

29 July 2022

2022 Annual General Meeting of Shekel Brainweigh Ltd

Global weighing technology firm Shekel Brainweigh Ltd (ASX: SBW) (**SBW or the Company**) advises, in accordance with Listing Rule 3.17, a copy of the following documents are attached:

1. Notice of Annual General Meeting;
2. Sample Proxy Form; and
3. Letter to Shareholders regarding arrangements for the 2022 Annual General Meeting that will be dispatched to the Shareholders in lieu of the Notice of Meeting.

This announcement has been approved for release by the Board of Directors.

Investor relations enquiries:

Danny Nadri
Country Manager – Australia
+61 (0)434 680 391
danny@shekelbrainweigh.com

Barak Nir
CFO
+972 50 538 6090
barak@shekelbrainweigh.com

Media enquiries:

Andrew Emmett
NWR Communications
+61 (0)405 355 405
andrew@nwrcommunications.com.au

About Shekel Brainweigh (“Shekel” or “the Company”)

Shekel Brainweigh has been a global leader in developing scale and weighing technology for more than 40 years. The company provides weighing solutions to the highly regulated retail and healthcare markets via global giants such as G.E Healthcare, Toshiba, Fujitsu, Diebold Nixdorf and others.

Utilising its experience in weighing technology, Shekel Brainweigh has established its Retail Innovation Division, which is developing a suite of new products aimed at meeting the challenges that traditional retailers face today, such as store automation, operational efficiency including overstock and understock inventory issues and enhancing the consumer experience.

Shekel’s patented combination of weighing technology with Artificial Intelligence (AI) and Internet of Things (IoT) technology has led to the development of its “Product Aware Technology”. Shekel Brainweigh is committed to continuing to innovate and expand into global markets.

To learn more about Shekel Brainweigh, visit www.shekelbrainweigh.com

Shekel Brainweigh Ltd – Level 7, 330 Collins Street, Melbourne, VIC 3000

Shekel Brainweigh Ltd
Level 7, 330 Collins Street,
Melbourne, VIC 3000
ARBN: 625 669 445

info@shekelbrainweigh.com
www.shekelbrainweigh.com



Shekel Brainweigh Ltd

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 31 August 2022

5:00PM AEST

Address

Level 5, 126 Phillip Street, Sydney NSW 2000

and online

register at:

https://us02web.zoom.us/webinar/register/WN_Oaq_HRf6SXYjaMAddfSX2A

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	12
Glossary	26
Proxy Form	Attached

Important Information for Shareholders about the Company's 2022 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 29 July 2022.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://shekelbrainweigh.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 5:00pm AEST on Wednesday, 31 August 2022 as a hybrid meeting at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually online.

Your vote is important

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

Voting in person

To vote in person, attend the Annual General Meeting in person or virtually on the date set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Voting during the meeting

Shareholders who wish to participate in the Meeting online may do so through an online meeting platform provided by the Share Registry:

- (a) Open your internet browser and go to www.investor.automic.com.au
- (b) Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
- (c) After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears.
- (d) Click on "Register" and follow the steps.
- (e) Click on the URL to join the webcast where you can view and listen to the virtual meeting.
- (f) Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
- (g) Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online, including browser requirements, is detailed in the Online Shareholders' Meeting Guide attached to this Notice.

Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Company's Share Registry.

Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Review rights of an interested party

One or more Shareholders holding Shares in an amount constituting five percent or more of the total voting rights in the Company (currently equating to a holding of 9,162,648 Shares or more), as well as whoever holds such percentage of the total voting rights not held by a "Controlling Shareholder" in the Company ("**Controlling Shareholder**" is any Shareholder that has the ability to direct the Company's activities (other than by means of being a director or office holder of the Company). A person is presumed to be a Controlling Shareholder if he or she holds or controls, by himself or together with others, one half or more of any one of the "means of control" of a company; for this purpose, a shareholder who holds 25% or more of the voting rights in the company if no other shareholder holds more than 50% of the voting rights in the company, is also presumed to be a controlling shareholder. "Means of control" is defined as any one of the following: (i) the right to vote at a general meeting of a company, or (ii) the right to appoint directors of a company or its chief executive officer. For the purpose of holding in the context of a transaction with an interested party, two or more holders of voting rights in the Company, each of whom has a personal interest in approving the transaction brought for the approval of the Company, shall be regarded as "holding together", is entitled to review, by himself or through an agent acting on his behalf, following the convening of the Annual General Meeting in the registered office of the Company and during normal business hours, the voting proxies and voting records received by the Company.

Shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a "**Position Statement**") to Shekel Brainweigh Limited, c/o Mertons Corporate Services, Level 7, 330 Collins Street, Melbourne, VIC 3000. Any Position Statement received will be made available to the public on the Company's website and by way of an ASX announcement. Position Statements should be submitted to the Company no later than Monday, 22 August 2022. A Shareholder is entitled to contact the Company directly and receive the text of the Proxy Form and any Position Statement.

Quorum

Two or more Shareholders, present in person or by proxy and holding Shares conferring in the aggregate at least 25% of the voting power of the Company, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned to Wednesday, 7 September 2022, at the same time and place. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any present Shareholders personally or by proxy shall be deemed a quorum, and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Shekel Brainweigh Ltd ARBN 625 669 445 will be held at 5:00pm on Wednesday, 31 August 2022 as a hybrid meeting at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually online (the **Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to the Israeli Companies Regulations (Relief for Public Companies Traded on Stock Markets Outside of Israel), 5760–2000 that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00pm on Monday, 29 August 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary Business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors’ Report, and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Re-election of Director

1. Resolution 1 – Re-election of Mr Michael Hughes as Director

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

“That Mr Michael Hughes, a Director who retires by rotation in accordance with the Company’s Articles of Association and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, shall be elected as a non-executive director of the Company effective immediately and until the third Annual General Meeting of the Company.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

2. Resolution 2 – ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 2 as the Chair of the Meeting decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Appointment of independent auditor

3. Resolution 3 – Appointment of BDO Ziv Haft certified public accountants as the independent auditor of the Company

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

"That BDO Ziv Haft certified public accountants be appointed as the Company's independent auditor for the year ending December 31, 2022, and until the next annual general meeting of the Company's shareholders, and the Company's Board of Directors be authorized to determine their remuneration."

Ratification of Prior Issues of Securities

4. Resolution 4 – Ratification of prior issue of Restricted Share Units

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 5,423,500 restricted share units issued on 13 October 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 4 as the Chair of the Meeting decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Ratification of prior issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 6,825,000 ordinary fully paid shares issued on 22 December 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 5 as the Chair of the Meeting decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Ratification of prior issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 2,950,000 ordinary fully paid shares issued on 25 January 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with a direction given to the Chair of the Meeting to vote on Resolution 6 as the Chair of the Meeting decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Ratification of prior issue of Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 1,500,000 unlisted options issued on 26 May 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who participated in the issue, namely William Sholk, MTCP II LLC, Trust FBO Zachary D Hurwitz, LHJ Capital Partners II LLC, Howard Goode and Susan Goode; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7 in accordance with a direction given to the Chair of the Meeting to vote on Resolution 7 as the Chair of the Meeting decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 – Ratification of prior issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 2,000,000 ordinary fully paid shares issued on 18 July 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (c) a person who participated in the issue; or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way; or

- (v) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8 in accordance with a direction given to the Chair of the Meeting to vote on Resolution 8 as the Chair of the Meeting decides; or
- (vi) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 8; and
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Mark Licciardo
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 5:00pm on Wednesday, 31 August 2022 as a hybrid meeting at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and virtually online.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions set out in this Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Company's Articles of Association and the Israeli Company's Law, 5759-1999, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors' Report and the Auditor's Report.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.shekelbrainweigh.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 24 August 2022. Questions should be submitted to the Company Secretary.

Resolutions

Re-election of Director

Resolution 1 – Re-election of Mr Michael Hughes as a Director

The Company's Articles of Association require that a Director, excluding the Managing Director, must retire from office as Director no later than the longer of the third Annual General Meeting of the Company following that Director's last election or appointment.

