

## ASX RELEASE | Schrole Group Ltd (ASX: SCL)

### Annual General Meeting – Notice and Proxy Form

Dear Shareholder,

#### Annual General Meeting – Notice and Proxy Form

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Schrole Group Ltd (ACN 164 440 859) (**Company**) will be held as follows:

**Time and date:** 10.00 am (Perth time) on Friday, 31 May 2024

**Location:** Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat, Western Australia

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy.

Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: <https://schrole.edu.au/>

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic Pty Ltd, using any of the following methods:

**Online:** <https://investor.automic.com.au/#loginsah> or via a mobile device using the QR code and following the instructions on how to vote online on your enclosed Proxy Form

**By mail:**

C/- Automic  
GPO Box 5193  
Sydney NSW 2001

**By hand:**

C/- Automic  
Level 5, 126 Phillip Street  
Sydney, NSW, 2000

**By fax:**

+61 2 8583 3040

Your proxy voting instruction must be received by 10.00am (Perth time) on Wednesday, 29 May 2024, 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. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials 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.



If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Authorised for release by:

**Jack Rosagro**

Company Secretary

**For further information, please contact:**

**Investors**

**Rob Graham**

Managing Director

Schrole Group Ltd

[Investors@schrole.edu.au](mailto:Investors@schrole.edu.au)



**Schrole Group Limited**  
**ACN 164 440 859**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

**Time and date:** 10:00am (AWST) on Friday, 31 May 2024

**Location:** Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat  
WA 6014

The Notice of Annual General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company on +61 8 9230 7000.**

**Shareholders are urged to vote by lodging the Proxy Form**

**Schrole Group Limited**  
**ACN 164 440 859**  
**(Company)**

## **Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of Shareholders of Schrole Group Limited (**Company**) will be held at Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat WA 6014, on Friday, 31 May 2024 at 10:00am (AWST) (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (AWST) on Wednesday, 29 May 2024.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in the Schedule.

## **Agenda**

### **1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**Note:** there is no requirement for Shareholders to approve the Annual Report.

### **2 Resolutions**

#### **Resolution 1 – Remuneration Report**

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'*

**Note:** a vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### **Resolution 2 – Re-election of Director – Colm O'Brien**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*'That, Colm O'Brien, who retires in accordance with Rule 3.6 of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 3 – Approval of 10% Placement Facility**

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution the following:

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 4 – Approval of New Plan**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the new employee securities incentive scheme of the Company known as the 'Schrole Group Limited Employee Securities Incentive Plan' (**New Plan**) and the issue of up to 4,000,000 Securities under the New Plan, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 5 – Approval of potential termination benefits under the New Plan**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*'That, conditional on Resolution 4 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the New Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 6 – Approval to issue Share Rights to Participating Directors in lieu of Directors' fees**

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

*'That, pursuant to and in accordance with Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to a maximum number of Share Rights to the Participating Directors of the Company under the New Plan based on a deemed issue floor price of \$0.10 each as follows:*

- (a) up to 200,000 Share Rights to Matt Adams;
- (b) up to 100,000 Share Rights to Guy Perkins;
- (c) up to 100,000 Share Rights to Colm O'Brien; and
- (d) up to 100,000 Share Rights to Caroline Brokvam,

*or their respective nominees, on the terms and conditions in the Explanatory Memorandum.'*

**Note:** The actual number of Share Rights to be issued will be based on a deemed issue price calculated as set out in Section 9.1 of the Explanatory Memorandum, whereas the above numbers reflect a floor price.

## Voting exclusions

**Resolution 4:** by or on behalf of a person who is eligible to participate in the New Plan, or any of their respective associates.

**Resolution 6(a):** by or on behalf of Matt Adams (or his nominees) and any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan, or any of their respective associates.

**Resolution 6(b):** by or on behalf of Guy Perkins (or his nominees) and any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan, or any of their respective associates.

**Resolution 6(c):** by or on behalf of Colm O'Brien (or his nominees) and any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan, or any of their respective associates.

