

ASX ANNOUNCEMENT

**FOR IMMEDIATE RELEASE TO THE MARKET
Li-S Energy Limited – ASX Code: LIS**

Wednesday 11 October 2023

Notice of Annual General Meeting and Proxy Form

Li-S Energy Limited (ASX: LIS) (“LIS” or “the Company”) is pleased to provide its Notice of Annual General Meeting which is to be held on Tuesday 14 November 2023.

This announcement has been authorised by the Board.

For further information contact:

Dr. Lee Finniear
Chief Executive Officer
Li-S Energy Limited
+ 61 (0)7 3054 4555



Li-S Energy Limited
ACN 634 839 857

Notice of Annual General Meeting and Explanatory Statement

2023 Annual Report:

<https://www.lis.energy/site/investors/reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Statement should be read in their entirety.

If, as a Shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the annual general meeting (**AGM**) of Li-S Energy Limited (the **Company**) will be held at 11:00 am (Brisbane time) on **Tuesday 14 November 2023** as a hybrid meeting. The physical component of the AGM will be held at:

The Brisbane Club
241 Adelaide Street
Brisbane, QLD 4000

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

While the worst of the COVID-19 pandemic now appears to be over, the Company believes that the inclusion of a 'virtual' component offers Shareholders a greater opportunity to participate. As such, the AGM will be conducted as a hybrid meeting, accessible both in person and through an online meeting platform powered by Automic. Shareholders will be able to watch, listen and vote online at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the meeting. Questions must relate to the resolutions to be considered at the meeting and must be submitted by email to the Company Secretary at co.sec@lis.energy. All questions for the Company (other than those for the Auditor, discussed further below) must be received by no later than 5.00 pm on **Friday 10 November 2023**.

The Chairman or Chief Executive Officer will endeavour to present answers to these questions to the meeting. In the alternative, the Company Secretary will respond directly to your questions by email.

To access the virtual meeting on the day:

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**
8. The Company will also provide Shareholders with the opportunity to ask questions during the meeting in respect of the formal items of business as well as general questions in respect to the Company and its operations.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the meeting** to avoid any delays on the day of the meeting. To create an account with Automic, please go to the Automic website <https://investor/automic/com.au/#/home> click on "register" and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

ITEMS OF BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2023

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

2. Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2023 be adopted.”

3. Re-elect Ms Hedy Cray as a Director of the Company

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

“That Ms Hedy Cray, who retires in accordance with the Constitution of the Company and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”

4. Renewal of proportional takeover approval provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

“That for the purposes of sections 136(2), 648D and 648G of the Corporations Act, and for all other purposes, approval is given for the proportional takeover approval provisions in Article 15 of the Constitution of the Company to be renewed for a period of three years commencing on the day this resolution is passed.”

5. Modification of existing constitution – fully virtual meetings

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of sections 136(2) and 249R of the Corporations Act and for all other purposes, approval is given for the amendment of the Company's Constitution as set out in the Explanatory Statement commencing on the day this resolution is passed.”

VOTING EXCLUSIONS

Shareholders are strongly encouraged to vote by submitting their proxy prior to the meeting as set out in more detail in the attached Notice of Meeting and Proxy Form.

The Company will disregard any votes cast in favour of the resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an associate of that person or those persons.

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

- 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;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the Chair decides; or
- 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 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.

Item	The named person or class of persons excluded from voting
2. Remuneration Report	<p>The Company will disregard any votes cast on Item 2:</p> <ul style="list-style-type: none"> • by or on behalf of a member of the key management personnel of the Company (KMP) (as defined in section 9 of the Corporations Act) details of whose remuneration are included in the Remuneration Report; or • by or on behalf of a closely related party (as defined in section 9 of the Corporations Act) of a member of the KMP; or • as a proxy or attorney by a member of the KMP or a KMP's closely related party. <p>However, a vote may be cast by a KMP or closely related party of the KMP if the proxy or attorney appointment is in writing and either:</p> <ul style="list-style-type: none"> • it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form; or • it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Item 2 and expressly authorises the Chairman to exercise the proxy, even though the resolution is connected directly or indirectly with the remuneration of the KMP for the Company. <p>The Chairman intends to vote undirected proxies in accordance with the Director's recommendation on this resolution set out below.</p>
3. Re-elect Ms Hedy Cray as a Director of the Company	That Director or her associates.
4. Renewal of proportional takeover approval provisions	Nil.
5. Modification of existing constitution – fully virtual meetings	Nil.