ASX Listing Rule 14.4 also provides each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr Michael Hughes was elected as a Non-Executive Director of the Company on 8 November 2019 and has not sought re-election since appointment. Under this Resolution, Mr Michael Hughes has elected to retire by rotation, and being eligible, seeks re-election as a Non-Executive Director of the Company at this AGM.

Mr Michael Hughes has certified to the Company that he complies with all requirements under the Companies Law for serving as a director of the Company.

In his capacity as a Non-Executive Director, Michael Hughes shall be entitled to fees equal to \$AUS 3,000 per month.

In addition, in his capacity as a Non-Executive Director, Mr Hughes shall continue to be entitled to the same insurance, indemnification and exculpation arrangements, as are currently in effect for the Company's officers and directors; all of which are in accordance with the Company's Articles of Association and the Company's remuneration policy (the "**Remuneration Policy**").

A brief biography of Mr Hughes is set forth below:

Mr. Hughes has over 30 years' experience across the finance sector including investment management, investor relations and commercial banking. Between 2014 and 2020 he served as commercial director of SeaLink Travel Group, a leading transport and tourism company listed on the ASX.

Mr Hughes is currently chairman of ASX-listed Wiseway Group Limited (ASX: WWG), a freight and logistics company. Mr. Hughes' previous management positions include Head of the AMP Small Companies Fund, and Head of Corporate Finance at Ord Minnett Limited, a leading Australian stockbroking and wealth management firm.

Directors' recommendation.

The Directors (with Mr Hughes abstaining) recommend that Shareholders vote in favour of Resolution 1.

ASX Listing Rule 7.1A

Resolution 2 – ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$17.38 million and therefore is an eligible entity for the purposes of Listing Rule 7.1A. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A

Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities (ie, must be Shares) and issued for cash consideration.

The issue price per Equity Security must not be less than 75% of the volume weighted average market price of the Equity Securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; and
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a), the

date on which the Equity Securities are issued.

Purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A may be used

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements; and
- (c) raising funds for potential acquisitions assets and or business.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues Equity Securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company's Equity Securities on the issue date;

which may have an effect on the amount of funds raised by the issue of Equity Securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0575 50% decrease in issue price	\$0.115 issue prices ^(b)	\$0.23 100% increase in issue price
"A" is the number of shares on issue, being 188,143,883 Shares ^(a)	10% voting dilution ^(c)	18,814,389	18,814,389	18,814,389
	Funds raised	\$1,081,827	\$2,163,655	\$4,327,309
"A" is a 50% increase in shares on issue, being 282,215,825 Shares	10% voting dilution ^(c)	28,221,583	28,221,583	28,221,583
	Funds raised	\$1,622,741	\$3,245,482	\$6,490,964
"A" is a 100% increase in shares on issue, being 376,287,766 Shares	10% voting dilution ^(c)	37,628,777	37,628,777	37,628,777
	Funds raised	\$2,163,655	\$4,327,309	\$8,654,619

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 21 July 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 21 July 2022
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Equity Securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of Equity Securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue Equity Securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of Equity Securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of Equity Securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.

Issue or agreement to issue Equity Securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of Equity Securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
<i>Issued on 22 December 2021</i>				
6,825,000 Shares	Issue of Shares to institutional and sophisticated investors under a placement announced by the	Issue price of \$0.20 (20 cents) per share. Closing market price on the date of	Cash consideration of \$1,365,000 Used to accelerate retail innovation and Fast-Track technology	Institutional and sophisticated investors from Israel and Australia