**Resolution 6(d):** by or on behalf of Caroline Brokvam (or her nominees) and any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair 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
- (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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting prohibitions

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**Resolution 4, Resolution 5 and Resolution 6(a) to (d) (inclusive):** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Resolution 5:** In accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the New Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**



**Jack Rosagro**  
Company Secretary  
Schrole Group Limited  
Dated: 1 May 2024

**Schrole Group Limited**  
**ACN 164 440 859**  
**(Company)**

## **Explanatory Memorandum**

### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat WA 6014, on Friday, 31 May 2024 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

|            |   |
|------------|---|
| Section 2  | Voting and attendance information   |
| Section 3  | Annual Report   |
| Section 4  | Resolution 1 – Remuneration Report  |
| Section 5  | Resolution 2 – Re-election of Director – Colm O'Brien   |
| Section 6  | Resolution 3 – Approval of 10% Placement Facility   |
| Section 7  | Resolution 4 – Approval of New Plan   |
| Section 8  | Resolution 5 – Approval of potential termination benefits under the New Plan                        |
| Section 9  | Resolution 6 – Approval to issue Share Rights to Participating Directors in lieu of Directors' fees |
| Schedule 1 | Definitions   |
| Schedule 2 | Summary of terms and conditions of New Plan   |
| Schedule 3 | Terms and conditions of Share Rights  |

A Proxy Form is made available with the Notice.



## **2. Voting and attendance information**

Shareholders should read this Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

### **2.1 Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

### **2.2 Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### **2.3 Voting by proxy**

A Proxy Form has been made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and submitting the Proxy Form to the Company in accordance with the instructions thereon. Submission of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

#### **The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:00am (AWST) on Wednesday, 29 May 2024, being not later than 48 hours before the commencement of the Meeting.

## **2.4 Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 4, Resolution 5 and Resolution 6 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

## **2.5 Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [jack.rosagro@automicgroup.com.au](mailto:jack.rosagro@automicgroup.com.au) by 10:00am (AWST) on Wednesday, 29 May 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

### **3. Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://schrole.edu.au/> or on the ASX platform for "SCL" at [www.asx.com.au](http://www.asx.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

### **4. Resolution 1 – Remuneration Report**

#### **4.1 General**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 December 2023 in the 2022 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election. Such a Resolution is set out at Resolution 4. In the event that the Company does not receive a second Strike, Resolution 4 will be withdrawn.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 30 May 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

## **4.2 Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

## **5. Resolution 2 – Re-election of Director – Colm O'Brien**

### **5.1 General**

Rule 3.6 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third) and is eligible for re-election.

Rule 3.7 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

As at the date of this Notice, the Company has four Directors (excluding the Managing Director) and accordingly, one Director must retire.

Colm O'Brien was last elected at the 2022 annual general meeting of the Company and has held office the longest since last being elected. Accordingly, Colm O'Brien, Non-Executive Director, has agreed to retire at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 2.

## **5.2 Colm O'Brien**

Mr O'Brien complements the existing Board with over 20 years' experience in leading high growth global SaaS companies at C-suite, director and advisory levels.

Mr O'Brien was CEO of ASX-listed media company Aspermont Limited (ASX: ASP) for 10 years, creating a business model to scale globally and achieving 30% year-on-year revenue growth during the company's growth phase. Aspermont Limited provides subscription-based content through digital, print, conferencing and events channels.

Mr O'Brien is a founding director of Carrington Partners, a specialised management consultancy focused on C-suite and board advisory across multiple sectors, including global SaaS companies. Through Carrington Partners, Mr O'Brien has extensive business growth and transformation experience.

Mr O'Brien is currently a non-executive director of Sports Entertainment Group (ASX:SEG), a dynamic sports and entertainment business that connects brands with fans across multiple platforms including digital, radio, television, print, stadium and events. Mr O'Brien has also worked at tier one management consultancy Andersen Consulting (Accenture) and in international financial services at Barclays Bank Plc.

Mr O'Brien does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Mr O'Brien is considered by the Board (with Mr O'Brien abstaining) to be an independent Director. Mr O'Brien is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr O'Brien has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## **5.3 Board recommendation**

The Board (with Mr O'Brien abstaining) recommends that Shareholders vote in favour of Resolution 2 for the reasons outlined in this Notice, including that:

- (a) Mr O'Brien is a suitably experienced addition to the Board; and
- (b) Mr O'Brien will be instrumental in the growth of the Company at an important stage of development.

## **5.4 Additional information**

Resolution 2 is an ordinary resolution.

If Resolution 2 is passed, Mr O'Brien will be re-elected as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr O'Brien will not be re-elected as a Non-Executive Director of the Company.

## **6. Resolution 3 – Approval of 10% Placement Facility**

### **6.1 General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 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 Resolution 3 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 in Listing Rule 7.1.

