



ep&t global

ENVIRONMENT | PROPERTY | TECHNOLOGY

Notice of Extraordinary General Meeting and Explanatory Memorandum

EP&T Global Limited

ACN 645 144 314

Date: 17 January 2023

Time: 4.00pm (AEDT)

Place: Online at <https://web.lumiagm.com/320648618>

NOTICE OF 2023 EXTRAORDINARY GENERAL MEETING

Notice is given that the 2023 Extraordinary General Meeting of
EP&T Global Limited ACN 645 144 314 (the **Company**)
will be online at <https://web.lumiagm.com/320648618>
on 17 January 2023 at 4.00pm (AEDT)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Extraordinary General Meeting:

Ordinary Business

RATIFICATION OF PLACEMENT SHARES

Resolution 1	Ratification of Placement Share Issue
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the issue of 22,234,798 Shares on 1 December 2022 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the Placement of Shares or their Associates.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none">(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or(b) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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:<ul style="list-style-type: none">○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

APPROVAL OF PARTICIPATION IN THE CONDITIONAL PLACEMENT

Resolution 2	Issue of Shares to Mr Jonathan Sweeney under the Conditional Placement
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 3,000,000 Shares to Mr Jonathan Sweeney, Chairman of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>

Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Jonathan Sweeney or any associate of Mr Jonathan Sweeney.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (b) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 3	Issue of Shares to Mr John Balassis under the Conditional Placement
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>"THAT, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 2,009,209 Shares to Mr John Balassis, Executive Director and Interim CEO of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Balassis or any associate of Mr John Balassis.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (b) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4	Issue of Shares to Mr Richard Doyle under the Conditional Placement
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>"THAT, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 2,009,209 Shares to Mr Richard Doyle, Non-Executive Director of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i></p>

Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Richard Doyle or any associate of Mr Richard Doyle.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (b) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 5	Issue of Shares to Mr Victor van Bommel under the Conditional Placement
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 7,981,581 Shares to Mr Victor van Bommel, Non-Executive Director of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Victor van Bommel or any associate of Mr Victor van Bommel.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (b) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6	Issue of Shares to Mr Keith Gunaratne under the Conditional Placement
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 4,000,000 Shares to Mr Keith Gunaratne, Executive Director of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>

<p>Voting Exclusion</p>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Keith Gunaratne or any associate of Mr Keith Gunaratne.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (d) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (e) The Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution 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: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Dated: 16 December 2022

By order of the Board of EP&T Global Limited

Laura Newell
Company Secretary

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) **certified** copy of that power of authority by **4.00pm (AEDT) on 15 January 2023**:

Online <https://www.votingonline.com.au/EPXegm2023>

By post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By personal delivery BoardRoom Pty Limited
Level 8
210 George Street
Sydney NSW 2000

By facsimile +61 9290 9655

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that Shares in the Company which are on issue at **7.00pm (AEDT) on 15 January 2023** will be taken to be held by the persons who held them at that time for the purposes of the Extraordinary General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy. If you wish to appoint the Chairman as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Jonathan Sweeney, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

Virtual participation

In accordance with the clause 28(a) of the Constitution, and to facilitate Shareholder participation, the Chairman has determined that the Meeting will be held virtually through an online platform.

Shareholders who wish to participate in the EGM may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/320648618>.

If you choose to participate in the EGM, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 320-648-618
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting.

EXPLANATORY MEMORANDUM TO NOTICE OF 2023 EXTRAORDINARY GENERAL MEETING

RATIFICATION OF PLACEMENT SHARES

Resolution 1	Ratification of Placement Share Issue
Explanation	<p>On 1 December 2022, the Company issued 22,234,798 Shares to sophisticated and professional investors through a placement of shares (Placement). The purpose of the Placement was to raise funds for working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.</p> <p>Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.</p> <p>The issue of Shares under this Resolution does not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue date.</p> <p>ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.</p> <p>The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.</p> <p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15% Placement Capacity, as this will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p> <p>To this end, this Resolution seeks Shareholder approval to the issue of Shares under and for the purposes of ASX Listing Rule 7.4.</p> <p>If this Resolution is passed, the Shares issued under the approved Resolution will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued.</p> <p>If this Resolution is not passed, the Shares issued under the failed Resolution will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued.</p> <p>The Directors do not (save for as otherwise set out in this Notice) currently have any specific intention to make any further issue of securities without approval of Shareholders under ASX Listing Rule 7.1 in the next 12-months unless such issue falls under an exception to the 15% threshold in LR 7.2.</p> <p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 7.1 Placement Capacity, as this will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p>