Dated at Brisbane, on the 11th day of October 2023.

A handwritten signature in blue ink, appearing to read 'W. Shiel', written in a cursive style.

By order of the Board
Will Shiel
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 48 hours prior to the AGM.

Voting on all resolutions will be conducted by a poll.

Resolutions will only be passed if the relevant percentage of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution, namely:

- in the case of ordinary resolutions, 50% of votes cast; or
- in the case of special resolutions only, 75% of votes cast.

Unless expressly stated, all resolutions are ordinary resolutions.

Shareholders may vote at the AGM in one of three ways:

- in advance of the AGM, by appointing a proxy (preferably the Chairman) no later than 48 hours prior to the AGM. The Company recommends that Shareholders do this in case of technical difficulties at the AGM;
- in person at the AGM; or
- live and online during the AGM, using the Automic platform.

2023 ANNUAL REPORT:

The 2023 Annual Report is available on the Company's website: www.lis.energy

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the AGM, then the proxy appointment will automatically default to the Chairman. In addition, any directed proxy appointments that do not vote on a poll will automatically default to the Chairman, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).
- In the case of Shareholders who are individuals, the Proxy Form must be signed:

- (i) if the Shares are held by one individual, by that Shareholder; or
 - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
 - If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
 - A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours prior to the AGM. Proxy forms and appointments received later than the above time will be invalid.

You may make your proxy appointment **on-line** at <https://investor.automic.com.au/#/home>

If you have any problems accessing the on-line service, please contact the Company's Share Registry, Automic Group on +61 2 9698 5414

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Automic, GPO Box 5193, Sydney NSW 2001;
- (b) facsimile on facsimile number +61 2 8583 3040; or
- (c) hand or courier delivery to:
Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000
- (d) email: meetings@automicgroup.com.au

Your proxy must be received by 11:00 am (Brisbane time) on **Sunday 12 November 2023**. Proxy forms and appointments received later than the above time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the AGM.

ITEM 1: Financial Report – Year ended 30 June 2023

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2023 and the Company's performance generally.

A representative of the Auditor (Ernst & Young) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent by email to the Company Secretary at co.sec@lis.energy and must not be sent directly to the Auditor. The Company will then forward all questions to the Auditor. All questions must be received by no later than 5.00 pm on **Monday 6 November 2023**.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

ITEM 2: Remuneration Report

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a "**Spill Resolution**"). If more than 50% of the

votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2022 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation

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

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

ITEM 3: Re-election of Ms Hedy Cray as a Director

Ms Hedy Cray LL.B. (Hons), LL.M. Non-Executive Director

Appointed as a Non-Executive Director on 21 April 2021; Chair of the Audit Committee

Hedy graduated with a Bachelor of Laws with Honours in 1996 and a Master of Laws in 1999 from Queensland University of Technology. For over 26 years Hedy worked in private legal practice, first becoming a partner in 2001. Hedy joined national firm Clayton Utz in 2003 and spent almost 19 years growing and leading its Workplace Relations Employment and Safety team to 4 partners before retiring from the partnership in 2022.

Hedy is the Executive Vice President of Global Affairs for Korea Zinc, one of the world's largest non-ferrous metal smelting operators with interests in green and renewable energies, including developing projects for solar and wind power, green hydrogen production, battery recycling and e-waste, and Vice Chairwoman of Pedalpoint Holdings LLC developing Korea Zinc's interests in urban mining in the United States.

Hedy has extensive experience in commercial and corporate strategy, risk management, corporate governance, acquisitions and company restructuring as well as employment, human capital and safety and has worked with multinationals across energy, renewable resources, manufacturing, transport and logistics and the government sector.