	<p>Company on 16 December 2021. The placement was completed utilising existing capacity under ASX Listing Rule 7.1A.</p> <p>The Shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.</p>	<p>issue was \$0.19 (19 cents).</p>	<p>commercialisation in the US and Europe; commercialise autonomous solutions in Asia, particularly Japan; and enlarge manufacturing and system assembly capacity</p>	
<i>Issued on 25 January 2022</i>				
2,950,000 Shares	<p>Issue of Shares to institutional and sophisticated investors under a placement announced by the Company on 21 January 2022. The placement was completed utilising existing capacity under ASX Listing Rule 7.1A.</p> <p>The Shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.</p>	<p>Issue price of \$0.20 (20 cents) per share.</p> <p>Closing market price on the date of issue was \$0.19 (19 cents).</p>	<p>Cash consideration of \$590,000</p> <p>Used to accelerate retail innovation and Fast-Track technology commercialisation in the US and Europe; commercialise autonomous solutions in Asia, particularly Japan; and enlarge manufacturing and system assembly capacity</p>	<p>Institutional and sophisticated investors from Israel and Australia</p>

Total Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	9,775,000
Percentage that "A" represents based on the total number of Equity Securities on issue at the commencement of that 12 month period (fully diluted)	6.38%

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors unanimously recommends that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

Appointment of independent auditor

Resolution 3 – Appointment of BDO Ziv Haft certified public accountants as the independent auditor of the Company

Under the Companies Law, the appointment of an independent auditor requires the approval of the shareholders of the Company.

The Board of Directors has authorized and approved the re-appointment of the accounting firm of BDO Ziv Haft, Certified Public Accountants ("BDO"), as the Company's independent auditor for the year ending December 31, 2022, and until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the re-appointment of BDO as the Company's independent auditor is appropriate and in the best interest of the Company and its shareholders.

Directors' recommendation

The Board of Directors unanimously recommends that Shareholders vote for this Resolution.

Ratification of Prior Issue of Securities

Resolution 4 – Ratification of prior issue of Restricted Share Units

As announced by the Company on 13 October 2021, the Company issued 5,423,500 Restricted Share Units utilising the Company's available placement capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution 4 proposes that Shareholders of the Company approve and ratify the prior issue of 5,423,500 Restricted Share Units, which were issued by the Company on 13 October 2021 (**RSU Issue Date**).

All of the RSUs were issued by utilising the Company's available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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. At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of RSUs did not fit within any of the exceptions (to Listing Rule 7.1) and, as the issue has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the RSU Issue Date.

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution 4 seeks Shareholder approval to ratify the prior issue of the RSUs for the purposes of Listing Rule 7.4.

If this Resolution 4 is approved by Shareholders, the issue of the RSUs will be excluded from the calculation of the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the RSU Issue Date.

If this Resolution 4 is not approved by Shareholder, the issue of the RSUs will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the RSU Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The RSUs were issued to 31 managers and employees of the Company under the Company's Share Incentive Plan (see [44tdfl8f1gl0vj.pdf \(asx.com.au\)](#) for further information on the terms of the Company's Share Incentive Plan). The recipients were identified by the Company to express appreciation for past performance and encourage future performance, and confirmed by the CEO/CFO of the Company.
- (b) The Company confirms that none of the recipients are a related party, member of the Company's key management personnel, a substantial shareholder, an adviser, or an associate of any of the aforementioned.
- (c) The Company issued 5,423,500 RSUs. On satisfaction of the vesting conditions, each RSU will entitle the holder to be issued with one Share
- (d) As disclosed in the notification regarding unquoted securities dated 13 October 2021, the material terms of the RSUs are as follows:
 - (i) Exercise price payable to exercise each RSU: nil;
 - (ii) Expiry date: 4 years from the date of issue.
- (e) The RSUs were issued on 13 October 2021.
- (f) The RSUs were issued for nil cash consideration.
- (g) No funds were raised from the issue of RSUs, which were issued to various employees of the Company as a way to incentivise and remunerate those employees.
- (h) A voting exclusion statement is included under Resolution 4 in this Notice of Meeting

Directors' recommendation

The Board of Directors unanimously recommend that Shareholders vote for this Resolution.

Resolution 5 – Ratification of prior issue of Shares

As announced by the Company on 22 December 2021, the Company issued 6,825,000 fully paid ordinary shares utilising the Company's existing capacity under Listing Rule 7.1A.