Specific information required by ASX Listing Rule 7.5	<p>For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in respect of this Resolution:</p> <table> <tr> <td>Number of securities issued</td><td>22,234,798 Shares</td></tr> <tr> <td>Issue price per security</td><td>\$0.025</td></tr> <tr> <td>Date on which the securities were issued</td><td>The Shares were issued on 1 December 2022.</td></tr> <tr> <td>Name of allottees</td><td>The Shares were allocated to professional and sophisticated investors.</td></tr> <tr> <td>Terms of securities</td><td>Fully paid ordinary Shares that will rank pari passu with those Shares already on issue</td></tr> <tr> <td>Use of funds</td><td>To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.</td></tr> </table>	Number of securities issued	22,234,798 Shares	Issue price per security	\$0.025	Date on which the securities were issued	The Shares were issued on 1 December 2022.	Name of allottees	The Shares were allocated to professional and sophisticated investors.	Terms of securities	Fully paid ordinary Shares that will rank pari passu with those Shares already on issue	Use of funds	To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.
Number of securities issued	22,234,798 Shares												
Issue price per security	\$0.025												
Date on which the securities were issued	The Shares were issued on 1 December 2022.												
Name of allottees	The Shares were allocated to professional and sophisticated investors.												
Terms of securities	Fully paid ordinary Shares that will rank pari passu with those Shares already on issue												
Use of funds	To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.												
Board Recommendation	<p>The Directors unanimously recommend that Shareholders vote in favour of this Resolution.</p>												
Chairman's available proxies	<p>The Chairman intends to vote all available proxies in favour of this Resolution.</p>												

APPROVAL OF PARTICIPATION IN CONDITIONAL PLACEMENT

Resolutions 2 – 6	Approval of Participation in Conditional Placement
Explanation	<p>Shareholders are asked to approve the issue of Shares to some of the Directors of the Company on the same terms as those of the Placement (Conditional Placement) to raise a further \$475,000.</p> <p>Pursuant to the Conditional Placement, Mr Jonathan Sweeney, Mr John Balassis, Mr Richard Doyle, Mr Victor van Bommel and Mr Keith Gunaratne, being Directors of the Company, intend to invest \$475,000 in aggregate. In consideration of their investments, the Company will issue to the Directors in aggregate 19,000,000 Shares at \$0.025 per Share (Conditional Placement Shares) subject to Shareholder approval.</p>
ASX Listing Rule 10.11	<p>ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approvals.</p> <p>A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:</p> <ul style="list-style-type: none"> a) a related party; b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company; 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 Company and who has nominated a director to

	<p>the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;</p> <p>d) an associate of a person referred to in (a) to (c) above; and</p> <p>e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.</p> <p>A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.</p> <p>As Mr Sweeney, Mr Balassis, Mr Doyle, Mr van Bommel and Mr Gunaratne are Directors, each of them is a "related party" of the Company.</p> <p>The proposed issues do not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore require the approval of the Shareholders under ASX Listing Rule 10.11.</p> <p>To this end, Resolutions 2 – 6 seek the required Shareholder approval to issue the Conditional Placement Shares to Mr Sweeney, Mr Balassis, Mr Doyle, Mr van Bommel and Mr Gunaratne under and for the purposes of ASX Listing Rule 10.11.</p> <p>If these Resolutions are passed, the Company will be able to proceed with the proposed issues. If these Resolutions are not passed, the Company will not be able to proceed with the proposed issues.</p>
Chapter 2E of the Corporations Act	<p>Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:</p> <p>a) the giving of the financial benefit falls within one of the exceptions to the provisions; or</p> <p>b) Shareholder approval is obtained prior to the giving of the financial benefit.</p> <p>As explained above, each of Mr Sweeney, Mr Balassis, Mr Doyle, Mr van Bommel and Mr Gunaratne is a "related party" of the Company. Also, the proposed issue of Conditional Placement Shares (which are equity securities, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.</p> <p>The Directors carefully considered the proposed issue of Conditional Placement Shares to each of Mr Sweeney, Mr Balassis, Mr Doyle, Mr van Bommel and Mr Gunaratne (with each of the Directors abstaining in relation to their respective proposed issues) and formed the view that the giving of this financial benefit is on arm's length terms, as the Conditional Placement Shares are proposed to be issued on the same terms as offered to non-related parties of the Company in the Placement.</p> <p>Accordingly, the Directors believe that the issue of Conditional Placement Shares to each of Mr Sweeney, Mr Balassis, Mr Doyle, Mr van Bommel and Mr Gunaratne (with each of the Directors abstaining in relation to their respective proposed issues) fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act and rely on this exception for the purposes of these Resolutions.</p> <p>Therefore, the proposed issue of Conditional Placement Shares requires Shareholder approvals under and for the purposes of ASX Listing Rule 10.11 only.</p>