### **6.2 Listing Rule 7.1A**

#### **(a) Is the Company an eligible entity?**

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 of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$7.55 million, based on the closing price of Shares \$0.21 on 30 April 2024.

#### **(b) What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of this Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

#### **(c) How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A =** is the number of Shares on issue at the commencement of the Relevant Period:
- (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - (B) plus the number of fully paid shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
    - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
  - (C) plus the number of fully paid shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - (1) the agreement was entered into before the commencement of the Relevant Period; or
    - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
  - (D) plus the number of partly paid shares that became fully paid shares in the Relevant Period;
  - (E) plus the number of fully paid shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
  - (F) less the number of fully paid shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

**D =** is 10%.

**E =** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period)**.

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### **6.3 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).



(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount 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 the Equity Securities.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

| Shares<br>(Variable A in<br>Listing<br>Rule 7.1A.2) | Dilution                 |   |                                   |  |
|---|--------------------------|---|-----------------------------------|--|
|   | Issue price<br>per Share | \$0.105<br>50% decrease<br>in Current<br>Market Price | \$0.21<br>Current<br>Market Price | \$0.42<br>100%<br>increase in<br>Current<br>Market Price |
| 35,955,048<br>Shares<br><br>Variable A              | 10% Voting<br>Dilution   | 3,595,505<br>Shares                                   | 3,595,505<br>Shares               | 3,595,505<br>Shares                                      |
|   | Funds raised             | \$377,528   | \$755,056                         | \$1,510,112  |
| 53,932,572<br>Shares<br><br>50% increase            | 10% Voting<br>Dilution   | 5,393,257<br>Shares                                   | 5,393,257<br>Shares               | 5,393,257<br>Shares                                      |
|   | Funds raised             | \$566,292   | \$1,132,583                       | \$2,265,168  |

| Shares<br>(Variable A in<br>Listing<br>Rule 7.1A.2) | Dilution                 |   |                                   |  |
|---|--------------------------|---|-----------------------------------|--|
|   | Issue price<br>per Share | \$0.105<br>50% decrease<br>in Current<br>Market Price | \$0.21<br>Current<br>Market Price | \$0.42<br>100%<br>increase in<br>Current<br>Market Price |
| in Variable A                                       |                          |   |                                   |  |
| 71,910,096<br>Shares                                | 10% Voting<br>Dilution   | 7,191,010<br>Shares                                   | 7,191,010<br>Shares               | 7,191,010<br>Shares                                      |
| 100% increase<br>in Variable A                      | Funds raised             | \$755,056   | \$1,510,112                       | \$3,020,224  |

**Notes:**

- The table has been prepared on the following assumptions:
  - The issue price is the current market price (\$0.21), being the closing price of the Shares on ASX on 30 April 2024, being the latest practicable date before this Notice was signed.
  - Variable A comprises of 35,955,048 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
  - The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - No convertible Securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- 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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

**(e) Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;

- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company did not obtain Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

## 6.4 **Additional information**

Resolution 3 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 3.

## 7. **Resolution 6 – Approval of New Plan**

### 7.1 **General**

On 1 October 2022, amendments to the Corporations Act commenced, simplifying the process for incentivising participants under employee share schemes (**ESS**). Division 1A were introduced into Part 7.12 of the Corporations Act, providing a separate regime for the making of offers in connection with an ESS (**New Regime**). This regime replaced the current relief afforded by ASIC Class Order 14/1000 (**Class Order**), which commenced on 30 October 2014.

In addition, prior to the Company's 1-for-50 consolidation of capital which occurred on 6 June 2022 (**Consolidation**), Shareholders approved the issue of up to 150,000,000 Equity Securities (on a pre-consolidation basis) under the Company's existing employee securities incentive plan (**Existing Plan**) pursuant to Listing Rule 7.2, exception 13(b) at the annual general meeting held on 31 May 2021. This approval will lapse on 31 May 2024, being the date that is three years from the date previous Shareholder approval was received.

In light of the above, Resolution 4 seeks renewed Shareholder approval at this Meeting for the purposes of Listing Rule 7.2, exception 13(b) to adopt the new ESS titled the 'Schrole Group Limited Employee Securities Incentive Plan' (**New Plan**) in order to:

- (a) ensure that the Company is afforded the relief provided by the New Regime; and
- (b) increase the maximum number of Equity Securities that can be issued under the New Plan in reliance of Listing Rule 7.2, exception 13(b) for a period of three years.

