of the items set forth in the Notice of Annual Meeting?

Section 1.7 of the Company's Bylaws sets out that voting at meetings of stockholders need not be by written ballot unless such is demanded at the meeting before voting begins by a stockholder or stockholders holding shares representing at least one percent (1%) of the votes entitled to vote at such meeting, or by such stockholder's or stockholders' proxy; provided, however, that an election of directors shall be by written ballot if demand is so made by any stockholder at the meeting before voting begins.

Further to this, Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by



a poll rather than by a show of hands. In accordance with these recommendations, the resolutions under Items 1 to 7 will be decided by poll rather than by a show of hands.

A Director shall be elected or re-elected under Items 2 and 3 in the Notice of Annual Meeting by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors. Unless otherwise provided by applicable law, the Company's Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws, every matter (including the matters under Items 1 and 4 –7 in the Notice of Annual Meeting) other than the re-election of Directors shall be decided by the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon that are present in person, virtually or represented by proxy at the meeting and are voted for or against the matter (subject to the voting exclusion statements in respect of Items 4, 5, and 7 as set out in this Notice of Annual Meeting)

Information on voting exclusions in respect of each of the items are set forth in the Notice of Annual Meeting.

Item 1 – Ratification of BDO USA LLP as Auditor for the financial year ended 31 December 2021

You may vote "FOR", "AGAINST" or "ABSTAIN" on the ratification of the appointment of BDO Audit USA LLP as the Company's auditor.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, and will have the same effect as votes "AGAINST" the ratification of the appointment of BDO USA LLP as the Company's auditor.

Item 2 – Re-election of Peter McGregor as a Director

You may vote "FOR" or "ABSTAIN" on the re-election of Peter McGregor.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the re-election of director under Item 2 in the Notice of Annual Meeting.

Item 3 – Election of Jason Korman as a Director of the Company

You may vote "FOR" or "ABSTAIN" on the re-election of Jason Korman

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election of director under Item 3 in the Notice of Annual Meeting.

Item 4 – Issue of Options to Kevin Hill

You may vote "FOR", "AGAINST" or "ABSTAIN" on the issue of options to Kevin Hill.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, and will have no effect on the resolution to approve the issue of options under Item 4 in the Notice of Annual Meeting.

Item 5 – Issue of Options to John Hoffman

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the issue of options to John Hoffman.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, and will have no effect on the resolution to approve the issue of options under Item 5 in the Notice of Annual Meeting.

Item 6 – Approval of the 2022 Incentive Plan

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the approval of the 2022 Incentive Plan.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the resolution to approve the 2022 Incentive Plan under Item 6 in the Notice of Annual Meeting.

Item 7 – Approval of the 2022 Stock Plan

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the approval of the 2022 Stock Plan.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the resolution to approve the 2022 Stock Plan under Item 7 in the Notice of Annual Meeting.

Please Note: *If you are not entitled to vote in person at the Annual Meeting and you do not submit your proxy or voting instructions to your broker, a “non-vote” occurs and your Shares will be counted for the purpose of establishing a quorum but will have no effect on the outcome of any of the items.*

How do I change my vote or revoke my proxy?

If you are a Shareholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect at or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Annual Meeting in person or using the virtual online facility, revoking your proxy, and voting in person or via the online facility.

If the written statement is not filed at the AGM, the written statement to the ASX Representative should be delivered by not later than 2.00 pm on Tuesday, 17 May 2022 (AEST) (being 9.00 pm



Monday, 16 May 2022 PDT. The written statement can be delivered to Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Danny Davies, or hand delivered to such address.

If you are a beneficial owner and hold Shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person or via the online facility at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the Shares.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Form, you may revoke those directions by delivering to Link Market Services, no later than 2:00 pm on Monday, 16 May 2022 (AEST) (being 9:00 pm Sunday, 15 May 2022 PDT) a written notice of revocation bearing a later date than the CDI Voting Form previously sent.

If you are a CDI Holder and have lodged your vote via the online CDI Voting Form with Link Market Services, you may change your vote online by not later than 2:00 pm on Monday, 16 May 2022 (AEST) (being 9:00 pm Sunday, 15 May 2022 PDT) by accessing your holding online and change your vote by following the prompts.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the Annual Meeting in person or via the virtual online facility?

Only Shareholders and CDI Holders that attend the AGM in person or via the virtual online facility will be able to ask questions at the Annual Meeting. If you have a specific question that you would like to submit to the Chairman of the meeting prior to the meeting, please send your question to the Company by email at info@pivotalsys.com or by post to 48389 Fremont Blvd. Suite 100 Fremont, CA, 94538, USA, Attention: Ron Warrington no later than 2.00 pm on Thursday, 12 May 2022 (AEST) (being 9.00 pm Wednesday, 11 May 2022 PDT).

Items of Business at the Annual Meeting

ITEM 1 – RATIFICATION OF THE APPOINTMENT OF BDO USA LLP AS AUDITOR FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

As previously announced, the Company recently transitioned from International Financial Reporting Standards (IFRS) to US Generally Accepted Accounting Principles (US GAAP) for its reporting of the Company's financial statements commencing with the Company's FY2021 financial statements. To facilitate this the Company appointed BDO US LLP and BDO US LLP has consented to act as external auditor of the Company for the fiscal year 31 December 2021.

Accordingly, the Company is seeking ratification by the Shareholders of the appointment of BDO US LLP for the fiscal year ended 31 December 2021.

Board Recommendation and Chairman's voting intention for Item 1:

The Board unanimously recommend Shareholders vote "FOR" this Item 1. The Chairman intends to vote undirected proxies in favour of this item.

ITEMS 2 AND 3 – ELECTION AND RE-ELECTION OF DIRECTORS OF THE COMPANY

Background

Article VIII of the Company's Amended and Restated Certificate of Incorporation and section 2.2 of the Company's Bylaws provide for a classified Board with the Board divided into three classes, designated Class I, Class II and Class III.. Section 2.2 of the Company's Bylaws provides that with the exception of the Chief Executive Officer, the office of each director shall not extend beyond the latest of (a) the date of the Company's third annual meeting following the date of appointment of the relevant director or (b) the date falling three years after the date of appointment of the relevant director. Directors are eligible for re-appointment at the expiry of their term of office.

Section 1.12(a)(i) of the Company's Bylaws provides that nominations of persons for election to the Board and the proposal of business to be considered by the stockholders shall be made at an annual meeting (A) pursuant to the Company's notice of such meeting, (B) by or at the direction of the Board or (C) if applicable, by any stockholder of the Company in accordance with the Company's Bylaws.

ASX Listing Rule 14.4 provides that a director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Even if no director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of directors at each annual general meeting under ASX Listing Rule 14.5.

Item 2 – Re-election of Peter McGregor

The Board of Directors appointed Peter McGregor as an Independent Non-Executive Director of the Company on 23 August 2018, as a Class I director and he was re-elected as a director on 23 May 2019. In accordance with section 2.2 of the Company's Bylaws and Listing Rule 14.4, Peter McGregor will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by Shareholders of the Company. If Shareholders do not approve the re-election of Peter McGregor then Peter McGregor will cease to be a Director at the conclusion of the Annual Meeting.

Peter McGregor has over 30 years' experience in senior finance and management roles, including having been Chief Executive Officer of technology company, Think Holdings, Chief Financial Officer of the ASX50 transport company, Asciano, and a partner in the Investment Banking firm of Goldman Sachs JBWere.

He also spent time as a Managing Director within the Institutional Banking & Markets division of Commonwealth Bank and was Chief Operating Officer of ASX-listed Australian Infrastructure Fund. Peter is an experienced company Director, having served as Chairman of the Port of Geelong and as a Director of Melbourne, Gold Coast and Darwin Airports.

He is a Director of TRUE Infrastructure, Non-Executive Director of US-based medical device company Imricor and was previously a Director of the Brisbane Lions AFL club and Nutrano Produce Group Limited. He is also a former member of the Prime Minister's Rail Projects Taskforce and the Business Council of the National Gallery of Victoria.

He holds a Commerce Degree from the University of Melbourne, is a Fellow of FINSIA and a Member of the Australian Institute of Company Directors.

In accordance with the assessment on independence for a non-executive director, the Board's Remuneration and Nomination Committee (other than Peter McGregor) determined that Peter McGregor continues to be an independent director.

Committees

Peter McGregor is a member of the Company's Remuneration and Nomination Committee and the Company's Risk and Audit Management Committee.

Board Recommendation and Chairman's voting intention for Item 2

The Board (other than Peter McGregor) recommend that Shareholders vote in favor of this item of business. The Chairman intends to vote undirected proxies in favor of this Item 2.

Item 3 – Election of Jason Korman

The Board of Directors appointed Jason Korman as Non-Executive Director of the Company on 6 December 2021 to fill a casual vacancy. In accordance with Listing Rule 14.4, Jason Korman will retire

at the Annual Meeting and being eligible for election, submits himself for election as a director by shareholders of the Company.

Jason Korman is a Partner at Viburnum Funds, an Australian-based active ownership investment management firm and a major shareholder of the Company with a 20.78% stake.

Jason has over 10 years' experience in private equity and investment management across Australia, Singapore and the USA at BGH Capital, Argand Partners and CHAMP Private Equity. He has been involved in numerous investments, exits and financings across a range of sectors including technology, education, manufacturing, chemicals and general industrial. Prior to this, Jason worked in investment banking at Credit Suisse.

Committees

Nil.

Board Recommendation and Chairman's voting intention for Item 3

The Board (other than Jason Korman) recommend that Shareholders vote in favor of this item of business. The Chairman intends to vote undirected proxies in favor of this item.

ITEM 4 - ISSUE OF OPTIONS TO PROPOSED NEW DIRECTOR, KEVIN HILL

Kevin Hill, Pivotal's current Chief Operating Officer, will be appointed as an Executive Director and Chief Executive Officer of the Company, effective 1 June 2022 and has entered into a revised employment agreement to reflect these arrangements (**Employment Agreement**). The terms of Kevin Hill's continued employment and new role as Director and Chief Executive Officer, effective 1 June 2022, were previously disclosed by the Company to the ASX on 2 February 2022.