Specific information required by ASX Listing Rule 10.13	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to the Resolutions:</p> <table> <tr> <td data-bbox="448 271 638 394">Recipients and Category under ASX Listing Rule 10.11</td><td data-bbox="671 271 1326 495"> Mr Jonathan Sweeney – Chairman & Non-Executive Director Mr John Balassis – Executive Director & Interim CEO Mr Richard Doyle – Non-Executive Director Mr Victor van Bommel – Non-Executive Director Mr Keith Gunaratne – Executive Directors </td></tr> <tr> <td data-bbox="448 528 638 618">Maximum no. of securities to be issued</td><td data-bbox="671 528 1126 752"> Mr Jonathan Sweeney – 3,000,000 Shares Mr John Balassis – 2,009,209 Shares Mr Richard Doyle – 2,009,209 Shares Mr Victor van Bommel – 7,981,581 Shares Mr Keith Gunaratne – 4,000,000 Shares </td></tr> <tr> <td data-bbox="448 786 638 842">Issue price per security</td><td data-bbox="671 786 855 819">\$0.025 per Share</td></tr> <tr> <td data-bbox="448 887 638 976">Date on which the securities were issued</td><td data-bbox="671 887 1382 1010"> If Shareholder approval is obtained for the Resolutions 2 – 6, the Company intends to issue the Conditional Placement Shares as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting. </td></tr> <tr> <td data-bbox="448 1043 638 1099">Terms of securities</td><td data-bbox="671 1043 1334 1099"> Fully paid ordinary Shares that will rank pari passu with those Shares already on issue </td></tr> <tr> <td data-bbox="448 1133 638 1167">Use of funds</td><td data-bbox="671 1133 1358 1234"> To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities. </td></tr> </table>	Recipients and Category under ASX Listing Rule 10.11	Mr Jonathan Sweeney – Chairman & Non-Executive Director Mr John Balassis – Executive Director & Interim CEO Mr Richard Doyle – Non-Executive Director Mr Victor van Bommel – Non-Executive Director Mr Keith Gunaratne – Executive Directors	Maximum no. of securities to be issued	Mr Jonathan Sweeney – 3,000,000 Shares Mr John Balassis – 2,009,209 Shares Mr Richard Doyle – 2,009,209 Shares Mr Victor van Bommel – 7,981,581 Shares Mr Keith Gunaratne – 4,000,000 Shares	Issue price per security	\$0.025 per Share	Date on which the securities were issued	If Shareholder approval is obtained for the Resolutions 2 – 6, the Company intends to issue the Conditional Placement Shares as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.	Terms of securities	Fully paid ordinary Shares that will rank pari passu with those Shares already on issue	Use of funds	To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.
Recipients and Category under ASX Listing Rule 10.11	Mr Jonathan Sweeney – Chairman & Non-Executive Director Mr John Balassis – Executive Director & Interim CEO Mr Richard Doyle – Non-Executive Director Mr Victor van Bommel – Non-Executive Director Mr Keith Gunaratne – Executive Directors												
Maximum no. of securities to be issued	Mr Jonathan Sweeney – 3,000,000 Shares Mr John Balassis – 2,009,209 Shares Mr Richard Doyle – 2,009,209 Shares Mr Victor van Bommel – 7,981,581 Shares Mr Keith Gunaratne – 4,000,000 Shares												
Issue price per security	\$0.025 per Share												
Date on which the securities were issued	If Shareholder approval is obtained for the Resolutions 2 – 6, the Company intends to issue the Conditional Placement Shares as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.												
Terms of securities	Fully paid ordinary Shares that will rank pari passu with those Shares already on issue												
Use of funds	To raise funds for general working capital including product development, installation of contracted project backlog, and to fund future growth opportunities.												
Board Recommendation	The Directors recommend, with each Director abstaining in relation to his own investment, that Shareholders vote in favour Resolutions 2 – 6.												
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of these Resolutions.												

