



ASX Announcement

22 September 2023

AGM documents

BRISBANE, Australia: In accordance with the Listing Rules of the Australian Securities Exchange (**ASX**), XPON Technologies Group Limited (ASX:XPON), (**XPON**) attaches the following documents:

- 2023 Notice of Annual General Meeting;
- 2023 Sample Proxy Form;
- Letter to Shareholders regarding the 2023 AGM.

The AGM will take place on Thursday 26 October 2023 at 10.00am (Brisbane time) as a virtual meeting. Details on how to attend the virtual meeting are available in the attached Notice of Meeting.

This announcement was authorised for release by the Chair of XPON Technologies Group Limited.

-ENDS-

For further information, please contact:

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2023 Notice of Annual General Meeting

XPON Technologies Group Limited ACN 635 810 258

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
PLEASE READ IT CAREFULLY**

Notice of Annual General Meeting

XPON Technologies Group Limited ACN 635 810 258

Notice is given that the Annual General Meeting (Meeting) of XPON Technologies Group Limited ACN 635 810 258 (**Company**) will be held:

Location	Online via Automic Group's virtual platform. Registration is required at: https://us02web.zoom.us/webinar/register/WN_8qcDnLFmQBgkPpx3yzMCEg
Date	Thursday, 26 October 2023
Time	10:00am (Brisbane time) / 11:00am (Sydney Time)

The Meeting will be held as a virtual meeting, whereby Shareholders can attend virtually via the online platform by registering at
https://us02web.zoom.us/webinar/register/WN_8qcDnLFmQBgkPpx3yzMCEg

By accessing the online platform, Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Ordinary Business

Financial statements and reports

To receive and consider the financial report, the Directors' report and the auditor's report for the year ended 30 June 2023.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding resolution**:

"That, for the purposes of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2023 be adopted."

Note:

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

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2023 or their closely related parties, in any capacity; or
- as proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP; or

- by 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.

Resolution 2: Re-election of Phillip Aris

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

"That Mr Phillip Aris, who retires and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Approval to Issue Securities Under the Employee Incentive Securities Plan

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

"That, for the purposes of ASX Listing Rule 7.2 exception 13(b) and for all other purposes, shareholders approve the issue of equity securities under the XPON Technologies Group Limited Employee Incentive Securities Plan on the terms and conditions outlined in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a) a person who is eligible to participate in the XPON Technologies Group Limited Employee Incentive Securities Plan; or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman of the Meeting decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - ii. the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 4: Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

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

"That, pursuant to ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of XPON Technologies Group Limited (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions outlined in the Explanatory Memorandum."

At the time of dispatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

Voting Exclusion Statement

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

- a) if at the time the approval is sought the Company is proposing to make an issue of equity securities under rule 7.1A.2, any 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 4 by:

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

Dated: 22 September 2023



By order of the Board
Clare Craven
Company Secretary

Notes for Shareholders

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (Brisbane Time) / 8.00pm (Sydney Time) on Tuesday, 24th October 2023. This means that any Shareholder registered at 7.00pm (Brisbane time) / 8.00pm (Sydney time) on Tuesday, 24th October 2023 is entitled to attend and vote at the Meeting.

3. Shareholder questions

The Chairman of the AGM will allow a reasonable opportunity for Shareholders attending the meeting to ask questions (verbally or by text entry via the virtual meeting platform) about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report (**Reports**), as well as each of the Resolutions to be considered at the Meeting.

The Company's Auditor, BDO Audit Pty Ltd, will also attend the meeting. During the meeting's consideration of the Reports, the Chairman of the AGM will allow a reasonable opportunity for Shareholders at the Meeting to ask questions to the Auditor in relation to the content of the Auditor's Report or the conduct of the audit.

Whilst Shareholders will be provided with the opportunity to ask questions online and by telephone at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the Meeting to the Share Registry by email to meetings@automicgroup.com.au.

4. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- An online proxy appointment can be made at <https://investor.automic.com.au/#/loginsah>. Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

- The Proxy Form (together with any relevant authority) must be received by no later than 10:00am (Brisbane time) / 11.00am (Sydney time) on Tuesday, 24 October 2023.
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form;
 - Lodged online via the share registry at <https://investor.automic.com.au/#/loginsah>;
 - Emailed to meetings@automicgroup.com.au; or
 - Faxed to the Company, Attention Company Secretary, on facsimile number +61 2 8583 3040.

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 48 hours in advance of the Meeting.

6. All Resolution by Poll

In accordance with the Corporations Act, the Chair will call a poll for each of the Resolutions proposed at the AGM.

7. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of each resolution. In respect of undirected proxies appointing the Chairman, subject to any voting restrictions and exclusions, the Chairman intends to vote the proxies in favour of each resolution.

8. Shareholder Online Attendance and Virtual Voting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions and vote online.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the online meeting platform powered by Automic.

To create an account with Automic

1. 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. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts.
2. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day

3. Open your internet browser and go to investor.automic.com.au
4. Login with your username and password or click "**register**" if you haven't already created an account and follow the prompts.
5. 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.
6. Click on "**Register**" and follow the steps.
7. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Virtual Voting at the Meeting

8. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
9. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

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

9. Proxyholder attendance and voting

Proxyholders who are attending the virtual Meeting to vote on behalf of a Shareholder are asked to contact Automic Group at least 48 hours prior to the meeting to obtain the relevant information to enable them to vote at the Meeting.

Explanatory Memorandum

XPON Technologies Group Limited ACN 635 810 258 (**Company**)

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of the Company to be held as a virtual meeting on Thursday, 26 October 2023 at 10:00am (Brisbane Time) / 11.00am (Sydney Time). To attend the virtual meeting, register at:

https://us02web.zoom.us/webinar/register/WN_8qcDnLFmQBGkPpx3yzMCEg

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the Meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5.00pm (Brisbane Time) / 6.00pm (Sydney Time) on Thursday, 19 October 2023. Please send any written questions to BDO Audit Pty Ltd to:

The Company Secretary
XPON Technologies Group Limited
Level 12, Suite 5, 530 Collins Street,
Melbourne VIC 3000

Or

via email to: meetings@automicgroup.com.au

Resolution 1: Adoption of Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on XPN's Remuneration Report. The Remuneration Report is contained in the Directors' Report. Under section 250R(2) of the Corporations Act, XPN must put the adoption of its Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or XPN.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of XPN's Directors other than the Managing Director must vacate their position to be offered up for election.

A voting exclusion statement applies to this Resolution as set out in the Notice of Meeting above.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2: Re-election of Phillip Aris

Mr Phillip Aris was appointed as a Non-Executive Director and Chair of the Company on 26 September 2019 and elected by Shareholders on 5 November 2021 ahead of the Company's Official Listing on 14 December 2021 (**IPO**). Mr Aris is a member of both the Audit & Risk Management Committee and the Nomination & Remuneration Committee.

In accordance with Clause 19.3 of the Company's Constitution and ASX Listing Rule 14.5, Mr Phillip Aris retires from office and being eligible, has submitted himself for re-election at this Meeting.

Phillip Aris has over 30 years of strategy, business development, C-suite executive and governance experience across a range of industries including banking, financial services, health and technology. Phillip's executive experience includes roles as Managing Director and CEO at Countplus Limited, Regional Head of Strategy and Business Development for Thorn EMI Asia Pacific working across Australia, UK and Hong Kong, Chief Executive Officer of the Australian Health Export Council and Head of Credit Cards for Commonwealth Bank (ASX: CBA). He is a board member and Non-Executive Director of Credit Corp (ASX: CCP) and a member of its Remuneration & HR Committee and Nomination Committee, and a member of the Advisory Board for Lumenary Investment Management.

Directors' Recommendation

The Directors (with Phillip Aris abstaining), unanimously recommend the appointment of Mr Aris to the Board and that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval to Issue Securities Under the Employee Incentive Securities Plan

Background

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, or when aggregated with the number of shares issued by the company during the 12 months

immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period.

ASX Listing Rule 7.2 exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is not calculated as part of the 15% limit if, within three years before the issue date, one of the following occurred:

- a) in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the Prospectus; or
- b) holders of the company's ordinary securities have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1.

This is the first time since the Company's listing on the ASX (16 December 2021) that the Company is seeking Shareholders approval for the new Employee Incentive Securities Plan (**EISP**). It is intended the EISP will replace the previous Omnibus Incentive Plan (**OIP**) which existed at the time of the Company's ASX listing.

If Resolution 3 is approved, any issue of equity securities under the EISP within 3 years from the date of Shareholder approval will not utilise any of the Company's 15% capacity. However, ASX Listing Rule 7.2 exception 13(b) does not apply to Directors and their associates, who are deemed related parties of the Company, and any issues to such persons requires separate approval under ASX Listing Rule 10.14.

If Resolution 3 is not approved, any issue of equity securities under the EISP will utilise the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue of the equity securities.

Approval under this Resolution is only available to the extent that:

- a) the number of equity securities issued under the EISP does not exceed the maximum number of equity securities proposed to be issued as set out in this Notice under Resolution 3; and
- b) there is no material change to the terms of the EISP.

The Company considers that it is desirable to adopt a new employee incentive scheme which will allow the Company to issue equity securities to attract, motivate and retain key executive directors, senior executives and employees and provide them with the opportunity to participate in the future growth of the Company. The EISP meets new regulatory requirements.

Resolution 3 seeks Shareholder approval for the adoption of the EISP in accordance with ASX Listing Rule 7.2 exception 13(b).

Under the EISP, the Board may offer eligible persons the opportunity to subscribe for such number of securities in the Company as the Board may decide and on the terms set out in the EISP rules.

For the purposes of ASX Listing Rule 7.2 exception 13(b) the following information is provided:

- a) a summary of the key terms of the EISP is set out in Annexure A.
- b) The Company has not previously sought Shareholder approval of the EISP and no securities have been issued under the EISP.
- c) subject to Shareholder approval, the maximum number of equity securities proposed to be issued under the EISP is 30,360,817 representing 10% of equity securities.

d) a Voting Exclusion Statement may apply to this Resolution and is included in the Notice.

Directors' Recommendation

In the interests of good governance, the Directors (who are all eligible to participate in the ESIP) abstain from making a recommendation on this Resolution.

Resolution 4: Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

Background

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity 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.

However, under ASX Listing Rule 7.1A certain listed entities may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of fully paid ordinary securities on issue by way of placement over a 12 month period (**Additional 10% Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX 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) at the date the meeting seeking approval is sought.

As at the date of this Notice of Meeting, the Company satisfies both criteria, and therefore is an eligible entity. If at the time of the AGM the Company is no longer an eligible entity, this Resolution 4 will be withdrawn.

Accordingly, Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the Additional 10% Capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

Approval of Resolution 4 does not oblige the Company to conduct a placement or use the Additional 10% Capacity. The approval provides the Company with flexibility and an ability to move quickly if an opportunity arises which requires additional capital.

At the date of this Notice of Meeting, the Company has on issue 303,608,169 fully paid ordinary securities and a capacity to issue:

- a. 45,541,225 (303,608,169 x 15%) equity securities under ASX Listing Rule 7.1; and
- b. 30,360,817 (303,608,169 x 10%) equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Resolution 4 is approved, the effect will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during the Additional 10% Capacity period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 4 is not approved, the Company will not be able to access the Additional 10% Capacity to issue equity securities under ASX Listing Rule 7.1A and will remain subject to the Company's existing 15% placement capacity on issuing equity securities without Shareholder approval under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A the following information is provided:

- An approval under ASX Listing Rule 7.1A commences on the date of the Meeting at which approval is obtained and expires on the first to occur of the following:
 - the date which is 12 months after the date of the AGM (i.e. by 25 October 2024);
 - the time and date of the Company's next AGM; or
 - the time and date on which ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- Any securities issued under ASX Listing Rule 7.1A must be in an existing quoted class and issued for cash consideration. The minimum issue price per security must not be less than 75% of the volume weighted average price for securities in that class, calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. if the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- Funds raised under ASX Listing Rule 7.1A may be used for acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital or a combination of each of these potential uses.
- If Resolution 4 is approved, and the Company issues equity securities under the Additional 10% Capacity, the existing Shareholders' economic and voting power in the Company will be diluted. There is a risk that:
 - a. the market price of the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,which may have an effect on the amount of funds raised by the issue of the equity securities.
- The following table shows the potential dilution of existing Shareholders calculated as at the date of this Notice of Meeting.

The table also shows:

- a. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.028 50% decrease in Issue Price	\$0.056 Issue Price	\$0.112 100% increase in Issue Price
303,608,169 (Current)	Shares issued	30,360,817	30,360,817	30,360,817
	Funds raised	\$850,103	\$1,700,206	\$3,400,411
455,412,254 (50% increase)	Shares issued	45,541,225	45,541,225	45,541,225
	Funds raised	\$1,275,154	\$2,550,309	\$5,100,617
607,216,338 (100% increase)	Shares issued	60,721,634	60,721,634	60,721,634
	Funds raised	\$1,700,206	\$3,400,412	\$6,800,823

Note

The table has been prepared on the following assumptions:

- a. the Company issues the maximum number of equity securities available under the Additional 10% Capacity in ASX Listing Rule 7.1A;
 - b. no Options are exercised into Shares before the date of the issue of the equity securities;
 - c. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - d. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder's holding at the date of the AGM;
 - e. the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - f. the issue of equity securities under the Additional 10% Capacity consists only of shares; and
 - g. the issue price is \$0.056 per share², being the closing price of the Shares on ASX on 20 September 2023.
- The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities under ASX Listing Rule 7.1A.
 - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Capacity. The identity of allottees of any equity securities that may be issued have not been determined as at the date of this Notice of Meeting, but may include existing Shareholders and new Shareholders who are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;

¹ Variable "A" in ASX Listing Rule 7.1A.2

² Closing price on 20 September 2023 was \$0.056 per share.

- b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its likely future capital requirements; and
 - d. advice from corporate, financial and broking advisors (if applicable).
- The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A and therefore has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM.
- As at the date of this Notice of Meeting, potential allottees under the Additional 10% Capacity have not been identified.

Special Resolution

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote, to vote in favour.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

Glossary

Annual General Meeting, AGM or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2023 Annual Report.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means XPON Technologies Group Limited ACN 635 810 258.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Employee Incentive Securities Plan (EISP)	Means the Employee Incentive Securities Plan adopted by the Company on 25 May 2023.
Employee Share Option Plan (ESOP)	Means the original Employee Share Option Plan adopted by the Company which was retired prior to the Company's IPO.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Listing Rules or ASX Listing Rules	means the official listing rules of the ASX.
Notice of Meeting	means the Notice of Meeting and includes the Explanatory Memorandum.
Omnibus Incentive Plan (OIP)	means the Omnibus long term incentive plan adopted by the Company in connection with its admission to the Official List (IPO).
Shares	means the existing fully paid ordinary securities in the Company.
Shareholder	means a person who is the registered holder of Shares.

Annexure A – Summary of the key terms of the Employee Incentive Securities Plan

Set out below is a summary of the key terms of the XPON Technologies Group Limited Employee Incentive Securities Plan (**Plan**), for which Shareholder approval is sought under Resolution 3.

Term	Description
Purpose	<p>1. The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with Shareholders of the Group by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
Eligibility	<p>The Board has the discretion to determine which employees are eligible to participate in the Plan. "Eligible Participant" means a person that:</p> <ul style="list-style-type: none"> (a) is a "primary participant" (as that term defined in the ESS Regime) in relation to the Company or an Associated Body Corporate; and (b) has been determined by the Board to be eligible to participate in the Plan from time to time.
Plan Administration	<p>The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.</p>
Grants	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p> <p>The Board has the discretion to set the terms and conditions on which it will make an offer under the Plan. The Board will determine the procedure for the invitation and granting of Rights, including but not limited to the form and content of any invitation, grant or acceptance procedure.</p> <p>The Board may determine that any Grant will be subject to performance, service, time elapsed or other conditions which must be satisfied or waived before the Grant vests ("Vesting Conditions") and, if so, will specify those Vesting Conditions in the invitation to each Eligible Participant</p> <p>In addition, the Board may determine that any Grant will be subject to further conditions which must be satisfied or waived before vested Rights may be exercised ("Exercise Conditions").</p> <p>The Board may, at its discretion, vary, reduce or waive any Vesting Conditions and/or Exercise Conditions attaching to Awards at any time, subject to applicable law.</p>
Invitation	<p>An Invitation to an Eligible Participant to apply for Securities may be made on such terms and conditions as the Board decides from time to time, including as to:</p> <ul style="list-style-type: none"> i. the number of Securities for which that Eligible

	<p>Participant may apply;</p> <ul style="list-style-type: none"> ii. the Grant Date; iii. the amount payable (if any) for the grant of each Security or how such amount is calculated; iv. the Exercise Price (if any); v. the Vesting Conditions (if any); vi. disposal restrictions attaching to the Plan Shares (if any); vii. whether cashless exercise of the Securities is permitted under the Plan Rules; viii. the method by which Shares will be delivered to the Eligible Participant under the Plan Rules after the valid exercise of the Convertible Security (if relevant); and ix. any other supplementary terms and conditions. <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p>
<p>Terms of Convertible Securities</p>	<p>Each 'Convertible Security' represents a right to acquire one or more Plan Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised an Eligible Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security, and may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them.</p>
<p>Vesting and Exercise of Convertible Securities and cashless exercise</p>	<p>Convertible Securities which have not lapsed under the Plan will vest if and when any applicable vesting conditions have been satisfied or waived by the Board. However, vested Convertible Securities will not become exercisable until any applicable Exercise Conditions have been satisfied or waived by the Board.</p> <p>If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Convertible Securities have vested. If the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.</p> <p>Upon receipt of a vesting notice, Eligible Participants can exercise a Convertible Security by delivering a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the Exercise Price (if any) as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.</p>

Cashless exercise of Convertible Securities	<p>An invitation may specify that at the time of exercise of the Convertible Securities, the Eligible Participant may elect not to be required to provide payment of the Exercise Price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Eligible Participant that number of Shares equal in value to the positive difference between the "Market Value" of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>"Market Value" means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 Trading Days immediately preceding that given date, unless otherwise specified in an invitation.</p>
Delivery of Shares on Exercise of Convertible Security	<p>Within 5 days after the valid exercise of a Convertible Security by an Eligible Participant, the Company will issue, allocate or cause to be transferred to that Eligible Participant the number of Shares to which the Eligible Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Eligible Participant.</p>
Vesting and exercise of Rights	<p>Following the valid exercise of a Convertible Security, the Company will issue or arrange the transfer of such number of Shares to the Eligible Participant that relate to the Convertible Security being exercised. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.</p>
Expiry of Rights	<p>Rights which have not been exercised by the Expiry Date determined by the Board and specified in the invitation ("Expiry Date"), will lapse unless the Board determines otherwise.</p>
Forfeiture/lapse of Grants	<p>Unless otherwise determined by the Board, all unvested Convertible Security granted under the Plan will be forfeited, in certain circumstances including but not limited to:</p> <ul style="list-style-type: none"> • where the Eligible Participant ceases to be an Eligible Participant or becomes insolvent; • where the Board determines that any Vesting or Exercise Condition applicable to the Grant cannot be satisfied; • where the Board determines that an Eligible Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem the Eligible Participant to be a Bad Leaver; • if the Board determines that the Award will be forfeited or lapse in the event of a change of control in respect of the Company; • where the Eligible Participant purports to dispose of the Grant, or enter into any arrangement in respect of the Grant, in breach of any disposal or hedging restrictions; and • where the Eligible Participant elects to surrender the Award. <p>Any Convertible Securities which have vested but not been exercised will continue in force and remain exercisable until 3 months after the Eligible Participant's employment or appointment terminates.</p>

Rights attaching to Plan Shares	All Shares issued under the Plan or issued or transferred to an Eligible Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class on issue. An Eligible Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. An Eligible Participant may exercise any voting rights attaching to Plan Shares.
Change of Control	If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Eligible Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Eligible Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Participation in New Issues	There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
Restrictions	Grants may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of, without the prior approval of the Board, or unless required by law. Eligible Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Shares, or options or rights.
Cessation of employment	The Board has discretion to determine, subject to compliance with applicable law, the treatment of a Grant if an Eligible Participant ceases to be employed by a Group Company prior to the vesting or exercise of an Award, or an Award ceasing to be subject to any disposal restrictions as a term of the invitation or at the time of cessation.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Scheme and determine that any amendments to the Scheme rules be given retrospective, immediate or future effect, provided that: <ul style="list-style-type: none"> a) the amendment does not materially reduce the rights of any Eligible Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or b) is agreed to in writing by all Eligible Participants.
Plan Duration	The Plan continues until the Board decides to end it. The Board may suspend, and end the suspension, of the operation of the Plan for a fixed period or indefinitely provided the suspension or termination does not prejudice the accrued rights of the Eligible Participants.

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

Holder Number:

Your proxy voting instruction must be received by **10:00am (Brisbane time) / 11:00am (Sydney Time) on Tuesday, 24 October 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/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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



22 September 2023

Dear Shareholder,

XPON 2023 Notice of Annual General Meeting Access Letter

XPON Technologies Group Limited (ASX:XPON), (**XPON** or **the Company**) is pleased to notify Shareholders that its 2023 Annual General Meeting will be held as a virtual meeting on Thursday, 26 October 2023.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only dispatch physical copies of the Notice of Meeting (Notice), Proxy Form and Shareholder Question Form (together **Meeting Documents**) to Shareholders who have elected to receive the Meeting Documents in physical form. The Meeting Documents are being made available to Shareholders electronically and can be viewed and downloaded from the XPON website here: <https://xpon.ai/investors/>. The Meeting Documents will also be available on the Company's ASX market announcements page.

Details of our 2023 Annual General Meeting:

Date: Thursday, 26 October 2023

Time: 10:00am (Brisbane Time) / 11.00am (Sydney Time)

Online meeting registration link: https://us02web.zoom.us/webinar/register/WN_8qcDnLFmQBGkPpx3yzMCEg

Virtual Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting, where Shareholders will be able to watch, listen, and vote online. Register to attend the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_8qcDnLFmQBGkPpx3yzMCEg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM. To access the meeting online:

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 hybrid 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 hybrid meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" in the Automic portal to be taken to the voting screen
7. Select your voting direction and click "confirm" to submit your vote. You cannot amend your vote after it has been submitted.

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to attend virtually and vote on your behalf.

Even if you plan to attend the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

How to lodge a Proxy:

Shareholders can lodge a proxy in advance of the meeting online, or via email or post. Instructions on how to appoint a proxy are detailed in the Notice of Meeting. All votes must be received no later than 10.00am (Brisbane Time) / 11.00am (Sydney time) on Tuesday, 24 October 2023 to be valid.

Online

Shareholders can cast their direct vote online at the Meeting by logging in to the virtual meeting and following the instructions.

Email

Email at meetings@automicgroup.com.au

Via post

Complete a Proxy Form available on the website and mail it to Automic, GPO Box 5193 Sydney, NSW 2000. We encourage all shareholders to lodge a directed proxy as soon as possible in advance of the meeting, even if they are planning to attend the meeting online.

How to ask a question

Only Shareholders will be able to ask a question in advance of the meeting or at the meeting. We encourage Shareholders to submit questions in advance of the AGM by Thursday 19 October 2023.

Questions can be submitted via email to meetings@automicgroup.com.au

Yours faithfully,

Phil Aris
Chairman