Hedy served as a Director of the Clayton Utz Foundation for 6 years, the firm's body responsible for giving back to the community which distributed almost \$12m of grants to over 270 charities since 2003.

Directors' recommendation

The Board (other than Ms Cray) recommends that Shareholders vote in favour of Ms Cray's re-election as a Director.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

ITEM 4 - Renewal of proportional takeover approval provisions

Article 15 of the Constitution of the Company provides that the Company must not register a transfer of shares which would give effect to a takeover contract, resulting from the acceptance of an offer

made under a proportional takeover bid in respect of a class of shares, unless Shareholders, in a general meeting, approve the offer.

Under section 648G of the Corporations Act and Article 15.4 of the Constitution, those provisions cease to have effect at the end of three years from when they were adopted or from the date that they were last renewed. The Constitution of the Company was adopted on 30 June 2020 and, accordingly, those provisions have now expired.

The proposed resolution seeks to renew the provisions of Article 15 of the Constitution for a further period of three years.

Nature of proposed resolution

This resolution is a special resolution, meaning at least 75% of the votes cast by Shareholders entitled to vote must be received in favour of the proposed resolution.

If passed, the provisions expire after three years, unless renewed by another special resolution of Shareholders.

Purpose of resolution

A proportional takeover bid is one where an offer is made to each Shareholder to acquire a specified proportion of their shareholding (being less than 100%).

Section 648D of the Corporations Act permits a company to provide in its constitution that if a proportional takeover bid is made for the Company, Shareholders must vote at a general meeting whether or not to accept the offer.

The Board's reasons for proposing the resolution are as follows:

- an 'approving resolution' can ensure that any bidder pays an adequate and appropriate amount for gaining control;
- an 'approving resolution' can prevent Shareholders being left with a minority interest in the Company; and
- the Board believes that the advantages outweigh the disadvantages, as discussed below.

Effect of proposed resolution

If the resolution passes, the Directors will be required to call a Shareholder vote on any proportional takeover bid received within the next three years.

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on an 'approving resolution' to approve the bid before the 'approving resolution deadline', being at least 14 days before the last day of the bid period or a later date allowed by Australian Securities and Investments Commission. The vote is an ordinary resolution, i.e. it is decided on a simple majority. The bidder and its associates are not allowed to vote.

If the resolution does not pass, the Directors will not be required to call such a vote if a proportional takeover bid is received because the provisions in Article 15.4 of the Constitution have expired.

For completeness, the proportional takeover approval mechanisms do not apply to full takeover bids.

Advantages and disadvantages for the Directors and Shareholders

The Directors do not consider that the proportional takeover approval provisions have any potential

advantages or disadvantages for them (other than in their capacity as Shareholders). While the Directors would be able to ascertain the views of Shareholders on a proportional takeover bid, the Directors would remain free to decide whether or not to recommend the bid.

No takeover bids (proportional or otherwise) have been received for the Company since listing. As such, there are no actual examples against which to assess the advantages and disadvantages.

The Board believes that the potential advantages for Shareholders are as follows:

- they are given a 'say' in whether the proportional takeover bid should proceed;
- the provisions may discourage opportunistic proportional takeover bids;
- the provisions may prevent a Shareholder from being 'locked in' as a minority holder;
- the provisions may encourage a potential bidder to structure a proportional takeover bid so as to be attractive to a majority of Shareholders; and
- the provisions may prevent control of the Company passing at below fair value, namely without an appropriate premium for control.

The Board believes that the potential disadvantages for Shareholders are as follows:

- the uncertainty created by the provisions may discourage any proportional takeover bids, including those which would have otherwise been acceptable to a majority of Shareholders;
- Shareholders may lose the ability to sell their Shares at what they regard as a premium; and
- the associated delays, costs and inconvenience of convening a general meeting to consider the proposed resolution.

Directors' recommendation and confirmation

As at the date of this NOM, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Board recommends that Shareholders vote in favour of the proposed special resolution.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

ITEM 5 - Modification of existing constitution – fully virtual meetings

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its Constitution by special resolution. Accordingly, the Company seeks Shareholder approval by special resolution to amend its Constitution as set out below.