On 16 December 2021, the Company announced a capital raise of A\$1,365,000 by way of a non-underwritten, institutional placement (**Placement**) of 6,825,000 new fully paid ordinary shares (**Shares**) at the issue price of A\$0.20 per Share. The Placement was dominated by institutional and sophisticated investors from Israel and Australia

ASX Listing Rule 7.1A

This Resolution 5 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 6,825,000 fully paid ordinary shares (**Shares**), which were issued by the Company on 22 December 2021 (**Issue Date**).

All of the Shares were issued by utilising the Company's available placement capacity under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1A limits the amount 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. At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A.

To this end, this Resolution 5 seeks Shareholder approval to ratify the prior issue of the Shares for the purposes of Listing Rule 7.4.

If this Resolution 5 is approved by Shareholders, the issue of the Shares will be excluded from the calculation of the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution 5 is not approved by Shareholder, the issue of Shares will be included in calculating the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued to institutional and sophisticated investors invited by the Company to participate in the Placement.
- (b) The Company confirms that none of the recipients are a related party, member of the Company's key management personnel, a substantial shareholder, an adviser, or an associate of any of the aforementioned.
- (c) The Company issued 6,825,000 Shares.
- (d) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Shares were issued on 22 December 2021.
- (f) Each of the Shares were issued at an issue price of \$0.20 per Share, which raised \$1,365,000.00.
- (g) Funds raised from the issue of the Shares have been and will be used by the Company for accelerating retail innovation and Fast-Track technology commercialisation in the US and Europe; commercialise autonomous solutions in Asia, particularly Japan; and enlarge manufacturing and system assembly capacity.
- (h) A voting exclusion statement is included under Resolution 5 in this Notice of Meeting

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 6 – Ratification of prior issue of Shares

As announced by the Company on 25 January 2022, the Company issued 2,950,000 fully paid ordinary shares utilising the Company's existing capacity under Listing Rule 7.1A.

On 21 January 2022, the Company announced a capital raise of A\$590,000 on identical terms to the Share Purchase Plan, which closed on 14 January 2022, by way of a non-underwritten, institutional placement (**Placement**) of 2,950,000 new fully paid ordinary shares (Shares) at the issue price of A\$0.20 per Share.

ASX Listing Rule 7.1A

This Resolution 6 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,950,000 fully paid ordinary shares (**Shares**), which were issued by the Company on 25 January 2022 (**Issue Date**).

All of the Shares were issued by utilising the Company's available placement capacity under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1A limits the amount 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. At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A.

To this end, this Resolution 6 seeks Shareholder approval to ratify the prior issue of the Shares for the purposes of Listing Rule 7.4.

If this Resolution 6 is approved by Shareholders, the issue of the Shares will be excluded from the calculation of the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution 6 is not approved by Shareholder, the issue of Shares will be included in

calculating the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued to institutional and sophisticated investors invited by the Company to participate in the Placement.
- (b) The Company confirms that none of the recipients are a related party, member of the Company's key management personnel, a substantial shareholder, an adviser, or an associate of any of the aforementioned.
- (c) The Company issued 2,950,000 Shares.
- (d) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Shares were issued on 25 January 2022.
- (f) Each of the Shares were issued at an issue price of \$0.20 per Share, which raised \$590,000.00.
- (g) Funds raised from the issue of the Shares have been and will be used by the Company for accelerating retail innovation and Fast-Track technology commercialisation in the US and Europe; commercialise autonomous solutions in Asia, particularly Japan; and enlarge manufacturing and system assembly capacity.
- (h) A voting exclusion statement is included under Resolution 6 in this Notice of Meeting

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Ratification of prior issue of Unlisted Options

As announced by the Company on 23 May 2022, the Company entered into a loan and option agreement with MTCP II LLC, Trust FCBO Zachary D Hurwitz, William Sholk, LHJ Capital Partners II LLC, Howard and Susan Goode (together, the **Lenders**), pursuant to which the Lenders agreed to advance the Company an unsecured loan in the amount of up to US\$3 million (**Loan**) and the Company agreed to grant to the Lenders an aggregate amount of up to 4.5 million Unlisted Options (**Options**) in the Company.

The key terms of the Options (as disclosed on 23 May 2022) are as follows:

- (a) Exercise period: The Options may be exercised by the holder for a period of 24 months from the date of advance of the Loan to the Company.
- (b) Exercise price: Each Option will have an exercise price per Option which is equal to the 75% of the volume weighted average price of the Company's Shares (as traded on ASX) during the 30 trading days preceding the exercise date of the Option.
- (c) Voting rights: An Option does not entitle the holder to any voting rights or other rights as a shareholder of the Company prior to the exercise of such Option.
- (d) Participation in new issuances of the Company: The holder will not be entitled to participate in any new issue of securities to existing shareholders of the Company by virtue of holding the Option unless it first exercises the Option, and acquires the underlying Shares, prior to the record date for determining entitlements to participate in the new

issuance.

- (e) Adjustments: Any adjustments made to the exercise price or the number of Shares which may be issued on exercise of an Option will be in accordance with the ASX Listing Rules.
- (f) The Options issued pursuant to the loan and option agreement (Resolution 7) are unquoted.

The Company issued 1.5 million Options pursuant to the Lenders on 26 May 2022, by utilising the Company's existing capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution 7 proposes that Shareholders of the Company approve and ratify the prior issue of 1.5 million Options which were issued by the Company on 26 May 2022 (**Options Issue Date**).

All of the Options were issued by utilising the Company's available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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. At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Options did not fit within any of the exceptions (to Listing Rule 7.1) and, as the issue has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Options Issue Date.

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution 7 seeks Shareholder approval to ratify the prior issue of the Options for the purposes of Listing Rule 7.4.

If this Resolution 7 is approved by Shareholders, the issue of the Options will be excluded from the calculation of the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Options Issue Date.

If this Resolution 7 is not approved by Shareholder, the issue of the Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Options Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Options were issued to the Lenders as announced on 23 May 2022.
- (b) The Company confirms that none of the recipients are a related party, member of the Company's key management personnel, a substantial shareholder, an adviser, or an associate of any of the aforementioned.
- (c) The Company issued 1.5 million Options.
- (d) The material terms of the Options are set out above.

- (e) The Options were issued on 26 May 2022.
- (f) The Options were issued for nil cash consideration.
- (g) No funds were raised from the issue of Options, which were issued to as part of the consideration for the Company securing the Loan.
- (h) A voting exclusion statement is included under Resolution 7 in this Notice of Meeting

Directors' recommendation

The Board of Directors unanimously recommend that Shareholders vote for this Resolution.

Resolution 8 – Ratification of prior issue of Shares

On 18 July 2022, the Company issued 2,000,000 fully paid ordinary shares (**Shares**) utilising the Company's existing capacity under Listing Rule 7.1 to Messrs Dror Margalit and Liat Tal Margalit, consultants to Innovendi Markets Ltd (**Consultants**), a wholly subsidiary of the Shekel Scales Ltd. The Shares were issued to the Consultants for nil consideration as settlement of services rendered pursuant to the Phantom Shares Agreement detailed in the Company's Prospectus announced to the ASX on 16 November 2018.

The Shares were issued parri passu to the existing ordinary fully paid shares.

ASX Listing Rule 7.1

This Resolution 8 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,000,000 fully paid ordinary shares which were issued by the Company on 18 July 2022 (**Issue Date**).

All of the Shares were issued by utilising the Company's available placement capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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. At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Shares did not fit within any of the exceptions (to Listing Rule 7.1) and, as the issue has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Shares Issue Date.

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

To this end, this Resolution 8 seeks Shareholder approval to ratify the prior issue of the Shares for the purposes of Listing Rule 7.4.

If this Resolution 8 is approved by Shareholders, the issue of the Shares will be excluded from the calculation of the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution 8 is not approved by Shareholder, the issue of Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without

Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued Messrs Dror Margalit and Liat Tal Margalit, consultants to Innovendi Markets Ltd, a wholly subsidiary of the Shekel Scales Ltd.
- (b) The Company confirms that none of the recipients are a related party, member of the Company's key management personnel, a substantial shareholder, an adviser, or an associate of any of the aforementioned.
- (c) The Company issued 2,000,000 Shares.
- (d) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Shares were issued on 18 July 2022.
- (f) Each of the Shares were issued for nil consideration.
- (g) Shares were issued as settlement of services rendered pursuant to the Phantom Shares Agreement detailed in the Company's Prospectus announced to the ASX on 16 November 2018.
- (h) A voting exclusion statement is included under Resolution 8 in this Notice of Meeting.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 8.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 3 8689 9997 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

Articles of Association means the Company's articles of association.

ASIC means Australian Securities and Investment Commission.

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

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

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

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Shekel Brainweigh Ltd ABRN 625 669 445.

Companies Law means the Israeli *Companies Law, 5759-1999*

Controlling Shareholder means any shareholder that has the ability to direct the Company's activities (other than by means of being a director or office holder of the Company)

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

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Equity Security has the meaning given to that term in the ASX Listing Rules.

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated Wednesday, 31 August 2022 including the Explanatory Statement.

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

Placement has the meaning given to that term in the background to Resolutions 5 and 6 set out in the Explanatory Statement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Share Units or **RSUs** means a restricted share unit which, subject to its terms, could convert to a Share.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Your proxy voting instruction must be received by **5.00pm (AEST) on Monday, 29 July 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

29 July 2022

Shekel Brainweigh Ltd (SBW) – Annual General Meeting 2022

Dear Shareholder

Shekel Brainweigh Ltd ARBN 625 669 445 (ASX:SBW) (**Shekel** or **the Company**) is pleased to invite shareholders to attend the Annual General Meeting (**AGM**) to be held at **5:00pm (AEST) on Wednesday, 31 August 2022 (Meeting)**.

In order to provide shareholders with the opportunity to fully participate in the Meeting, the Company announces that shareholders can attend in person at Level 5, 126 Phillip Street, Sydney NSW 2000 or virtually via an online webinar platform. Further information on how to participate in the Meeting is provided in the Notice of Meeting (**Notice**) and on our website at <https://shekelbrainweigh.com/>

The Company strongly encourages all Shareholders to vote either by directed proxy or direct voting prior to the Meeting. For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than **5:00pm (AEST) on Monday, 29 August 2022**. Voting instructions received after this time will not be valid for the scheduled meeting. A copy of your personalised voting form is enclosed.

Shareholders who wish to attend and participate in the virtual Meeting can do so via the online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online.

Attendance and Voting

To attend the AGM virtually, please pre-register in advance for the meeting here:

https://us02web.zoom.us/webinar/register/WN_Oaq_HRf6SXyjaMAddfSX2A

After registering, you will receive a confirmation containing information on how to attend the virtual meeting.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “Register” when this appears. Alternatively, click on “Meetings” on the left hand menu bar to access registration.
4. Click on “Register” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen
7. Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Notice, accompanying explanatory statement and annexures (the **Meeting Materials**) are being made available to shareholders electronically. This means that:

- You are able to access the Meeting Materials, including the 2022 Annual Report, online at the Company’s website, <https://shekelbrainweigh.com/>
- A complete copy of the Meeting Materials has been posted on the Company’s ASX market announcements page.

Voting through Proxy

Shareholders may also vote at this Meeting by completing and lodging their Proxy Form online at <https://investor.automic.com.au/#/loginsah> or email to meetings@automicgroup.com.au. For more details please follow the instructions on the Proxy Form.

If you have been appointed as the proxyholder you should send an email to meetings@automicgroup.com.au to record the proxy.

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. The Explanatory Memorandum contains important information about the matters to be considered at the Meeting to assist Shareholders to determine how to vote on the resolutions set out in the Notice.

If you have any queries regarding your shareholding or the upcoming AGM, please contact Automic Group on 1300 288 664 (within Australia) or email hello@automicgroup.com.au.

As a valued shareholder of the Company, we look forward to your participation in the Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "Mark Licciardo", with a stylized flourish at the end.

Mark Licciardo
Company Secretary
Shekel Brainweigh Ltd