The Company has agreed, subject to Shareholder approval, to issue 800,000 options to Kevin Hill an employee and proposed Director of the Company under the terms of the Company's existing 2012 Equity Incentive Plan (or 2022 Equity Incentive Plan if approved by the Shareholders) (**Options**) providing him with the opportunity to exercise those options on payment of the exercise price into fully paid Shares in the Company (**Issue**).

Listing Rule 10.11 provides that a company must not issue or agree to issue equity securities to any of the following persons without the approval of the holders of its ordinary securities:

- a) a related party (Listing Rule 10.11.1);
- b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (Listing Rule 10.11.2);
- c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity (in the case of a trust, to the board of the responsible entity of the trust) pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- d) an associate of a person referred to in rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4);
- e) a person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders (Listing Rule 10.11.5),

unless the company obtains the approval of its shareholders.

As Kevin Hill will be appointed as a Director and Chief Executive Officer of the Company on and from 1 June 2022 pursuant to the terms of his revised Employment Agreement, the Issue falls within Listing Rule 10.11.1 as Kevin Hill falls within the definition of a related party under Chapter 19 of the ASX Listing Rules. The Issue therefore requires approval of the Company's Shareholders under Listing Rule 10.11. As such, Item 4 seeks Shareholder approval for the issue of the Options to Kevin Hill for the purposes of ASX Listing Rule 10.11.

Specific details of the proposed issue are set out below.

Additional Information

For the purposes of ASX Listing Rule 10.13, the following additional information is provided for Security Holders.

- a) Kevin Hill is currently employed by the Company as Chief Operating Officer and will become a Director of the Company on and from 1 June 2022 pursuant to the terms of his revised Employment Agreement. Kevin falls within the category of persons under Listing Rule 10.11.1 as a person who is reasonably likely in the future to become a related party of the Company (by way of his proposed appointment as a director);
- b) Kevin will be issued 800,000 unlisted options under the 2012 Equity Incentive Plan (or 2022 Equity Incentive Plan if approved by the Shareholders) on the following terms:
 - i. each Option will entitle the holder to subscribe for one Share (or one CDI) upon vesting and payment of the exercise price for the Options;
 - ii. Shares issued on vesting and exercise of the Options will rank equally with the Shares on issue;
 - iii. the issue price for the Options is nil and the exercise price per Option is the fair market value of a Share on the date of the Meeting (based on the last closing price of CDIs on ASX on the day before the Meeting);
 - iv. the Options will vest over 48 equal monthly instalments commencing on 1 January 2022 subject to Mr Hill's continued employment with the Company; and
 - v. will have an expected term of 4 years, expiring on 1 January 2026.
- c) Kevin's total remuneration package for the year ending 31 December 2022 comprises:
 - i. fixed remuneration of US\$360,000;
 - ii. annual performance bonus at a target level of 50% of fixed remuneration at the end of the relevant calendar year. Payment is based on performance criteria determined by the Board;
- d) the value of the Options is \$149,185. The valuation is based on a Black Scholes calculation as if the awards were granted on 1 April 2022 with an exercise price of US\$0.39 and other vesting conditions outlined in paragraph b) iv. above and with 59% volatility;

- e) these type of securities are being issued as an incentive for Mr Hill's continued employment with the Company and have been issued in lieu of an issue of Shares to provide an incentive for Mr Hill to progress the growth of the Company;
- f) subject to Shareholders approving this item 4, the Options will be issued to Kevin Hill on or about the date of the AGM, but in any event no later than 1 month after the date of the AGM;
- g) a summary of the material terms of the Company's 2012 Equity Incentive Plan is attached as Attachment A and a summary of the material terms of the 2022 Equity Incentive Plan is attached as Attachment B;
- h) the Company will receive no price or consideration for the Issue; and
- i) a voting exclusion statement in respect of Item 4 is included and set out above in this Notice of Meeting.

If Shareholders approve Item 4, the Company will be able to proceed with the issue of Options to Kevin Hill on the terms and conditions as set out in this Notice.

If Shareholders do not approve Item 4, the proposed issue of Options to Kevin Hill will not proceed. However, the Board considers it is important for Pivotal to offer incentives to its directors and executives that are in line with market practice. As such, the Board would need to consider alternative remuneration arrangements.

Board Recommendation and Chairman's voting intention for Item 4

The Directors consider that the award of Options to Kevin Hill is an appropriate incentive and in the best interests of Pivotal and therefore recommends that Shareholders vote in favor of Item 4. The Chairman intends to vote undirected proxies in favor of this item.

ITEM 5 – ISSUE OF OPTIONS TO DIRECTOR, JOHN HOFFMAN

As previously announced on the ASX, John Hoffman will step down from his role as the Company's Chief Executive Officer effective 31 May 2022 and will continue with his role as Executive Chairman until his retirement from the Company on 31 December 2022. The terms of John Hoffman's continued employment were previously announced on the ASX and set out in the terms of an amended employment agreement (**Employment Agreement**).

The Company has agreed, subject to Shareholder approval, to issue 200,000 options under the 2012 Equity Incentive Plan (or 2022 Equity Incentive Plan if approved by the Shareholders) (**Options**) to John Hoffman as a Director of the Company (**Issue**) providing him with the opportunity to exercise those options on payment of the exercise price, into fully paid Shares in the Company.

As John Hoffman is a Director of Pivotal Systems Corporation, the Issue falls within Listing Rule 10.14.1 and therefore requires approval of the Company's Shareholders under Listing Rule 10.14. As such, Item 5 seeks Shareholder approval for the issue of 200,000 Options to John Hoffman under the 2012 Equity Incentive Plan (or the 2022 Equity Incentive Plan if approved by the Shareholders) for the purpose of ASX Listing Rule 10.14.

Specific details of the proposed Issue are set out below.

Additional Information

For the purposes of ASX Listing Rule 10.15, the following additional information is provided for Shareholders.

- a) John Hoffman is a director of the Company and as such a related party of the Company and falls within the category of person in Listing Rule 10.14.1;
- b) the Company intends to issue John Hoffman 200,000 unlisted options under the 2012 Equity Incentive Plan (or the 2022 Equity Incentive Plan if approved by the Shareholders) on the following terms:
 - i. each Option will entitle the holder to subscribe for one Share (or one CDI) upon vesting and payment of the exercise price for the Options;
 - ii. Shares issued on vesting and exercise of the Options will rank equally with Shares on issue;
 - iii. the issue price for the Options is nil and the exercise price per Option is the fair market value of a Share on the date of the Meeting (based on the last closing price of CDIs on ASX on the day before the Meeting);
 - iv. the options will vest over 12 equal monthly instalments commencing on 1 January 2022 subject to Mr Hoffman's continued employment by the Company; and
 - v. will have an expected term of 1 year, expiring on 1 January 2023.
- c) John's total remuneration package for the year ending 31 December 2022 comprises:
 - i. fixed remuneration of US\$31,250 per month for the period from 1 January 2022 - 31 May 2022, US\$25,000 per month for the period 1 June – 31 August 2022 and US\$18,750 per month for the period 1 September (or a later date determined by the Board) to 31 December 2022;
 - ii. a discretionary performance bonus of up to US\$800,000 subject to the achievement of performance hurdles determined by the Board;
- j) the value of the Options is \$37,248. The valuation is based on a Black Scholes calculation as if the awards were granted on 1 April 2022 with an exercise price of US\$0.39 and other vesting conditions outlined in paragraph b) iv. above with 59% volatility;
- k) these type of securities are being issued as retention incentive for Mr Hoffman's in the position of Executive Chairman until his retirement from the Company on 31 December 2022 and have been issued in lieu of an issue of Shares to provide an incentive for Mr Hoffman to progress the growth of the Company until such time;
- d) subject to Shareholders approving this Item 5, the Options will be issued to John Hoffman on or about the date of the AGM but in any event no later than 3 years after the date of the AGM;
- e) no loans will be made to John Hoffman in relation to the acquisition of the Options or Shares issued on exercise of the Options;
- f) a summary of the material terms of the 2012 Equity Incentive Plan is attached as Attachment A and a summary of the material terms of the 2022 Equity Incentive Plan is attached as Attachment B;
- g) details of any securities issued under the 2012 Equity Incentive Plan and 2022 Equity Incentive Plan to Listing Rule 10.14 parties will be published in the Company's annual report relating to the period in which they are issued, including a statement that approval was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to

participate in an issue of securities under the 2012 Equity Incentive Plan and 2022 Equity Incentive Plan after the resolutions the subject of Item 5 of this Notice of Meeting and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14; and

- h) a voting exclusion statement in respect of Item 5 is included and set out above in this Notice of Meeting.

If Shareholders approve Item 5, the Company will be able to proceed with the issue of Options to John Hoffman on the terms and conditions as set out in this Notice.

If Shareholders do not approve Item 5, the proposed issue of Options to John Hoffman will not proceed. However, the Board considers it is important for Pivotal to offer incentives to its directors and executives that are in line with market practice. As such, the Board would need to consider alternative remuneration arrangements.

Board Recommendation and Chairman's voting intention for Item 5

The Directors (other than John Hoffman) consider that the award of Options to John Hoffman is an appropriate incentive and in the best interests of Pivotal and therefore recommends that Shareholders vote in favor of Item 5. The Chairman intends to vote undirected proxies in favor of this item.

ITEMS 6 AND 7 – APPROVAL OF 2022 INCENTIVE PLAN AND 2022 STOCK PLAN

The Company currently has in place an equity incentive plan (being the 2012 Equity Incentive Plan) for the purpose of attracting and retaining key staff and employees. Clause 13.2 of the 2012 Equity Incentive Plan provides that it will terminate 10 years from its effective date (being the date the plan is adopted by the Board), or if earlier, ten years from the date of stockholder approval. The Company confirms that the 2012 Equity Incentive Plan will terminate on the date of the 2022 Incentive Plan. As such, the Company is proposing to adopt a new equity incentive plan on terms similar to the 2012 Equity Incentive Plan.

Further, for the first time, the Company also intends to adopt an employee stock plan in addition to the 2012 Equity Incentive Plan (which is to be superseded by the 2022 Incentive Plan). The 2022 Stock Plan offers employees who do not currently own any more than 5% of securities in the capital of the Company prior to the issue of securities under the 2022 Stock Plan, the opportunity to purchase Shares (or CDIs) as part of a payroll deduction processed from time to time by the Company.

Resolutions 6 and 7 seek Shareholder approval, pursuant to Listing Rule 7.2, Exception 13, to adopt the 2022 Incentive Plan and the 2022 Stock Plan respectively to enable equity incentives including Performance Rights, Options, RSUs, Restricted Stock and Share to be issued under the 2022 Incentive Plan and the 2022 Stock Plan respectively to eligible Directors, employees and contractors (**Incentive Securities**) to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolutions 6 and 7 is respectively passed.

A summary of each of the 2022 Incentive Plan and the 2022 Stock Plan, to be adopted pursuant to Resolution 6 and 7, is set out in Attachments B and C.

Both the 2022 Incentive Plan and the 2022 Stock Plan are intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the 2022 Incentive Plan and the 2022 Stock Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that each will:

- a. enable the Company to incentivize and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- b. link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company; and
- c. align the financial interest of participants of each of the 2022 Incentive Plan and the 2022 Stock Plan with those of Shareholders.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to convert to equity (such as an option or performance right), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, Exception 13, is one of the exceptions to Listing Rule 7.1. The effect of Shareholder approval of the 2022 Incentive Plan and/or the 2022 Stock Plan under Listing Rule 7.2, Exception 13 is that any issues of securities under the 2022 Incentive Plan or 2022 Stock Plan are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

Resolutions 6 and 7 are not inter-conditional such that if one resolution is approved but the other is not, this does not affect the approved resolution.

Specific information required by Listing Rule 7.2, exception 13

In accordance with the requirements of Listing Rule 7.2, exception 13(b), the following information is provided in respect of the 2022 Incentive Plan:

- a. summary of the material terms of the 2022 Incentive Plan is set out in Attachment B and forms part of the Notice of Annual Meeting;
- b. as the 2022 Incentive Plan is a new plan, no securities have yet been issued under this plan;
- c. the maximum number of securities proposed to be issued under the 2022 Incentive Plan following Shareholder approval is 12,000,000 securities; and
- d. a voting exclusion statement in respect of Resolution 6 has been included in the Notice of Annual Meeting.

In accordance with the requirements of Listing Rule 7.2, exception 13(b), the following information is provided in respect of the 2022 Stock Plan:

- a. summary of the material terms of the 2022 Stock Plan is set out in Attachment C and forms part of the Notice of Annual Meeting;
- b. as the 2022 Stock Plan is a new plan, no securities have yet been issued under this plan;
- c. the maximum number of securities proposed to be initially issued under the 2022 Stock Plan following Shareholder approval is 3,200,000 securities; and

a voting exclusion statement in respect of Resolution 7 has been included in the Notice of Annual Meeting.

Board Recommendation and Chairman's voting intention for Items 6 and 7.

In the interests of good governance, the Directors (who are all eligible to participate in the 2022 Incentive Plan or the 2022 Stock Plan) abstain from making a recommendation on these Items 6 and 7. The Chairman intends to vote undirected proxies in favor of these items.

OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001 (Cth)* (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 31 December 2021.

The Corporations Act does not require a vote of Shareholders on the reports or statements. However, the Shareholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the company's website: <https://www.pivotalsys.com/>.

If a Shareholder would like to receive a hard copy of the 2021 Annual Report, please contact the Company's share registry, American Stock Transfer & Trust Company, LLC.

If a CDI Holder would like to receive a hard copy of the 2021 Annual Report, please contact the Company's CDI Registry, Link Market Services Limited.

Attachment A – Summary of 2012 Equity Incentive Plan

The Company's current 2012 Equity Incentive Plan (**2012 Plan**) provides for the grant of incentive stock options to employees of the Company and for the grant of options, restricted stock unit, stock appreciation right or restricted stock awards to employees, officers, directors and consultants of the Company. The total number of shares permitted to be issued under the 2012 Plan is 26,965,000 shares.

The 2012 Plan is administered by a committee created by the Board, or by the Board if no committee is created. Subject to the provisions of the 2012 Plan and the ASX Listing Rules, the administrator generally has the authority to, among other things, construe and interpret the 2012 Plan and modify or terminate rules and regulations relating to the 2012 Plan, approve persons to receive awards, approve the form and terms of awards and the terms of vesting, exercisability and payment of awards, determine the number of Shares subject to awards, grant waivers of any conditions, correct any defect or inconsistency or extend any vesting period under the 2012 Plan.

In the event of certain corporate events or changes in the Company's capitalisation, the administrator will make adjustments to the number of Shares reserved for issuance under the 2012 Plan, the exercise prices of and number of Shares subject to outstanding options and stock appreciation rights, and the purchase prices of and/or number of shares subject to other outstanding awards, subject to compliance with applicable rules and regulations including the ASX Listing Rules.

In the event of an acquisition or other combination, any or all outstanding awards may be assumed, converted or replaced by the successor or acquiring entity or may be substituted for equivalent awards granted by the successor or acquiring entity. Any awards not assumed or replaced in the acquisition or combination will terminate, without accelerating vesting, immediately prior to the consummation of such acquisition or combination at the time and upon the conditions as the committee determines.

Subject to compliance with applicable law including the ASX Listing Rules, the Board has the authority to amend or terminate the 2012 Plan or terminate awards upon a dissolution or liquidation of the Company, followed by the payment of creditors and the distribution of any remaining funds to the Company's stockholders. Certain amendments require the approval of the shareholders.

Unless earlier terminated, the 2012 Plan will terminate on the earlier of ten years from the date of Board approval or stockholder approval of the 2012 Plan.

Attachment B – 2022 Incentive Plan

The Company's 2022 Equity Incentive Plan (**2022 Incentive Plan**) provides for the grant of incentive stock options to employees of the Company and for the grant of non-statutory stock options, performance awards, cash awards, restricted stock units, stock bonus, incentive stock options, stock appreciation right or restricted stock awards to employees, officers, directors and consultants of the Company. Upon adoption of the 2022 Incentive Plan, no new awards may be granted under the 2012 Plan.

The total number of shares permitted to be issued under the 2022 Incentive Plan is 12,000,000, shares, inclusive of up to 1,697,428 new shares remaining available for issuance under the 2012 Plan. The number of Shares available for grant and issuance under the Plan will be increased on January 1st of each year, commencing on January 1, 2024 and ending on (and including) January 1, 2028, in an amount equal to the lesser of (a) three percent (3%) of the total number of outstanding shares of all classes of the Company's common stock outstanding (on an as-converted basis) on each December 31st immediately prior to the date of increase or (b) such number of Shares determined by the Board.

Awards offered under the 2022 Incentive Plan in reliance on ASIC Class Order 14/1000 are subject to a cap of 5% of the total number of shares on issue, to be calculated in accordance with the ASIC Class Order.

The 2022 Incentive Plan is administered by a committee created by the Board, or by the Board if no committee is created. Subject to the provisions of the 2022 Incentive Plan and the ASX Listing Rules, the administrator generally has the authority to, among other things, construe and interpret the plan and modify or terminate rules and regulations relating to the plan, approve persons to receive awards, approve the form and terms of awards and the terms of vesting, exercisability and payment of awards, determine the number of Shares subject to awards, grant waivers of any conditions, correct any defect or inconsistency or extend any vesting period under the 2022 Incentive Plan.

In the event of certain corporate events or changes in the Company's capitalisation, the administrator will make adjustments to the number of Shares reserved for issuance under the 2022 Incentive Plan, the exercise prices of and number of Shares subject to outstanding options and stock appreciation rights, and the purchase prices of and/or number of shares subject to other outstanding awards, subject to compliance with applicable rules and regulations including the ASX Listing Rules.

In the event of an acquisition or other combination, any or all outstanding awards may be assumed, converted or replaced by the successor or acquiring entity or may be substituted for equivalent awards granted by the successor or acquiring entity. Any awards not assumed or replaced in the acquisition or combination will terminate, without accelerating vesting, immediately prior to the consummation of such acquisition or combination at the time and upon the conditions as the committee determines.

Subject to compliance with applicable law including the ASX Listing Rules, the Board has the authority to amend or terminate the 2022 Incentive Plan or terminate awards upon a dissolution or liquidation



of the Company, followed by the payment of creditors and the distribution of any remaining funds to the Company's stockholders. Certain amendments require the approval of the shareholders.

Unless earlier terminated, the 2022 Incentive Plan will terminate on the earlier of ten years from the date of Board approval or stockholder approval of the 2022 Incentive Plan.

Attachment C – 2022 Stock Plan

The Company's 2022 Stock Plan provides for the grant of offers to purchase shares (or CDIs) to eligible employees of the Company, being employees who hold less than 5% of the current securities in the capital of the Company at any time during offering periods prescribed by the committee designated to administer the 2022 Stock Plan. Offering periods may continue up to 27 months and may consist of one or more purchase periods. The terms of the offerings will be set forth in an offering document. Eligible employees enrol in the 2022 Stock Plan by responding to the Company's offer to subscribe. After acceptance, a nominated proportion of between 1 and 15% of that eligible employee's post-tax salary will be deducted and directed by payroll to the administrator of the 2022 Stock Plan, who will facilitate the purchase of shares in the capital of the Company on behalf of the eligible employee, for an agreed offer period.

An eligible employee will automatically enrol at the same proportion in any subsequent offering periods under the 2022 Stock Plan until such time that the eligible employee withdraws from the plan or otherwise becomes ineligible to participate in the plan (such as by terminating their employment with the Company). To the extent an eligible employee has insufficient funds to purchase shares (or CDIs) in any offering period, those funds will be held by the Company and applied on the eligible employee's behalf to the purchase of shares in the following offering period.

The 2022 Stock Plan is administered by a committee created by the Board, or by the Board if no committee is created. Subject to the provisions of the 2022 Stock Plan, the administrator generally has the authority to, among other things, construe and interpret the 2022 Stock Plan and modify or terminate rules and regulations relating to the 2022 Stock Plan, approve persons to receive awards, approve the form and terms of awards, exercisability and payment of awards, determine the number of Shares subject to awards, grant waivers of any conditions, correct any defect or inconsistency or extend any vesting period under the 2022 Stock Plan.

The total initial number of shares permitted to be issued under the 2022 Stock Plan is 3,200,000 shares. The total number of shares will increase each calendar year by the lesser of; (a) 1.5% of the total number of shares on issue by the Company immediately prior to the next calendar year, (b) 5,500,000 shares or (c) a lesser amount agreed by the Board, commencing on 1 January 2023 and ending on (and including) 1 January 2032. Shares issued under the 2022 Stock Plan may be authorised and unissued Shares, US treasury shares or Shares purchased on market.

The purchase price for the shares (or CDIs) issued to eligible employees under the 2022 Stock Plan must be equal to or greater than 85% of the fair market value of the share on the first day of the offering period or on the applicable purchase date during the offering period. Depending on the terms of each offering, eligible employees may be entitled to increase or decrease the proportion of their post-tax salary that is deducted under the 2022 Stock Plan during an offering period, by providing notice to the Company. Further, eligible employees are entitled to withdraw from the 2022 Stock Plan. If an eligible employee ceases employment with the Company, any deducted but not applied funds under the 2022 Stock Plan will be returned to that employee.



In the event of certain corporate events or changes in the Company's capitalisation, the administrator will make adjustments to the number of Shares reserved for issuance under the 2022 Stock Plan and the limits applicable to the annual increases in such Shares available, the exercise prices of and number of Shares and the purchase prices of and/or number of shares, subject to compliance with applicable rules and regulations including the ASX Listing Rules.

In the event of an acquisition or other combination, any or all outstanding awards may be assumed, converted or replaced by the successor or acquiring entity or may be substituted for equivalent awards granted by the successor or acquiring entity. Alternatively, and in its discretion, the committee created by the Board to administer the 2022 Stock Plan may permit Shares to be purchased on a date determined by the committee, or terminate any outstanding right under the 2022 Stock Plan in exchange for a cash payment.

Subject to compliance with applicable law including the ASX Listing Rules, the Board has the authority to amend or terminate the 2022 Stock Plan or terminate awards upon a dissolution or liquidation of the Company, followed by the payment of creditors and the distribution of any remaining funds to the Company's stockholders. Certain amendments require the approval of the shareholders.

The 2022 Stock Plan will terminate on a date decided by the Board.

LODGE YOUR INSTRUCTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Pivotal Systems Corporation
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



CDI VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Pivotal Systems Corporation (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **2:00pm, Thursday, 19 May 2022** (the Meeting) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **MA Financial Group, Level 27, Brookfield Place, 10 Carrington Street, Sydney, New South Wales, Australia** or logging in online at <https://meetings.linkgroup.com/PVS22> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at www.pivotalsys.com/investors/.

Please note that CDI Holders will not be able to vote online during the AGM but will be able to ask questions, as set out in the Notice of Meeting.

STEP 2

PROXY APPOINTMENT– this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint another person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) and email address in these boxes.

Name

Email

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to be appointed as CDN's proxy to attend the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

STEP 3

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of BDO USA LLP as auditor for the financial year ended 31 December 2021**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Options to Director, John Hoffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Peter McGregor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 2022 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Jason Korman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of 2022 Equity Stock Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of options to Proposed New Director, Kevin Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

** If you tick 'abstain' this will count as an against vote (as per the NOM)

STEP 4

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

APPOINTMENT OF A PROXY

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint some person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) and email address or the name and email address of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **Monday, 16 May 2022** being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MAIL

Pivotal Systems Corporation.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

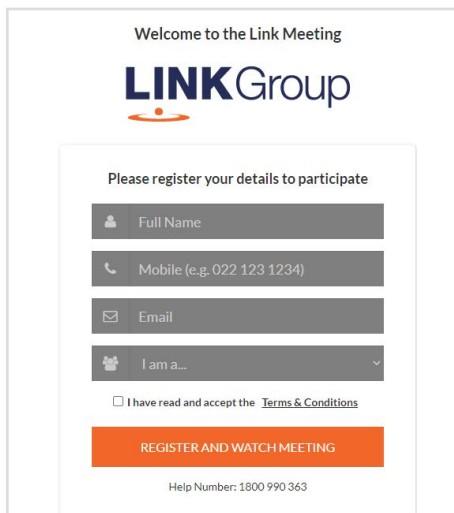
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 11 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/PVS22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

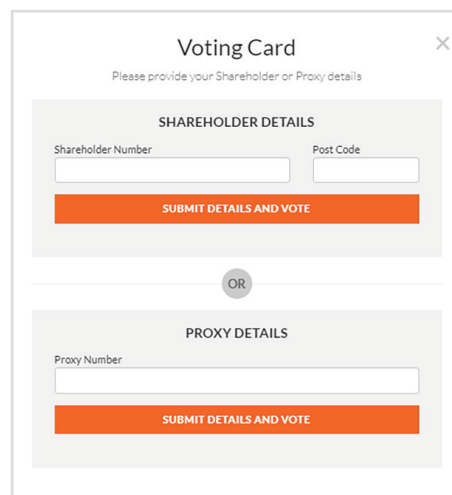
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

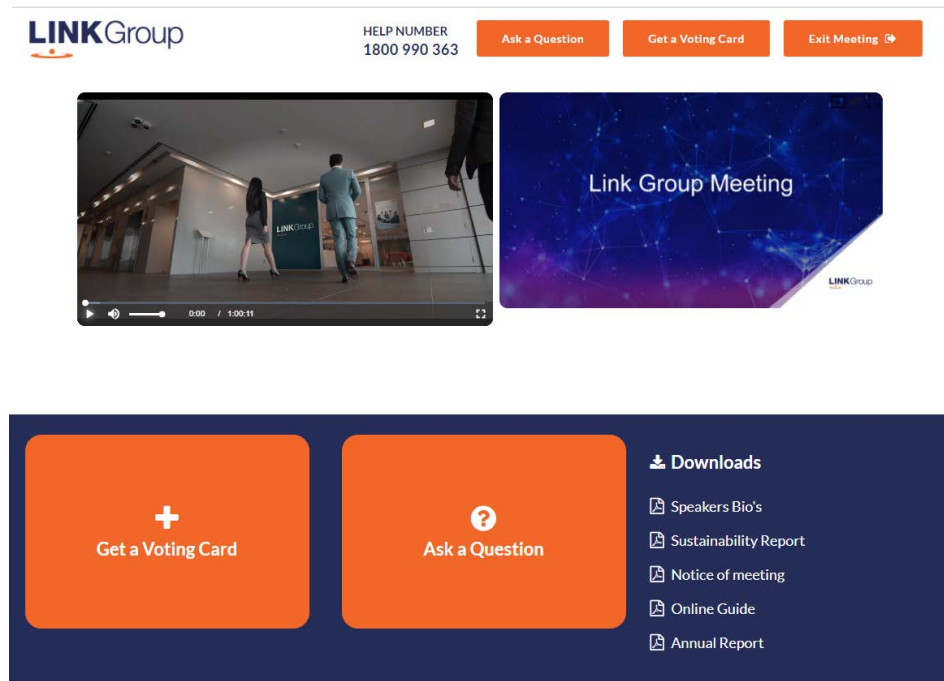


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

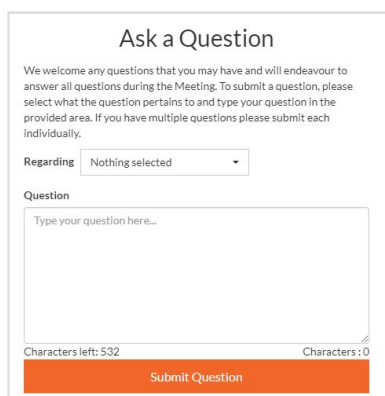
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



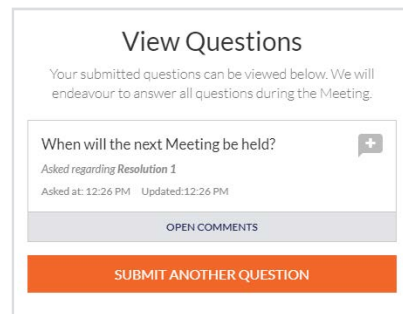
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: +61 XXXX XXX XXX

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions and you wish to ask a question, please press *1 on your keypad. You will be asked to provide your PIN. Once verified, you will be asked to provide your question. Please wait for the moderator to acknowledge your question before speaking. If you wish to ask a question, please press *1 on your keypad. You will be asked to provide your PIN. Once verified, you will be asked to provide your question. Please wait for the moderator to acknowledge your question before speaking.

Step 2

When it is time for you to ask your question or make your comment, the moderator will introduce you to the meeting, your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to.

Lodging Your Vote

Voting will be conducted at the conclusion of the Meeting, using your key pad. The moderator will provide instructions on how to vote.

Step 1

The moderator will read out the resolution and provide the following instructions:

To vote FOR, press *3. To vote AGAINST, press *4 To ABSTAIN, press *5

You will be asked to vote immediately.

If you haven't lodged your vote within 10 seconds, the moderator will let you know you have not voted and you will be asked to submit your vote as voting will be closing imminently.

Once voting has closed for the first resolution, the moderator will announce that voting on that resolution is now closed. This process will be repeated for each resolution (if applicable).

Step 2

The moderator will announce that voting has closed and will advise where results will be available.

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au