Nature of proposed changes - notice of meeting

Insert new clause 16.3(d) as follows:

“Unless the law provides otherwise:

- a notice of general meeting and instrument of proxy need not be provided physically in writing;*
- a notice of general meeting and instrument of proxy may be provided to Shareholders using one or more technologies to communicate the contents; and*
- a notice of general meeting and instrument of proxy may be provided to Shareholders using one or more technologies to communicate details of an online location where they can be viewed or downloaded.”*

Purpose of proposed changes – notice of meeting

The *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) permits a notice of meeting and any other information provided with that notice to be communicated using technology. For example, an entity may send its shareholders an email setting out or attaching a notice of meeting and other material relating to that notice of meeting (for example, a proxy form). Alternatively, an entity may send an email to its shareholders with a link to where the notice and other materials can be viewed or downloaded. In circumstances where the entity does not have the email address for certain shareholders, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

Shareholders may elect to receive documents in a physical form or electronically and the Company must provide that member with the documents in the form based on the Shareholder's election (unless it falls under ASIC's emergency power to grant relief).

It is desirable that the Company continues to have the ability to make notices of meeting and proxy forms available in this manner.

Nature of proposed changes – virtual meeting

Insert new definition of "Virtual Meeting Technology" in Article 1.1 of the Constitution to read as follows:

"Virtual Meeting Technology" means in terms of section 249S of the Corporations Act, an instantaneous audio-visual communication device or similar form of technology which, by itself or in conjunction with other arrangements:

- a) gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings in the main place without being physically present in the same place;
- b) enables the Chairman of the General Meeting to be aware of proceedings in the other place(s); and
- c) enables the Shareholders in the separate meeting place(s) to vote on a show of hands or on a poll."

Amend and replace Article 16.6(b) of the Constitution as follows:

"16.6(b) Hybrid and Virtual Meetings

- i) *Virtual Meeting Technology may be used in holding a general meeting either on its own without a main place of attendance (virtual meeting) or by linking several meeting places to the main place of the general meeting (hybrid meeting).*
- ii) *The Chairman of the General Meeting may arrange for any persons attending the general meeting (including persons whom the Chairman of the General Meeting considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any Virtual Meeting Technology.*
- iii) *If a separate place is linked to the notified place of a general meeting by Virtual Meeting Technology, a Shareholder present at the separate place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the notified place.*
- iv) *Where the general meeting is held by Virtual Meeting Technology without a main place of attendance, the place of meeting is deemed to be the registered office of the Company and the time of meeting is taken to be the time at the registered office of the Company.*
- v) *If, before or during the general meeting, any technical difficulty occurs affecting Virtual Meeting Technology and impairing Members' rights under section 249S of the Act, the Chairman of the General Meeting may adjourn the general meeting until the difficulty is remedied.*

- vi) *Where the general meeting is held by Virtual Meeting Technology, a resolution put to the vote at the general meeting must be decided on by a poll.*
- vii) *Nothing in this clause is to be construed to limit the powers conferred on the Chairman of the General Meeting by law."*

Purpose of proposed changes – virtual meetings

Article 16.6 of the Company's Constitution envisages general meetings of Shareholders will be held at one or more physical locations and may include an audio-visual link (a hybrid meeting).

Section 249R of the Corporations Act allows a general meeting of Shareholders to be held physically, as a hybrid, or if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

Given the number of Shareholders and the increasing familiarity with virtual meetings, the Company proposes to amend its Constitution to permit the holding of virtual general meetings. The Board believes that the proposed amendments will allow greater flexibility in the conduct of its general meetings.

Directors' recommendation

The Board recommends that Shareholders vote in favour of the proposed special resolution.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

GLOSSARY

A\$ or \$ means the lawful currency of the Commonwealth of Australia.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Notice of Meeting means this Notice of Annual General Meeting and Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry or Automic means Automic Group.

Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 12 November 2023**, 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:

WEBSITE:

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

PHONE:

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