DEFINITIONS

ASX	Means ASX Limited ACN 008 624 691.
ASX Listing Rules	Means the listing rules of the ASX.
Chairman	Means the chairman of the Extraordinary General Meeting.
Company or EP&T Global	Means EP&T Global Limited ACN 645 144 314.
Constitution	Means the Company's constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	Means a director of the board of EP&T Global Limited.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
Extraordinary General Meeting	Means the extraordinary general meeting of the Company for 2023 to which the Notice relates.
Key Management Personnel or KMP	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors.
Meeting	Means the extraordinary general meeting of the Company for 2023 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice.
Resolution	Means a resolution set out in this Notice.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of at least one Share in the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (AEDT) on Sunday 15 January 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/EPXegm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (AEDT) on Sunday, 15 January 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/EPXegm2023>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **EP&T Global Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held **online** <https://web.lumiagm.com/320648618> on **Tuesday, 17 January 2023 at 4:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Placement Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Mr Jonathan Sweeney under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Mr John Balassis under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Mr Richard Doyle under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Mr Victor van Bommel under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Mr Keith Gunaratne under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /



ONLINE SHAREHOLDERS' MEETING GUIDE 2023

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/320648618 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 320-648-618

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 3:00pm (AEDT), Tuesday, 17 January 2023

Using the Lumi AGM platform:

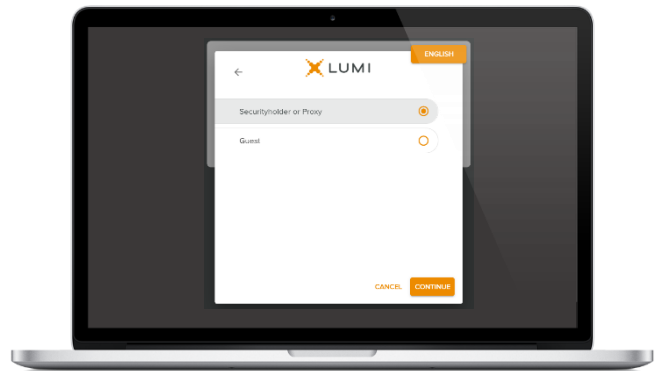
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**



CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 or +61 2 9290 9600

The form displays the LUMI logo at the top. Below it, there are two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". A prominent orange "LOGIN" button is centered below these fields. At the bottom left, there is a link that says "Having trouble logging in...?" followed by a downward arrow icon.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

The form displays the LUMI logo at the top. Below it, there are three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

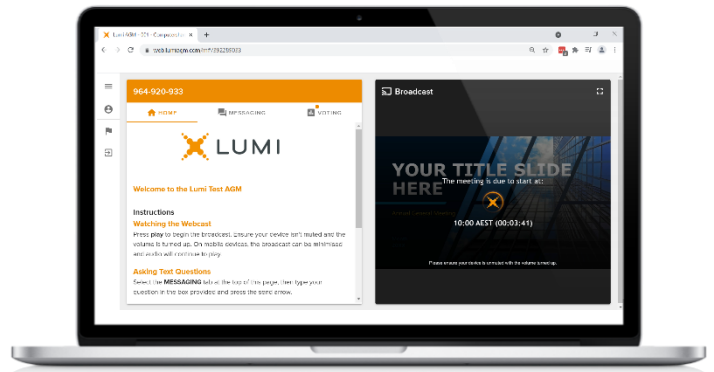
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



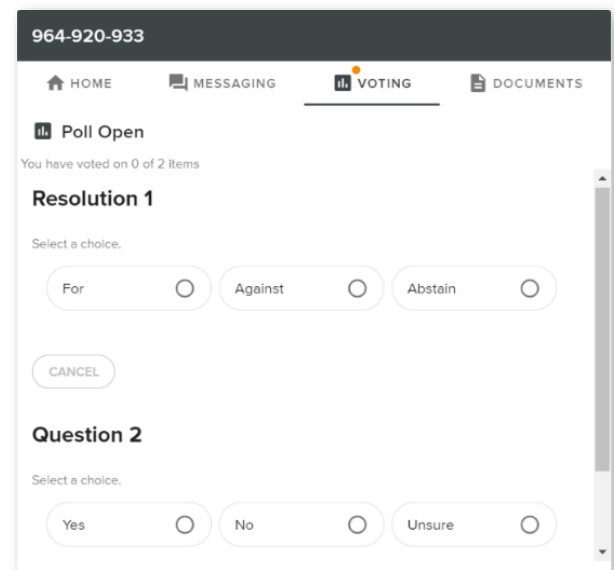
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