Under the New Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the New Plan, a summary of the key terms and conditions of which is in Schedule 2. In addition, a copy of the New Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the New Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

## 7.2 Key changes between the Class Order and New Regime

The following table summarises the key changes that will be implemented by the New Regime for "Invitations" (within the meaning given in the New Plan) made under the New Plan:

|                               | Previous Class Order  | New Regime   |
|-------------------------------|---|--|
| <b>Disclosure obligations</b> | <p>The Class Order mandates certain information that must be provided to ESS participants.</p> <p>There is no difference between the disclosure requirements where ESS Interests are offered for monetary consideration or for no monetary consideration.</p> | <p><b>If the offer of ESS Interests is for no monetary consideration:</b> There are no prescribed disclosure obligations, other than a statement that the offer is made under Division 1A.</p> <p><b>If the offer of ESS Interests is for monetary consideration:</b></p> <ul style="list-style-type: none"> <li>Certain prescribed disclosure requirements apply. These disclosure requirements are similar (although different) to the current disclosure requirements under the Class Order.</li> <li>The participant cannot acquire the ESS Interests until 14 days after receiving the above disclosure. This mandates a waiting period ensuring a participant has time to consider their decision and seek legal financial advice.</li> <li>Any associated trust, contribution plan and loan arrangement will need to comply with</li> </ul> |

|                              | Previous Class Order   | New Regime   |
|------------------------------|--|--|
|                              |  | specified requirements.  |
| <b>Eligible participants</b> | <ul style="list-style-type: none"> <li>• Directors;</li> <li>• Full-time and part-time employees;</li> <li>• Casual employees and contractors, provided they work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the entity.</li> </ul> | <ul style="list-style-type: none"> <li>• Directors;</li> <li>• Full-time and part-time employees;</li> <li>• Any service providers to the entity (with no minimum requirement of hours of service provided);</li> <li>• Certain 'related persons' to the above.</li> </ul>   |
| <b>5% limit</b>              | The maximum number of ESS Interests that can be issued under the Class Order relief over a three-year period is 5% of the issued share capital.  | <p><b>If the offer of ESS Interests is for no monetary consideration:</b> There is no limit on the number of such ESS Interests that may be issued.</p> <p><b>If the offer of ESS Interests is for monetary consideration:</b> The number of ESS Interests issued over a three-year period must not exceed 5% of the issued share capital. Entities may specify a different issue cap in their constitution.</p> |
| <b>Suspension</b>            | For the Class Order relief to be available, the entity's shares must not have been suspended for more than 5 days over the previous 12 months.   | The new regime permits an entity to offer ESS Interests regardless of any suspension to the trading of its shares.   |
| <b>ASIC involvement</b>      | A 'Notice of Reliance' must be submitted to ASIC to rely on the Class Order relief.  | <p>There are no ASIC lodgement requirements.</p> <p>ASIC has the power to require the provision of documents necessary in order to form an opinion about whether the regime has been complied with.</p> <p>ASIC has also been given express enforcement powers including the ability to issue 'stop orders'.</p>   |
| <b>Criminal offences</b>     | N/A  | New ESS related criminal offences have been introduced regarding certain misleading or deceptive statements or omissions.  |

### 7.3 Listing Rules 7.1 and 7.2, exception 13(b)

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the New Plan from those set out in this Notice in Schedule 2.

If Resolution 4 is passed, the Company will be able to issue up to a maximum of 4,000,000 Equity Securities under the New Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the New Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 4 is not passed, any issue of Equity Securities pursuant to the New Plan will be made either with Shareholder approval or, in default of Shareholder approval, pursuant to the Company's placement capacity under either or both Listing Rules 7.1 and 7.1A.

#### **7.4 Specific Information required by Listing Rule 7.2, exception 13(b)**

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the New Plan:

- (a) The material terms of the New Plan are summarised in Schedule 2.
- (b) As at the date of this Notice, no Equity Securities have been issued under the New Plan. Since the Existing Plan was last approved by Shareholders on 31 May 2021, the Company has issued the following Equity Securities under the terms of the Existing Plan (on a post-Consolidation basis):

| <b>Number of Equity Securities</b> | <b>Equity Security</b> | <b>Issue date</b> |
|------------------------------------|------------------------|-------------------|
| 234,943                            | Shares                 | 27 November 2023  |
| 52,519                             | Shares                 | 20 October 2023   |
| 73,591                             | Shares                 | 2 May 2023        |
| 494,956                            | Performance Rights     | 18 April 2023     |
| 410,768                            | Shares                 | 13 September 2022 |
| 20,665                             | Shares                 | 26 August 2022    |
| 164,745                            | Shares                 | 9 November 2021   |
| 133,333                            | Performance Rights     | 9 November 2021   |
| 31,411                             | Share Rights           | 9 November 2021   |

|         |                    |                 |
|---------|--------------------|-----------------|
| 133,333 | Shares             | 13 October 2021 |
| 40,514  | Share Rights       | 11 October 2021 |
| 133,333 | Performance Rights | 11 October 2021 |
| 62,047  | Shares             | 15 July 2021    |
| 24,468  | Shares             | 6 July 2021     |

- (c) The maximum number of Equity Securities proposed to be issued under the New Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 4 is 4,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises approximately 10% of the Company's Equity Securities currently on issue. The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the New Plan but is specified for the purpose of setting a ceiling in accordance with Listing Rule 7.2 exception 13(b). It is not envisaged that the maximum number of Equity Securities for which approval is obtained will be issued immediately.
- (d) A voting exclusion statement is included in the Notice.

## 7.5 Additional information

Resolution 4 is an ordinary resolution.

The Board decline to make a recommendation in relation to Resolution 4 due to their personal interest in the outcome of the Resolution.

## 8. Resolution 5 – Approval of potential termination benefits under the New Plan

### 8.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the New Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the New Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

If Resolution 5 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the New Plan unless Shareholder approval is obtained each and every time such termination benefit is proposed, in accordance with section 200E of the Corporations Act.

## **8.2 Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 4, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the New Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the New Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the New Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the New Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

## **8.3 Valuation of the termination benefits**

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the New Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.



In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

#### 8.4 Additional information

Resolution 5 is conditional on the passing of Resolution 4. If Resolution 5 is not approved at the Meeting, Resolution 4 will not be put to the Meeting.

Resolution 5 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 5 due to their potential personal interests in the outcome of the Resolution.

### 9. Resolution 6 – Approval to issue Share Rights to Participating Directors in lieu of Directors' fees

#### 9.1 General

The Company has, subject to Shareholder approval, invited Directors Matt Adams, Guy Perkins, Colm O'Brien, and Caroline Brokvam (**Participating Directors**) to participate in a salary reduction arrangement in return to acquire Shares (**Share Rights**) to be granted under the New Plan (**Salary Reduction**). Under the Salary Reduction, the Participating Directors may accrue up to 25% of their director fees (excluding superannuation) commencing from 31 May 2024 until 31 May 2025 (**Salary Reduction Period**).

At the end of each financial quarter (**Quarter**) during the Salary Reduction Period, the number of Share Rights that the Participating Directors will be entitled to receive for that Quarter will be the lesser of the total amount of the Salary Reduction for that Quarter of the Salary Reduction Period (being from the first calendar day of that Quarter up to and including the last calendar day of that Quarter) divided by the greater of:

- (a) \$0.10 (**Floor Price**); and
- (b) the VWAP of Shares over the days on which the Shares are actually traded on ASX starting on the first day of the relevant Quarter and ending on the last day of the relevant Quarter of the Salary Reduction Period (**Quarterly VWAP**) (i.e. the Quarterly VWAP for the Share Rights to be issued for the Quarter starting 1 July 2024 will be based on the trading days on and from 1 July 2024 up to and including 30 September 2024),

(**Deemed Issue Price**).

Accordingly, the maximum number of Share Rights to be issued to the Participating Directors for the Salary Reduction Period is as follows (based on the Floor Price):

| Participating Director | Salary Reduction for Salary Reduction Period | Maximum Share Rights |
|------------------------|--|----------------------|
| Matt Adams             | \$20,000                                     | 200,000              |

|                  |                 |                |
|------------------|-----------------|----------------|
| Guy Perkins      | \$10,000        | 100,000        |
| Colm O'Brien     | \$10,000        | 100,000        |
| Caroline Brokvam | \$10,000        | 100,000        |
| <b>Total</b>     | <b>\$50,000</b> | <b>500,000</b> |

The actual number of Share Rights to be issued is likely to be a lesser amount, due to the Quarterly VWAP being based on Share price movements from Quarter to Quarter and assuming the Share price remains higher than the Floor Price. For example, if the Deemed Issue Price were equal to the Share Price on 27 April 2024 (\$0.21), the total number of Share Rights the Participating Directors would be entitled to during the Salary Reduction Period would be:

| <b>Participating Director</b> | <b>Salary Reduction for the Salary Reduction Period</b> | <b>Example total Share Rights</b> |
|-------------------------------|---|-----------------------------------|
| Matt Adams                    | \$20,000  | 95,238                            |
| Guy Perkins                   | \$10,000  | 47,619                            |
| Colm O'Brien                  | \$10,000  | 47,619                            |
| Caroline Brokvam              | \$10,000  | 47,619                            |
| <b>Total</b>                  | <b>\$50,000</b>   | <b>333,333</b>                    |

In return for their Agreement to reduce the amount of their salary paid by way of cash, the Company has agreed to grant each of the Participating Directors' (or their respective nominees) Share Rights under the New Plan (refer to Schedule 2 for a summary of the terms of the New Plan). Each Share Right will entitle the holder to acquire one Share in the Company. The Share Rights immediately vest on the grant date and expire on 31 May 2029. Refer to Schedule 3 for a summary of the terms and conditions of the Share Rights.

The rationale for inviting the Participating Directors to participate in the Salary Reduction in return for Share Rights is to further align the Participating Director's remuneration with the Company's and Shareholders' objectives and to provide the Participating Directors with a further incentive to enhance Shareholder value.

Resolution 6(a) to (d) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 to issue up to a maximum of 500,000 Share Rights under the New Plan to the Participating Directors (or their respective nominees) in lieu of the cash payment of a portion of their respective Director fees.

## 9.2 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme, unless Shareholder approval is provided:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (listing rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is such that, in ASX's opinion, the acquisition should be approved by the company's shareholders (Listing Rule 10.14.3).

The proposed issue of Share Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if a Participating Director elects for the Share Rights to be issued to their nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14. As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

The effect of Shareholders passing Resolution 6(a) to (d) (inclusive) will be to allow the Company to issue the Share Rights to the Participating Directors (or their respective nominees).

If Resolution 6(a) to (d) (inclusive) are not passed, the Company will not be able to proceed with the issue of those Share Rights to the Participating Directors (or their respective nominees) and the Company will proceed with the cash payment equal to the Salary Reduction.

### 9.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Share Rights:

- (a) The Share Rights will be issued under the New Plan to the Participating Directors (or their respective nominees).
- (b) The Participating Directors will fall into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. In the event the Share Rights are issued to a nominee of the Participating Directors, that person will fall into the category stipulated in Listing Rule 10.14.2.
- (c) Based on the Floor Price, a maximum of 500,000 Share Rights will be issued to the Directors (or their respective nominee(s)) in the proportions set out in Section 9.1 above.
- (d) The current total annual remuneration package of each of the Participating Directors as at the date of this Notice is set out below:

| Participating Director | Salary and fees | Superannuation | Share-based payments |
|------------------------|-----------------|----------------|----------------------|
| Matt Adams             | \$25,193        | Nil            | Nil                  |
| Guy Perkins            | \$28,763        | \$3,082        | Nil                  |
| Colm O'Brien           | \$35,100        | Nil            | \$9,253              |
| Caroline Brokvam       | \$21,580        | \$2,374        | Nil                  |

Subject to Shareholder approval of Resolution 6(a) to (d) (inclusive), the total annual remuneration package of each of the Participating Directors will change from the date Shareholder approval is received as follows:

| Participating Director | Salary and fees | Superannuation | Share-based payments |
|------------------------|-----------------|----------------|----------------------|
|------------------------|-----------------|----------------|----------------------|

|                  |          |         |          |
|------------------|----------|---------|----------|
| Matt Adams       | \$40,000 | Nil     | \$20,000 |
| Guy Perkins      | \$25,000 | \$2,625 | \$10,000 |
| Colm O'Brien     | \$25,000 | Nil     | \$10,000 |
| Caroline Brokvam | \$25,000 | \$2,625 | \$10,000 |

- (e) No Equity Securities have previously been issued under the New Plan to the Participating Directors (or their respective nominees).
- (f) The Share Rights will be issued on the terms and conditions set out in Schedule 3.
- (g) The rationale for the proposed issue of the Share Rights is set out in Section 9.1 above.
- (h) The total value attributable to the Share Rights is \$50,000, being the total Salary Reduction as set out at Section 9.1 above.
- (i) The Share Rights will be issued to the Participating Directors (or their respective nominee(s) at the end of each Quarter and in any event not later than three years after the Meeting.
- (j) The Share Rights will be issued for nil consideration as they will be issued as part of the Participating Directors' remuneration packages.
- (k) A summary of the material terms of the New Plan is provide in Schedule 2.
- (l) No loan will be provided to the Participating Directors in relation to the issue of the Share Rights.
- (m) Details of any Securities issued under the New Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in the Notice.

#### **9.4 Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Participating Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 6(a) to (d) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Share Rights to the Participating Directors (or their respective nominees) to Shareholders to resolve upon.

#### **9.5 Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exemption set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Share Rights to the Participating Directors constitutes giving a financial benefit to a related parties to the Company. The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Share Rights because the Share Rights are considered by the Board to be reasonable remuneration and therefore fall within the exception stipulated in section 211 of the Corporations Act.

## **9.6 Additional Information**

Resolution 6(a) to (d) (inclusive) are each separate ordinary resolutions.

The Board (other than the Participating Directors who each have a personal interest in the outcome of Resolution 6(a) to (d)) recommends that Shareholders vote in favour of Resolution 6.

## Schedule 1      Definitions

In the Notice, words importing the singular include the plural and vice versa.

|                               |   |
|-------------------------------|---|
| <b>10% Placement Facility</b> | has the meaning in Section 6.1.   |
| <b>10% Placement Period</b>   | has the meaning in Section 6.2(f).  |
| <b>\$</b>                     | means Australian Dollars.   |
| <b>Annual Report</b>          | means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2023.             |
| <b>ASX</b>                    | means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| <b>Auditor's Report</b>       | means the auditor's report on the Financial Report.   |
| <b>AWST</b>                   | means Western Standard Time, being the time in Perth, Western Australia.  |
| <b>Board</b>                  | means the board of Directors.   |
| <b>Chair</b>                  | means the person appointed to chair the Meeting of the Company convened by the Notice.  |
| <b>Class Order</b>            | has the meaning given in Section 7.1.   |
| <b>Closely Related Party</b>  | means:<br>(a) a spouse or child of the member; or<br>(b) has the meaning given in section 9 of the Corporations Act.                |
| <b>Company</b>                | means Schrole Group Limited (ACN 164 440 859).  |
| <b>Consolidation</b>          | has the meaning given in Section 7.1.   |
| <b>Constitution</b>           | means the Constitution of the Company.  |
| <b>Corporations Act</b>       | means the <i>Corporations Act 2001</i> (Cth) as amended.  |
| <b>Deemed Issue Price</b>     | has the meaning given in Section 9.1.   |
| <b>Director</b>               | means a director of the Company.  |
| <b>Directors' Report</b>      | means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.   |
| <b>Equity Security</b>        | has the same meaning as in the Listing Rules.   |
| <b>ESS</b>                    | has the meaning given in Section 7.1.   |
| <b>Existing Plan</b>          | has the meaning given in Section 7.1.   |

|                                 |  |
|---------------------------------|--|
| <b>Explanatory Memorandum</b>   | means the explanatory memorandum which forms part of the Notice.   |
| <b>Floor Price</b>              | has the meaning given in Section 9.1.  |
| <b>Key Management Personnel</b> | has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. |
| <b>Listing Rules</b>            | means the listing rules of ASX.  |
| <b>Meeting</b>                  | has the meaning given in the introductory paragraph of the Notice.   |
| <b>Minimum Issue Price</b>      | has the meaning in Section 6.2(e).   |
| <b>New Plan</b>                 | has the meaning given in Section 7.1.  |
| <b>New Regime</b>               | has the meaning given in Section 7.1.  |
| <b>Notice</b>                   | means this notice of annual general meeting.   |
| <b>Option</b>                   | means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.  |
| <b>Participating Directors</b>  | means Directors Matt Adams, Guy Perkins, Colm O'Brien, and Caroline Brokvam (or their respective nominees).  |
| <b>Plan Securities</b>          | has the meaning given in Section 8.1.  |
| <b>Proxy Form</b>               | means the proxy form made available with the Notice.   |
| <b>Quarter</b>                  | has the meaning given in Section 9.1.  |
| <b>Quarterly VWAP</b>           | has the meaning given in Section 9.1.  |
| <b>Remuneration Report</b>      | means the remuneration report of the Company contained in the Directors' Report.   |
| <b>Resolution</b>               | means a resolution referred to in the Notice.  |
| <b>Salary Reduction</b>         | has the meaning given in Section 9.1.  |
| <b>Salary Reduction Period</b>  | has the meaning given in Section 9.1.  |
| <b>Schedule</b>                 | means a schedule to the Notice.  |
| <b>Section</b>                  | means a section of the Explanatory Memorandum.   |

|                            |   |
|----------------------------|---|
| <b>Securities</b>          | means any Equity Securities of the Company (including Shares, Options and/or Performance Rights). |
| <b>Share</b>               | means a fully paid ordinary share in the capital of the Company.                                  |
| <b>Salary Share Rights</b> | has the meaning given in Section 9.1.   |
| <b>Shareholder</b>         | means the holder of a Share.  |
| <b>Strike</b>              | means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.             |
| <b>VWAP</b>                | means volume weighted average market price.   |



## Schedule 2      Summary of terms and conditions of New Plan

The following is a summary of the material terms and conditions of the New Plan (**Plan**):

- (a)      **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the New Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i)      an employee or director of the Company or an individual who provides services to the Company;
  - (ii)      an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
  - (iii)      a prospective person to whom paragraphs (i) or (ii) apply;
  - (iv)      a person prescribed by the relevant regulations for such purposes; or
  - (v)      certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

- (b)      **(Maximum allocation)** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (i)      the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (ii)      the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

- (c)      **(Purpose):** The purpose of the Plan is to:

- (i)      assist in the reward, retention and motivation of Eligible Participants;
- (ii)      link the reward of Eligible Participants to Shareholder value creation; and
- (iii)      align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity

to Eligible Participants to receive an equity interest in the Company in the form of Securities.

- (d) **(Plan administration):** 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, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
- (e) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

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. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (g) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more 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 a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (h) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or 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.

At the time of exercise of the Convertible Securities, and subject to Board approval, the 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 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.

**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.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
  - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(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 Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a 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. A 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. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or

cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(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.
- (q) **(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 Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any 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 is agreed to in writing by all Participants.

- (r) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

## Schedule 3      Terms and conditions of Share Rights

The terms and conditions of the Share Rights are as follows:

1.     **(Entitlement):** Subject to the terms and conditions set out below, each Share Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2.     **(Vesting):** The Share Rights will immediately vest on the date of issue.
3.     **(Expiry Date):** The Share Rights will expire and lapse at 5.00pm (AWST) on 31 May 2029 (**Expiry Date**).
4.     **(Exercise):** At any time after the date of issue and before the Expiry Date (as defined in paragraph 3 above), the holder may apply to exercise Share Rights by delivering a signed notice of exercise to a Company Secretary. The holder is not required to pay a fee to exercise the Share Rights.
5.     **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Share Right, the Company will:
  - (a)     issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (b)     issue a substitute Certificate for any remaining unexercised Share Rights held by the holder;
  - (c)     if required, and subject to paragraph 6, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (d)     do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
6.     **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Share Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
7.     **(Ranking):** All Shares issued upon the conversion of Share Rights will upon issue rank equally in all respects with other Shares.
8.     **(Transferability of the Share Rights):** The Share Rights are not transferable, except with the prior written approval of the Board in exceptional circumstances at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
9.     **(Dividend rights):** A Share Right does not entitle the holder to any dividends.
10.    **(Voting rights):** A Share Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the

Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

11. **(Quotation of the Share Rights):** The Company will not apply for quotation of the Share Rights on any securities exchange.
12. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Share Rights holder will be varied in accordance with the Listing Rules.
13. **(Entitlements and bonus issues):** Subject to the rights under paragraph 14, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues. There will be no change to the number of Shares over which the Share Rights are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
14. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Share Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Share Right before the record date for the bonus issue.
15. **(Return of capital rights):** The Share Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
16. **(Rights on winding up):** The Share Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
17. **(Takeovers prohibition):**
  - (a) the issue of Shares on exercise of the Share Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Share Rights.
18. **(No other rights):** A Share Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
19. **(Amendments required by ASX):** The terms of the Share Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
20. **(Plan):** The Share Rights are issued pursuant to and are subject to the New Plan (**Plan**). In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

21. **(Constitution)**: Upon the issue of the Shares on exercise of the Share Rights, the holder will be bound by the Company's Constitution.

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 29 May 2024**, 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 Key Management Personnel.

### 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:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

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

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