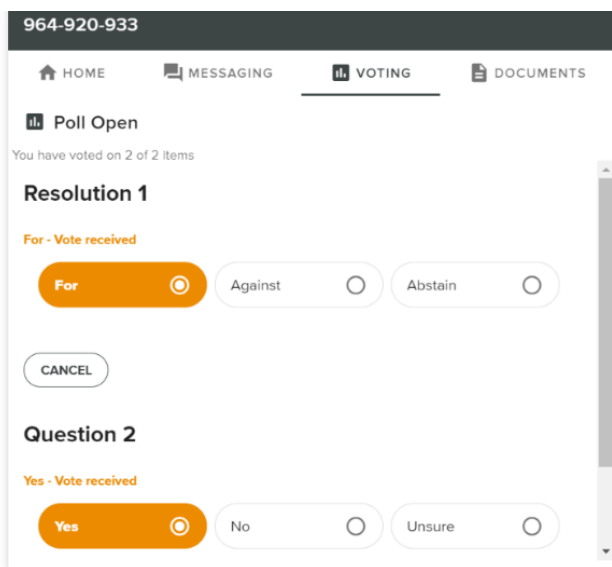


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



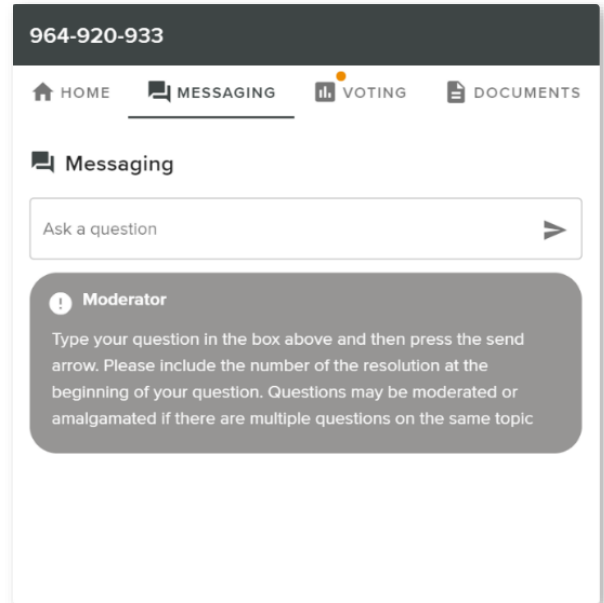
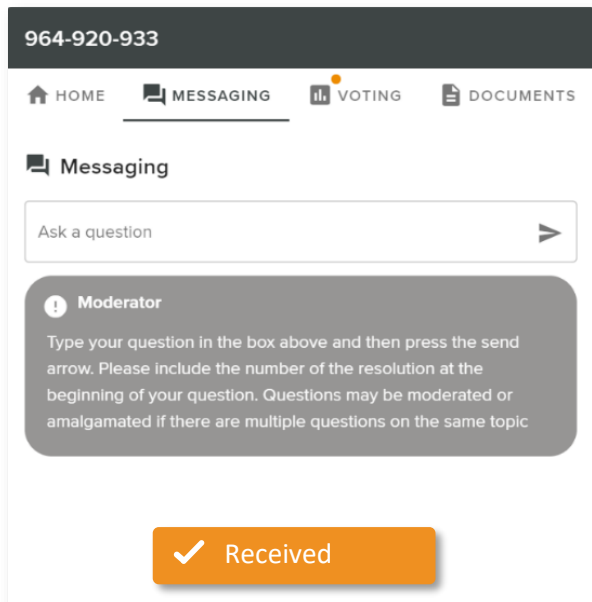
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number:

<https://us06web.zoom.us/j/kbuBC7fhOb>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 320-648-618

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 3:00pm (AEDT), Tuesday, 17 January 2023

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
CD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe