

**Way 2 VAT Ltd**

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# Way 2 VAT Ltd

## **Notice of 2022 Annual General Meeting**

Explanatory Statement | Proxy Form

Friday, 16 September 2022

**4:30pm (AEST)**

**Address**

To be conducted as a virtual meeting.

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

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## Important Information for Shareholders about the AGM

This Notice is given based on circumstances as at 23 August 2022. Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://way2vat.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the AGM as a virtual meeting, in a manner that is consistent with the *Corporations Act 2001* (Cth).

## Venue and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 4:30pm (AEST) on Friday, 16 September 2022 as a **virtual meeting**.

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

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

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au).
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to David Hwang at [David.Hwang@automicgroup.com.au](mailto:David.Hwang@automicgroup.com.au) at least 48 hours before the AGM.

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

## Your vote is important

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

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

## Voting by proxy

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

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

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

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

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

## Review rights of an interested party

One or more Shareholders holding Shares in an amount constituting five percent or more of the total voting rights in the Company (currently equating to a holding of 8,738,137 Shares or more), as well as whoever holds such percentage of the total voting rights not held by a Controlling Shareholder in the Company. A person is presumed to be a Controlling Shareholder if he or she holds or controls, by himself or together with others, one half or more of any one of the Means of Control of a company; for this purpose, a shareholder who holds 25% or more of the voting rights in the company if no other shareholder holds more than 50% of the voting rights in the company, is also presumed to be a controlling shareholder.

For the purpose of a holding in the context of a transaction with an interested party, two or more holders of voting rights in the Company, each of whom has a personal interest in approving the transaction brought for the approval of the Company, shall be regarded as "holding together", is entitled to review, by himself or through an agent acting on his behalf, following the convening of the Annual General Meeting in the registered office of the Company and during normal business hours, the voting proxies and voting records received by the Company.

Shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a **Position Statement**) to Way 2 VAT Limited, c/o The Automic Group, at Level 5, 126 Phillip Street, Sydney, NSW 2000. Any Position Statement received will be made available to the public on the Company's website and by way of an ASX announcement. Position Statements should be submitted to the Company no later than 10 days prior to the Meeting. A Shareholder is entitled to contact the Company directly and receive the text of the Proxy Form and any Position Statement.

## Quorum

Two Shareholders present, personally or by proxy, holding Shares conferring in the aggregate at least 25% (twenty five percent) of the Company's voting power, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned to one week after the original date of the Meeting, at the same time and place. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any present Shareholders personally or by proxy shall be deemed a

quorum, and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Way 2 VAT Ltd ARBN 637 709 114 will be held at 4:30pm (AEST) on Friday, 16 September 2022 as a virtual meeting.

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

The Directors have determined pursuant to the article 23 of the Articles of Association that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:30pm (AEST) on 14 September 2022.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

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

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

# Resolutions

## Re-election of Directors

### **1. Resolution 1 – Re-election of Adoram Ga’ash as Director**

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

*“That Adoram Ga’ash, a Director, who retires by rotation in accordance with articles 53.3 and 53.4 of the Articles of Association and Listing Rule 14.4, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Statement.”*

### **2. Resolution 2 – Re-election of David Assia as Director**

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

*“That David Assia, a Director, who retires by rotation in accordance with articles 53.3 and 53.4 of the Articles of Association and Listing Rule 14.4, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Statement.”*

## **Listing Rule 7.1A (Additional 10% Capacity)**

### **3. Resolution 3 – Listing Rule 7.1A Approval**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

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

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

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

*Note: As at the date of this Notice, it is not known who may participate in any equity securities issued under Resolution 3 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of equity securities under the 10% placement capacity pursuant to Listing Rule 7.1A. Accordingly, no Shareholders are excluded from voting on Resolution 3.*

## **Appointment of Auditor**

### **4. Resolution 4 – Appointment of BDO Israel as the Independent Auditor and approval of the Engagement Terms**

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

*"That, for the purposes of article 81.1 of the Articles of Association and for all other purposes, Shareholders approve the appointment of BDO Israel certified public accountants, having consented in writing to act in the capacity of Auditor, as the independent Auditor for the year ending 31 December 2022, and until the next annual general meeting of Shareholders after the financial year ended 31 December 2024 on the terms and conditions in the Explanatory Statement."*

## **Adoption of Remuneration Policy**

### **5. Resolution 5 – Approval of the Remuneration Policy**

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

*“That, for the purposes of sections 267A and 267B of the Israeli Company’s Law, 5759-1999 and for all other purposes, Shareholders approve the Remuneration Policy for Directors and Officers for a period of three years from the date of this Meeting on the terms and conditions in the Explanatory Statement.”*

## **Adoption of Way 2 Vat Ltd Employee Equity Incentive Plan**

### **6. Resolution 6 – Approval of the Plan**

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

*“That, for the purposes of Listing Rule 7.2, Exception 13 and for all other purposes, Shareholders authorise and approve the Way 2 Vat Ltd Employee Equity Incentive Plan (**Plan**), and the grant of Employee Incentives and the issue of underlying securities under the Plan, on the terms and conditions in the Explanatory Statement.”*

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

- (a) a person who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

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

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

## Issue of LTI Options to CEO

### **7. Resolution 7 – Approval of Issue of LTI Options to Amos Simantov, Chief Executive Officer and Managing Director**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the allotment and issue of 8,738,137 unlisted Options under the Plan to Amos Simantov, Chief Executive Officer and Managing Director (and/or his nominee), on the terms and conditions in the Explanatory Statement.”*

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

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

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

## **Ratification of Prior Issues of Securities**

### **8. Resolution 8 – Ratification of Prior Issue of CFO Options**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior allotment and issue of 1,000,000 unlisted Options on the terms and conditions in the Explanatory Statement.”*

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

- (a) Ms Smadar Noy or their nominee; or
- (b) an Associate of that person or those persons.

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

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

## 9. Resolution 9 – Ratification of Prior Issue of Placement Shares

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior allotment and issue of 21,176,470 Shares on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who participated in the issue;
- (b) Regal Funds Management Pty Ltd or their nominee; or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

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

## Related Party Participation in the Placement

### 10. Resolution 10 – Approval of Related Party Participation in the Placement – Rob Edgley

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 196,078 Shares to Rob Edgley (and/or his nominee), a Director, on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Rob Edgley (and/or his nominee); or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

## 11. Resolution 11 – Approval of Related Party Participation in the Placement – Moneta Seeds LP

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 5,882,353 Shares to Moneta Seeds LP (and/or its nominees) on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) Moneta Seeds LP or their nominee; or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

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

## Issue of Consideration Shares

### 12. Resolution 12 – Approval of Issue of Consideration Shares

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of such number of Shares equivalent in value to €1,000,000, based on a deemed issue price of A\$0.125 per Share and an average EUR/AUD exchange rate published by the RBA 30 days prior to completion of the Acquisition, to Voxel Media, S.L. (and/or its nominees), on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) Voxel Media, S.L (and/or its nominee); or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

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

#### **BY ORDER OF THE BOARD**

Company Secretary  
23 August 2022

# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4:30pm (AEST) on Friday, 16 September 2022 as a virtual meeting.

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

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

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

## Agenda

### **Ordinary business**

#### Financial statements and reports

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

Whilst the Company will not provide a hard copy of the Annual Financial Report unless specifically requested to do so, Shareholders may view the Annual Financial Report on the Company's website at <https://way2vat.com/>.

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

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

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

#### **Written questions of the Auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Auditor, please send your question to the Company Secretarial team at Automic Group at [Lucy.Rowe@automicgroup.com.au](mailto:Lucy.Rowe@automicgroup.com.au). A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five Business Days before the Meeting, which is by 9 September 2022. Questions should be submitted to the Company Secretary.

# Resolutions

## **Re-election of Director**

### **Resolution 1 – Re-election of Adoram Ga’ash as Director**

#### **Background**

This Resolution seeks Shareholder approval for the purposes of the article 53.4 of the Articles of Association and Listing Rule 14.4 for the re-election of Mr Adoram Ga'ash as a Director.

Article 53.4 of the Articles of Association requires that at least one Director, excluding the Managing Director, must stand for election or re-election at each Annual General Meeting.

Adoram Ga’ash will retire by rotation at this Meeting.

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

Adoram Ga’ash was appointed as a Director on 10 February 2016 and has not been re-elected since appointment. Mr Ga’ash has been serving as the Chairman of the Board.

Under this Resolution, Adoram Ga’ash has elected to retire by rotation, and being eligible, seeks re-election as a Director at the AGM.

This Resolution is an Ordinary Resolution.

#### **Director Background**

Mr Ga’ash has a track record of 20 years as a venture capitalist and in startups leadership. Prior to founding Moneta VC, Mr Ga’ash founded StageOne VC which invested in approximately 20 start-ups and resulted in seven exits. Later in his career, Mr Ga’ash joined Silicon Valley based investment bank, GrowthPoint Technology Partners, to head up the Israeli practice and in this role, he has assisted start-ups with exploring their exit strategy with global companies. Earlier in his career, Mr Ga’ash founded Radwiz that was subsequently acquired by a Silicon Valley company.

#### **Directors’ Recommendation**

The Directors (excluding Adoram Ga’ash) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

### **Resolution 2 – Re-election of David Assia as Director**

#### **Background**

This Resolution seeks Shareholder approval for the purposes of the article 53.4 of the Articles of Association and Listing Rule 14.4 for the re-election of Mr David Assia as a Director.

Article 53.4 of the Articles of Association requires that at least one Director, excluding the Managing Director, must stand for election or re-election at each Annual General Meeting.

David Assia will retire by rotation at this Meeting.

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

David Assia was appointed as Director on 2 December 2018 and has not been re-elected since appointment.

Under this Resolution, David Assia has elected to retire by rotation, and being eligible, seeks re-election as a Director at the AGM.

This Resolution is an Ordinary Resolution.

### **Director Background**

Mr David Haim Assia is a serial entrepreneur and angel investor, being one of the pioneers of the vibrant Israeli high tech software industry. Mr Assia founded multiple global companies and listed them on either NASDAQ or TASE (Tel-Aviv Stock Exchange).

Mr Assia is the Chairman of iAngels, a leading crowd funding platform and is actively involved as a lead angel and a director in multiple high tech companies. Mr Assia also runs his family's, privately held, investment company, Nadyr Investments Ltd.

Prior to iAngels, Mr Assia was the executive Chairman of eToro, the world's largest social trading network. In 1986, Mr Assia co-founded Magic Software, where he served as either Chairman or CEO until 2007. Magic Software is a global international software company with world class innovative development and integration platforms. Magic Software was the first Israeli Software Company to be listed on NASDAQ (MGIC) in 1991.

In 1980, Mr Assia co-founded Mashov Computers, the leading micro-computer software company in Israel, being one of the first high tech companies to be listed three (3) years later, on the Tel-Aviv Stock Exchange – TASE.

Mr Assia is involved in educational institutions such as the Weizmann Institute of Science, the Israel Education Fund, Tel-Aviv University and Yeda Research and Development, the technology transfer office of the Weizmann Institute. Mr Assia is also on a board member of the First International Bank of Israel and DBmaestro and Become (formerly Lending Express).

### **Directors' Recommendation**

The Directors (excluding David Assia) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Listing Rule 7.1A (Additional 10% Capacity)**

### **Resolution 3 – Listing Rule 7.1A Approval**

#### **Background**

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

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

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

As of 19 August 2022, the Company has a market capitalisation of approximately A\$7.16 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

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

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

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

#### **Information Required by Listing Rule 7.3A**

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

##### *Period for which the approval will be valid*

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

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

##### *Minimum price at which the equity securities may be issued under Listing Rule 7.1A*

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 Trading Days on which trades

in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

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

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

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

- (a) expansion of Smart Spend Debit MasterCard marketing and distribution in the UK and Europe to generate greater outreach and support high revenue targets;
- (b) investment in the development of Way2VAT's proprietary technology for the adoption of the Smart Spend Debit MasterCard; and
- (c) working capital.

Risk of economic and voting dilution to existing ordinary Securityholders

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

There is a risk that:

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

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

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

Variable "A" Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		A\$0.0205 50% decrease in issue price	A\$0.041 issue prices <sup>(b)</sup>	A\$0.082 100% increase in issue price
"A" is the number of shares on issue, being 174,762,743 Shares <sup>(a)</sup>	10% voting dilution <sup>(c)</sup>	17,476,274	17,476,274	17,476,274
	Funds raised	A\$358,264	A\$716,527	A\$1,433,054
"A" is a 50% increase in shares on issue, being 262,144,115 Shares	10% voting dilution <sup>(c)</sup>	26,214,411	26,214,411	26,214,411
	Funds raised	A\$537,395	A\$1,074,791	A\$2,149,582
"A" is a 100% increase in shares on issue, being 349,525,486 Shares	10% voting dilution <sup>(c)</sup>	34,952,548	34,952,548	34,952,548
	Funds raised	A\$716,527	A\$1,433,054	A\$2,866,109

**Notes:**

- (a) Based on the total number of Shares on issue as at 19 August 2022.
- (b) Based on the closing price of Shares on ASX as at 19 August 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

**Allocation policy for issues under Listing Rule 7.1A**

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

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

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

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

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

The Company has not previously sought Shareholder approval under Listing Rule 7.1A and therefore has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

A voting exclusion statement is included in the Notice for Resolution 3.

**Directors' Recommendation**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Appointment of Auditor**

### **Resolution 4 – Appointment of BDO Israel as the Independent Auditor and approval of the Engagement Terms**

#### **Background**

This Resolution seeks Shareholder approval for the purposes of the Israeli Company's Law, 5759-1999 and the Articles of Association for the appointment of BDO Israel as the Auditor for the next three fiscal years until the next annual general meeting of Shareholders after the financial year ended 31 December 2024.

Under the Israeli Company's Law, 5759-1999 and the Articles of Association, Shareholders are required to appoint the Company's independent auditors. Article 81.3 of the Articles of Association provides that the Board shall determine the independent auditors' remuneration and report to Shareholders on such remuneration at the Annual General Meeting.

Article 81.1 of the Articles of Association states that Shareholders shall appoint an Auditor at the Annual General Meeting. Such appointment shall be in force until the end of the fiscal year for which the appointment is made, or for a longer period if so resolved at the Annual General Meeting, but in no event for a period of more than three fiscal years.

BDO Israel served as the Company's independent public accounting for the financial year ended 31 December 2021. At the Annual General Meeting, shareholders are asked to approve the reappointment of BDO Israel as the independent Auditor for the year ending 31 December 2022 and until the next annual general meeting of Shareholders after the financial year ended 31 December 2024 and to authorise the Board, upon the recommendation of the audit committee, to fix the remuneration of the independent registered public accounting firm. Accordingly, the estimated total remuneration payable to BDO Israel in respect of audit services for 2022 is USD\$70K.

This Resolution is an Ordinary Resolution.

#### **Directors' Recommendation**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Adoption of Remuneration Policy**

### **Resolution 5 – Approval of the Remuneration Policy**

#### **Background**

This Resolution seeks Shareholder approval for the purposes of the Israeli Company's Law, 5759-1999 for the adoption of the proposed Remuneration Policy.

Under sections 267A and 267B of the Israeli Company's Law, 5759-1999, public companies in Israel are required to adopt a policy governing, and setting limits to, the compensation of their Directors and Officers. Such Remuneration Plan shall be valid for 3 years and shall be brought for approval at the end of such period.

Each of the Company's Remuneration Committee and the Board has approved the proposed the Remuneration Policy, subject to Shareholder approval.

The material terms of the Remuneration Policy is provided in Annexure 1.

In counting the votes for this Resolution, one of the following shall be met:

- (a) the majority of votes at the general meeting shall include majority of shareholders who are not the controlling party or do not have a personal interest in the approval of the Remuneration Policy, and who participate in the vote. Abstentions shall not be counted in the total count of the votes of the aforesaid shareholders; and
- (b) the total opposing votes from among the shareholders in (a) above do not exceed 2% of the total voting rights in the Company.

#### **Directors' Recommendation**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

# **Adoption of Way 2 Vat Ltd Employee Equity Incentive Plan**

## **Resolution 6 – Approval of the Plan**

### **Background**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.2, Exception 13 for the adoption of the Way 2 Vat Ltd Employee Equity Incentive Plan (the **Plan**) and to enable Options, and Shares upon exercise or conversion of those Options to be issued under the Plan to eligible employees (including Directors) (**Employee Incentives**) to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which this Resolution is passed.

This Resolution is an Ordinary Resolution.

### **Listing Rule 7.1**

As discussed above, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2, Exception 13, operates as one of the exceptions to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2, Exception 13 is that any issues of Securities under the Plan are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

A summary of the Plan, to be adopted pursuant to Resolution 6, is detailed in Annexure 2.

This Resolution seeks Shareholder approval to adopt the Plan to offer the opportunity for eligible employees to subscribe for Employee Incentives, in order to increase the range of potential incentives available for eligible employees.

The Plan is intended to assist the Company to attract and retain key staff. The Board believes that grants made under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- (c) enable the Company to incentivise and retain existing key management personnel needed to achieve the Company's business objectives;
- (d) enable the Company to recruit, incentivise and retain additional key management personnel needed to achieve the Company's business objectives;
- (e) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (f) align the financial interest of participants of the Plan with those of Shareholders; and
- (g) provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

If this Resolution is passed, Employee Incentives issued under the Plan in the three years from the date on which Resolution 4 is passed will be excluded when calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the Employee Incentives issued under the Plan will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **Specific Information Required by Listing Rule 7.2**

In accordance with the requirements of Listing Rule 7.2, Exception 13(b), the following information is provided:

- (a) a summary of the material terms of the Plan is detailed in Annexure 2 and form part of the Notice;
- (b) the Company is seeking Shareholder approval pursuant to the Listing Rules for the first time, and no securities have been issued under the Plan since the Company has been listed on ASX;
- (c) the maximum number of securities that can be issued under the Plan is 17,476,274 Employee Incentives, which is equivalent to 10% of the Company's issued share capital; and
- (d) a voting exclusion statement is included in the Notice for Resolution 6.

**Directors' Recommendation**

The Directors are excluded from voting on this Resolution as they are eligible to participate in the Plan. Accordingly, the Directors decline to make a recommendation to Shareholders on this Resolution.

The Chair intends to vote in favour of this Resolution.

## Issue of LTI Options to CEO

### **Resolution 7 – Approval of Issue of LTI Options to Amos Simantov, Chief Executive Officer and Managing Director**

#### **Background**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 to issue 8,738,137 unlisted Options to Mr Amos Simantov, CEO and Managing Director (and/or his nominee), under the Plan (**LTI Options**).

The terms of the LTI Options are provided in Annexure 3 and are subject to the following terms:

Tranche	Options	Vesting Date	Exercise Price	Expiry Date
1	2,912,712	Continuous services to the end of CY22 (i.e. 31 December 2022)	A\$0.051	10 years from the date of issue
2	728,178	Continuous services to the end of Q1 CY23 (i.e. 31 March 2023)		
3	728,178	Continuous services to the end of Q2 CY23 (i.e. 30 June 2023)		
4	728,178	Continuous services to the end of Q3 CY23 (i.e. 30 September 2023)		
5	728,178	Continuous services to the end of Q4 CY23 (i.e. 31 December 2023)		
6	728,178	Continuous services to the end of Q1 CY24 (i.e. 31 March 2024)		
7	728,178	Continuous services to the end of Q2 CY24 (i.e. 30 June 2024)		
8	728,178	Continuous services to the end of Q3 CY24 (i.e. 30 September 2024)		
9	728,179	Continuous services to the end of Q4 CY24 (i.e. 31 December 2024)		

Approval of this Resolution is conditional on Shareholders approving Resolution 6.

This Resolution is an Ordinary Resolution.

#### **Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

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

As Mr Simantov is CEO and Managing Director of the Company, the proposed issue of LTI Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of Shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the LTI Options to Mr Simantov (and/or his nominee) under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11 to issue the LTI Options to Mr Simantov (and/or his nominee). Moreover, approval pursuant to Listing Rule 7.1 will not be required as approval will be obtained under Listing Rule 10.14 (per Listing Rule 7.2, Exception 14). Accordingly, the issue of the LTI Options will not be included in the Company's 15% limiting on issuing equity securities without Shareholder approval under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of LTI Options to Mr Simantov (and/or his nominee).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of LTI Options to Mr Simantov (and/or his nominee) and the Company will have to consider alternative commercial means (such as cash payments) to incentivise Mr Simantov.

### **Information Required by Listing Rule 10.15**

The following information in relation to the issue of LTI Options to Mr Amos Simantov (and/or his nominee) is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the allottee of the LTI Options is Mr Amos Simantov (and/or his nominee);
- (b) Mr Simantov is a Director and therefore requires approval under Listing Rule 10.14.1;
- (c) the maximum number of LTI Options that may be issued to Mr Simantov (and/or his nominee) is 8,738,137;
- (d) the current total remuneration package received by the Mr Simantov is a fee of NIS83,000 per month plus VAT;
- (e) the Company has not issued any incentive securities under the Plan to Mr Simantov;
- (f) the LTI Options are unquoted Options subject to vesting conditions, with an exercise price of A\$0.051 per Option and expiring 10 years from the date of issue (refer to Annexure 3 for the terms of the LTI Options);
- (g) the Company has resolved to issue the LTI Options to Mr Simantov (and/or his nominee) as a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of Mr Simantov and is considered by the Board to be consistent with the strategic goals and targets of the Company;
- (h) the valuation of the LTI Options (based on the Black-Scholes Model) is set out in Annexure 4;
- (i) the LTI Options will be issued within 3 years from the date of this Meeting, if approved by Shareholders;
- (j) the LTI Options are being issued for nil cash consideration pursuant to the terms of the Plan;
- (k) the material terms of the Plan are detailed in Annexure 2 of the Notice of Meeting;
- (l) details of any securities issued under the Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14; and

(m) a voting exclusion statement is included in the Notice for Resolution 7.

**Directors' Recommendation**

The Directors (excluding Mr Amos Simantov) recommend that Shareholders vote in favour of this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Ratification of Prior Issue of Securities**

### **Resolution 8 – Ratification of Prior Issue of CFO Options**

#### **Background**

This Resolution seeks Shareholder approval and ratification for the purposes of Listing Rule 7.4 for the prior issue of 1,000,000 unlisted Options to the Company's Chief Financial Officer, Ms Smadar Noy, which were issued on 31 January 2022 (**CFO Options**).

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

This Resolution is an Ordinary Resolution.

#### **Listing Rule 7.4**

As discussed above, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

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

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

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

#### **Information required by Listing Rule 7.5**

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

- (a) on 24 January 2022, the Company issued 1,000,000 Options to Ms Smadar Noy, the Company's Chief Financial Officer and a member of the KMP;
- (b) the CFO Options are unlisted Options with an exercise price of A\$0.15 per Option and an expiry date of 24 January 2032. The terms of the CFO Options are provided in Annexure 5;
- (c) the CFO Options were issued for nil cash consideration as they are being issued to Ms Noy as a means to incentivise and remunerate a member of KMP; and
- (d) a voting exclusion statement is included in the Notice for Resolution 7.

**Directors' Recommendation**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## Resolution 9 – Ratification of Prior Issue of Placement Shares

### Background

On 8 June 2022, the Company announced that it had secured A\$1.09m in firm commitments from new and existing institutional and sophisticated investors in a private placement (**Placement**). Pursuant to the Placement, on 16 June 2022 the Company issued 21,176,470 Shares (**Placement Shares**) at an issue price of A\$0.051 per Share by utilising the Company's existing capacity under Listing Rule 7.1.

This Resolution seeks Shareholder approval and ratification for the purposes of Listing Rule 7.4 for the prior issue of the Placement Shares to the participants under the Placement.

### Listing Rule 7.4

As discussed above, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

As discussed above, Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

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

If this Resolution is passed, the issue of Placement Shares will be excluded from the calculation of the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date the Placement Shares were issued.

If this Resolution is not passed, the issue of Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the date the Placement Shares were issued.

### Information required by Listing Rule 7.5

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

- (a) on 16 June 2022, the Company issued 21,176,470 Shares to institutional, professional and sophisticated investors (who are not related parties, KMP or advisers of the Company) identified by the Company as part of the book build process (which involved the Company seeking expressions of interest). The investors included an existing substantial shareholder, Regal Funds Management Pty Ltd, who participated for \$150K in the placement;
- (b) the Placement Shares were issued at A\$0.051 per Share;
- (c) the Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company;
- (d) proceeds of approximately A\$1.09 million were received from the issue of the Placement

Shares;

- (e) funds raised from the Placement have been and will be used towards the expansion of Smart Spend Debit MasterCard marketing and distribution in the UK and Europe to generate greater outreach and support higher revenue targets, investment in the development of the Company's proprietary technology for the adoption of the Smart Spend Debit MasterCard, working capital and growth;
- (f) the Placement Shares were issued pursuant to short form subscription letters pursuant to which the participants under the Placement subscribed for Placement Shares at an issue price of A\$0.051 per Share; and
- (g) a voting exclusion statement is included in the Notice for Resolution 9.

**Directors' Recommendation**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Related Party Participation in the Placement**

### **Resolutions 10 and 11 – Approval of Related Party Participation in the Placement – Rob Edgley and Moneta Seeds LP**

#### **Background**

In conjunction with the Placement, subject to receipt of Shareholder approval which is being sought under this Notice, Mr Rob Edgley and Moneta Seeds LP (an entity associated with Mr Adoram Ga'ash, a Director) (and/or their respective nominees) have agreed to subscribe for aggregate 6,078,431 Shares at an issue price of A\$0.051 (the same price as the participants under the Placement) (**Related Party Placement Shares**) to raise approximately A\$310,000 on the following bases:

- (a) Mr Rob Edgley (and/or his nominee) will be issued 196,078 Shares to raise approximately A\$10,000, subject to Shareholders approving Resolution 10; and
- (b) Moneta Seeds LP (an entity associated with Mr Adoram Ga'ash, a Director) (and/or its nominee) will be issued 5,882,353 Shares to raise approximately A\$300,000, subject to Shareholders approving Resolution 11.

Resolutions 10 and 11 seek Shareholder approval for the purposes of Listing Rule 10.11 to issue the Related Party Placement Shares to Mr Edgley and Moneta Seeds LP (and/or their respective nominees).

#### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by shareholders.

The issue of the Related Party Placement Shares to Mr Robert Edgley and Moneta Seeds LP (an entity associated with Mr Adoram Ga'ash, a Director) falls within Listing Rule 10.11.1, as both Mr Edgley and Moneta Seeds are related parties of the Company, and does not fall within any of the exceptions in Listing Rule 10.12.

Accordingly, Resolutions 10 and 11 seek Shareholder approval to issue Related Party Placement Shares to Mr Edgley and Moneta Seeds LP (and/or their respective nominees) to complete their participation in conjunction with the Placement for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 10 is passed, the Company will be able to proceed with the proposed issue of Related Party Placement Shares to Mr Edgley (and/or his nominees). If Resolution 10 is not passed, the

Company will not be able to proceed with the proposed issue of Related Party Placement Shares to Mr Edgley (and/or his nominees) and the Company will raise less funds.

If Resolution 11 is passed, the Company will be able to proceed with the proposed issue of Related Party Placement Shares to Moneta Seeds LP (and/or its nominees). If Resolution 11 is not passed, the Company will not be able to proceed with the proposed issue of Related Party Placement Shares to Moneta Seeds LP (and/or its nominees) and the Company will raise less funds.

### **Information required by Listing Rule 10.13**

The following information in relation to the issue of Related Party Placement Shares to Mr Robert Edgley and Moneta Seeds LP (and/or their respective nominees) are provided to the Shareholder for the purposes of Listing Rule 10.13:

- (a) the allottees are Mr Rob Edgley (a Non-Executive Director) and Moneta Seeds LP (an entity associated with Mr Adoram Ga'ash, the Non-Executive Chairman);
- (b) Mr Edgley is a current Director and Moneta Seeds LP is an entity associated with Mr Ga'ash, a current Director, and therefore both fall under Listing Rule 10.11.1 as related parties of the Company;
- (c) the maximum number of Shares to be issued is aggregate 6,078,431 Shares as follows:
  - (i) Mr Rob Edgley (and/or his nominee) will be issued 196,078 Shares, subject to Shareholders approving Resolution 10; and
  - (ii) Moneta Seeds LP (an entity associated with Mr Adoram Ga'ash, a Director) (and/or its nominee) will be issued 5,882,353 Shares, subject to Shareholders approving Resolution 11;
- (d) the Related Party Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company;
- (e) the Related Party Placement Shares will be issued within one month of Shareholder approval being obtained by the Company;
- (f) the Related Party Placement Shares will be issued at an issue price of A\$0.051 per Share;
- (g) proceeds of approximately A\$310,000 will be raised from the issue of the Related Party Placement Shares as follows:
  - (i) the issue of Related Party Placement Shares to Mr Edgley (and/or his nominee) will raise approximately A\$10,000; and
  - (ii) the issue of Related Party Placement Shares to Moneta Seeds LP (and/or its nominee) will raise approximately A\$300,000;
- (h) funds raised from the issue of the Related Party Placement Shares will be used towards the expansion of Smart Spend Debit MasterCard marketing and distribution in the UK and Europe to generate greater outreach and support higher revenue targets, investment in the development of the Company's proprietary technology for the adoption of the Smart Spend Debit MasterCard, working capital and growth;
- (i) the issue of Related Party Placement Shares to Mr Edgley and Moneta Seeds LP (and/or their respective nominees) is not intended or remunerate or incentivize Messrs Edgley and Ga'ash. Instead, the Company is seeking to raise funds on the same terms as other participants in the Placement;
- (j) the Related Party Placement Shares will be issued pursuant to short form subscription letters pursuant to which Mr Edgley and Moneta Seeds LP (and/or their respective nominees) subscribed for Related Party Placement Shares at an issue price of A\$0.051 per Share; and
- (k) a voting exclusion statement is included in the Notice for Resolutions 10 and 11.

**Directors' Recommendation**

The Directors (excluding Mr Rob Edgley) recommend that Shareholders vote for Resolution 10.

The Directors (excluding Mr Adoram Ga'ash) recommend that Shareholders vote for Resolution 11

The Chair intends to vote in favour of Resolutions 10 and 11.

## **Issue of Consideration Shares**

### **Resolution 12 – Approval of Issue of Consideration Shares**

#### **Background**

On 29 July 2022, the Company announced that it had entered into a share sale agreement (**Agreement**) with Voxel Media, S.L (**Voxel**) to acquire 100% of the issued share capital of Spanish company DevoluIVA S.L.U (**DevoluIVA**) (**Acquisition**) in consideration for the issue of such number of Shares equivalent in value to €1,000,000, based on a deemed issue price of A\$0.125 per Share and an average EUR/AUD exchange rate published by the RBA 30 days prior to completion of the Acquisition (**Consideration Shares**), subject to Shareholder approval. DevoluIVA offers comprehensive management of corporate expenses and the automatic recovery of national VAT services.

The Company intends to issue the Consideration Shares as consideration for the Acquisition to Voxel (subject to Shareholder approval under this Resolution) pursuant to the Agreement. Refer to the Company's announcement dated 28 July 2022 for further details regarding DevoluIVA and the Acquisition and to Schedule 5 for a summary of the material terms of the Agreement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue Consideration Shares to Voxel (and/or its nominees) pursuant to the Agreement.

This Resolution is an ordinary resolution.

#### **Listing Rule 7.1**

As detailed above, broadly speaking, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of Consideration Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

This Resolution seeks the required Shareholder approval to issue Consideration Shares to Voxel (and/or its nominees) in accordance with Listing Rule 7.1 and for all other purposes.

If this Resolution is passed, the Company will be able to proceed with the issue of Consideration Shares to Voxel (and/or its nominees) pursuant to the Agreement during the three-month period after the Meeting. In addition, the issue of Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under its 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of Consideration Shares.

If this Resolution is not passed, the Company will not issue Consideration Shares to Voxel (and/or its nominees) and will not proceed with the Acquisition.

#### **Specific Information Required by Listing Rule 7.3**

For the purposes of Shareholder approval of the issue of Consideration Shares to Voxel (and/or its nominees) and the requirements of Listing Rule 7.3, the following information is provided:

- (a) the Consideration Shares will be issued to Voxel Media, S.L (and/or its nominees) (who is not a related party of the Company), who is the counterparty to the Agreement;
- (b) the maximum number of equity securities that the Company intends to issue under this Resolution is such number of Shares equivalent in value to €1,000,000, based on a deemed issue price of A\$0.125 per Share and an average EUR/AUD exchange rate

published by the RBA 30 days prior to completion of the Acquisition;

- (c) the terms of the Consideration Shares to be issued pursuant to this Resolution are fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Company will issue Consideration Shares no later than 3 months after the date of the Meeting;
- (e) no funds will be raised from the issue of Consideration Shares on the basis that the Consideration Shares will be issued as consideration for the Acquisition (refer to Annexure 6 for a summary of the material terms of Agreement pursuant to which the Company will complete the Acquisition);
- (f) the Consideration Shares are being issued as consideration for the Acquisition; and
- (g) a voting exclusion statement is included in the Notice for Resolution 11.

### Potential Dilution

The exact number of Consideration Shares to be issued to Voxel (and/or its nominees) will depend on the exchange rate.

As the number of Consideration Shares to be issued is not known at the date of this Notice, and will not be known as at the date of the Meeting, below are worked examples of the number of Consideration Shares that may be issued under this Resolution, based on a range of EUR/AUD exchange rates between €0.60 to €0.75 for each A\$1. The figures are subject to rounding.

Exchange rate	Maximum number of Shares	Shares currently on issue	Shares on issue post issue of the Consideration Shares	Dilution Effect
€0.60	13,333,333	174,762,743	188,096,076	7.63%
€0.65	12,307,692	174,762,743	187,070,435	7.04%
€0.68	11,764,706	174,762,743	186,527,449	6.74%
€0.70	11,428,571	174,762,743	186,191,314	6.54%
€0.75	10,666,667	174,762,743	185,429,410	6.10%

The above table is for illustrative purposes only. The actual exchange rate for the Consideration shares may differ and this may result in the maximum number of Consideration Shares to be issued and the dilutive percentage to also differ. The example table assumes that no existing Options are exercised or converted or securities issued.

### Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

# Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters detailed in these documents.

# Glossary

**A\$** or **\$** or **AUD** means Australian dollars.

**€** or **EUR** means Euros.

**Acquisition** has the meaning given to that term on page 38.

**Administrator** has the meaning given to that term on page 49.

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

**Agreement** has the meaning given to that term on page 38.

**Annexure** means an annexure to the Explanatory Statement.

**Annual Financial Report** means the 2021 Annual Report to Shareholders for the period ended 31 December 2021 as lodged by the Company with ASX on 31 March 2022.

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

**Articles of Association** means the Company's articles of association as amended from time to time.

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

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**Auditor** means the auditor of the Company.

**Auditor's Report** means the auditor's report of BDO Israel dated 30 March 2022 as included in the Annual Financial Report.

**Award** has the meaning given to that term on page 49.

**Board** means the board of Directors.

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

**CEO** means Chief Executive Officer of the Company.

**CFO Options** has the meaning given to that term on page 31.

**Chair** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Company** means Way 2 Vat Ltd ARBN 637 709 114.

**Consideration Shares** has the meaning given to that term on page 38.

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

**DevoluIVA** means DevoluIVA S.L.U, a company incorporated in Spain.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Employee Incentives** has the meaning given to that term on page 26.

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

**Plan** has the meaning given to that term on page 26.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

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

**LTI Options** has the meaning given to that term on page 28.

**Means of Control** means either (i) the right to vote at a general meeting of a company, or (ii) the right to appoint directors of a company or its chief executive officer.

**Notice of Meeting** or **Notice** means this notice of annual general meeting dated 23 August 2022 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

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

**Placement** has the meaning given to that term on page 33.

**Placement Shares** has the meaning given to that term on page 33.

**Position Statement** has the meaning given on page 4.

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

**RBA** means the Reserve Bank of Australia.

**Related Party Placement Shares** has the meaning given to that term on page 35.

**Remuneration Policy** means the remuneration policy detailed in Annexure 1.

**Remuneration Report** means the remuneration report of the Company detailed in the Directors' Report.

**Resolutions** means the resolutions detailed in the Notice of Meeting, or any one of them, as the context requires.

**Securities** mean Shares and/or Options (as the context requires).

**Securityholder** means a holder of a Security.

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

**Share Registry** means Automic Group Limited, Level 5, 126 Phillip Street, SYDNEY, NSW 2000.

**Shareholder** means a holder of a Share.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in Listing Rule 19.12.

**Voxel** means Voxel Media, S.L., a company incorporated in Spain.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

# Annexure 1 – Remuneration Policy

# Remuneration Policy for Directors and Officers of WAY 2 VAT Ltd (the “Company” or “W2V”).

## I Background, Purpose and Principles of the Remuneration Policy

Under the Israeli Companies Law 1999 (the "**Companies Law**"), Company's Board of Directors and the Remuneration Committee is to recommend remuneration policy applicable to the Company's directors and office holders (together the "**Officers**") and any extensions or amendments thereto and periodically review the implementation thereof.

This policy specifies the Company's policy on the remuneration of its directors and officers (the "**Remuneration Policy**"). The Remuneration Policy was recommended by the Company's Remuneration Committee in its meeting of 22 August 2022 and approved by the Company's board of directors on 22 August 2022. The Remuneration Committee and Company's board of directors shall review the Remuneration Policy from time to time, as required by the Companies Law and any other law and or regulations to the extent application to the Company, including the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

The Remuneration Policy is a three-year policy in effect for from the date of its approval by the Company's shareholders General Meeting. The Remuneration Policy shall be reapproved as required by the Companies Law, every three years.

The Remuneration Policy is intended to promote the Company's targets and work plan thru creation of balanced and proper incentives to the Officers, by taking into consideration W2V's risk management policy and implementing the following principles:

- Align Officers' interests to those of the Company and its shareholders;
- Attract, motivate, retain and reward highly experienced and skilled personnel in competitive labor market;
- Furtherance of the Company's purposes, work plans and policies considering the Company's size, characteristics and type of activity;
- Allow the Company to preserve small and skilled management team which will lead the Company to business success and deal with market challenges and increasing competition;
- Preserving the Officers' motivation to achieve high level of business performance without taking unreasonable risks;
- Creation of proper balance between the various remuneration components – fixed vs. variable, short vs. long term, cash vs. equity remuneration and other benefits;
- Create a clear correlation between the Officers' contribution and efforts to the achievement of the Company's objectives and persuasion of its profits, through a long term perspective and in accordance with the Officer's position in the Company.

Nothing in this Remuneration Policy shall authorize the Company to do anything that would contravene the ASX Listing Rules (unless the requirements of the ASX Listing Rules are also complied with) and to the extent of any inconsistency between this Remuneration Policy and the ASX Listing Rules (as amended from time to time), the ASX Listing Rules shall prevail.

## Remuneration Components

Remuneration components under this Remuneration Policy may include the following:

- Fixed Component.

Officers may be engaged by the Company as their employees or service providers thru service agreements. The Fixed Component includes two components:

- Base Salary – a fixed monetary remuneration paid monthly (wage or service fee) intended to compensate the Officer for the time and efforts spent in performing his/her duties and on going responsibilities, and reflects the Officer's role, skills, qualifications, experience and market value;
- Benefits – with respect to employees the Benefits stem from the provision of the law such as contribution to pension insurance, vacation days, sick leave, etc. Others are customary terms such as car, laptop, mobile phone, certain insurance policies, etc.

- Variable Component.

The Variable Component is aimed to tie the Company's performance to the Officer's remuneration.

- Bonus – variable cash incentive paid annually or quarterly, designed to reward Officers based on both the Company's results and achievement of Officers' predetermined goals;
- Equity based remuneration – variable equity-based remuneration designed to retain Officers, align Officers' and shareholders' interests and incentivize achievement of goals, all in long term perspective.

- The proportion between the Fixed and Variable Components

The Variable Component will not exceed (i) [90%] of the CEO's compensation package; and (ii) [75%] of any other Officer's compensation package.

- The proportion between engagement terms and conditions of the Officers' and other employees with the Company and other Companies in the same field of business

The Company attaches importance in keeping proper and reasonable proportion between the total remuneration of the Officers and other Company's employees. Therefore, when the Remuneration Committee and Board of Directors will evaluate the engagement terms of Officers or any update thereto, they will consider, among others, the (i) proportion between the engagement cost of the Officer whose engagement terms are brought for approval and the average and median cost of the engagement of the Company's other employees and service providers; and (ii) its effect on the labor relations and atmosphere in the Company.

Further the Company will evaluate the total cost of each Officer's remuneration package towards the average remuneration package granted to holders of similar positions in competitive companies within the same field of business, if such data is accessible to the Company, and shall not exceed such average, creating a proper combination between balancing the Company's expenses and maintaining competitiveness in the relevant labor markets.

- Remuneration of non-executive directors

The total annual amount of directors' fees paid to the non-executive directors of the Company and its subsidiaries must not exceed that amount approved by the Company's shareholders from time

to time in accordance with the ASX Listing Rules, Companies Law and the Regulations promulgated thereunder.

## II Fixed Components

### Base Salary

The Base Salary, its periodic evaluation and update for an Officer will be set based on the following: the Officer's role and responsibilities, professional experience, education, expertise and qualifications, previous remuneration paid to the Officer, before joining the Company and/or for previous positions within the Company and the base salary of comparable W2V's Officers.

When deciding on increasing an Officer's Base Salary, the following considerations shall apply: all considerations included in the previous paragraph, changes to the Officer's scope of responsibilities and challenges, Officer's contributions to, and targets achievement in, the Company, the need to retain the Officer, including related aspects such as other job offers or the possibility to engage a substitute Officer, macro market indicators such as salary increase in the same field of engagement of such Officer.

### Benefits

Officers engaged by the Company as employees will be entitled to social rights and benefits pursuant to the law and industry practice apply to the Company, in the geography of engagement, such as vacation days, education fund, recuperation fee, pension saving, life insurance, disability insurance and severance pay. Officers are entitled to annual vacation dates pursuant to their employment agreement, up to 30 days per annum, and no less than the minimal number required under applicable law.

Officers may also be entitled to further customary rights and benefits such as car or car allowance, mobile phone, certain insurance policies, tax grossing up for certain benefits, reimbursement of expenses incurred in connection with the performance of their duties in the Company, including in travelling abroad for the Company, according to the Company's practice.

## III Variable Components

### Bonus

An Officer may be entitled to a variable annual or quarterly cash incentive Bonus in accordance with the Company's annual incentive scheme, which will be approved by the Remuneration Committee and Board of Directors, designed to reward Officers based on the achievement of predetermined measurable Company and individual goals. The annual Bonus will be capped at 12 monthly base salaries or service fee, as the case may be. The Bonus scheme shall take into account the revenues and profit level of the Company as a group and may also, take into account the profit level of the respective applicable department and granted equity based incentive to such Officer. The Board of Directors will be authorized to reduce part or the entire Bonus to an Officer.

In the event that a Bonus was paid based on incorrect financial statements, during 3 (three) years following the payment of such Bonus, which was later restated in the Company's financial reports, the Company will recover any such wrong Bonus payment. The recovery payment will not exceed the net payment recovered by the Officer. The remuneration recovery will not be triggered in the event of a financial restatement required due to changes in the applicable financial reporting standards.

### Equity based remuneration

The Company believes that variable equity-based remuneration is an important mean to retain and motivate Officers, align their interests with those of the Company and its shareholders and incentivize achievement of long-term goals. Therefore, the Company may offer its Officers to participate in its equity-based remuneration plans, as shall be from time to time (the “**Plans**”). The scope of the equity-based remuneration allocated to an Officer will be in correlation with his/her role, achievements, hierarchy, etc. The Company shall be entitled to grant to Officers options, Restricted Shares, Restricted Shares Units or any other equity-based remuneration (the “**Awards**”). The terms of the Awards shall be in accordance with the Plan in effect on their allocation date.

The main terms for the equity-based remuneration are the following:

- The Award will vest during a minimum period of 3 (three) years. The vesting terms may include acceleration provisions in case of certain change of control event.
- If the engagement termination date of an Officer occurs prior to a certain vesting date, all unvested Awards on the termination date will expire automatically.
- Exercise price will be the price which can be set according to any applicable laws and regulations and consistent with fiscal laws in all relevant jurisdictions, stock exchange commission’ regulations, the stock exchange and with past and present board approvals.

Any other terms of the Awards will be determined by the Remuneration Committee and Board of Directors, in accordance with applicable laws.

The Board of Directors shall have discretion to determine a cap to the value of the Awards.

The value of the Awards allocated to an Officer on its allocation date divided by the number of the vesting years thereof, shall not exceed (i) [90%] of the CEO’s monthly gross salary or service fee on the allocation date; and (ii) [50%] of each of the other Officer’s monthly gross salary or service fee on the allocation date.

Following their consideration of the matter, the Remuneration Committee and Board of Directors resolved not to cap the value of the Awards on its exercise date, due to the significant objective difficulty to cap such value.

#### IV Termination of Engagement Arrangements

The CEO shall be entitled to an advance notice prior to termination in a period of 365 days in case terminated by the Company or 180 days in case of resignation. Other Officers shall be entitled to an advance notice prior to termination in a period of up to 90 days.

No Officer of the Company (or subsidiary of the Company) shall be entitled to "termination benefits" (as that term is defined in the ASX Listing Rules, "**Termination Benefits**") (or any increase in Termination Benefits) if a change occurs in the shareholding or control of the Company or its subsidiary.*[please clarify this matter]*

Without the approval of the Company's shareholders, no Officer of the Company or any of its subsidiaries will be, or may be entitled to Termination Benefits if the value of those benefits and the Termination Benefits that are or may become payable to all Officers together exceed 5% of the "equity interests" (as that term is defined in the ASX Listing Rules) of the Company as detailed in the latest audited financial accounts given to ASX.

#### V Non-Employee Directors’ Remuneration

Subject to the approval of the authorized organs of the Company and any law, non-employee directors will be entitled to annual or monthly fee and refund of reasonable expenses in connection with their role. Such directors may also be entitled to variable equity-based remuneration. The provisions of this Policy in Section I-IV will not apply to Directors paid such annual and/or variable equity-based remuneration.

The Company may pay additional fees to directors, who are not External Directors (as defined in the Companies Law), and who are also engaged or other commercial services, as may be determined from time to time by the Remuneration Committee, the Board of the Directors, and the shareholders of the Company. Any Director paid such fee for further services other than serving as a director will not be entitled to annual fee.

## **VI INSURANCE, EXCULPATION AND INDEMNIFICATION**

All Officers, including the directors, will be covered by the Company's Directors and Officers liability insurance policy, exemption and release from liability and indemnification letters from the Company in such scope and under such terms as shall be determined from time to time by the Board of Directors and shareholders meeting pursuant to the requirements and restrictions of the Companies Law. The insurance coverage for Officers may include also a "Run Off" insurance policy for a duration of 7 years following the termination of such Officer.

## Annexure 2 – Summary of the Plan

The key terms and conditions of the Plan is as follows:

- (a) The Board or an employee incentive plan committee will elect a person to have the power to administer the Plan (**Administrator**).
- (b) Persons eligible to participate under the Plan are employees, officers, directors, service providers and consultants of the Company and its affiliates.
- (c) The total number of Shares reserved for issuance under the Plan and any modification thereof, shall be determined from time to time by the Board.
- (d) The exercise price of any Option, Share, restricted Share or restricted share unit (**Award**) issued under the Plan shall be determined by the Administrator.
- (e) Unless otherwise determined by the Administrator (at its sole discretion), all Awards granted on a certain date shall, subject to continued employment with or service to the Company or affiliate by the participant, vest and become exercisable in accordance with the vesting schedule determined by the Administrator and specified in an agreement for an Award.
- (f) All Awards granted shall terminate on the earlier of:
  - (i) the date set forth in any option agreement; or
  - (ii) the date that is at 5:00pm Israel time on the tenth anniversary of the grant.
- (g) Options issued under the Plan shall be separately designated as:
  - (i) Options compliant with section 3(i) of the Israeli Tax Ordinance and the applicable rules thereto or under applicable regulations; or
  - (ii) Options granted under section 102 of the Israeli Income Tax Ordinance New Version 1961 and any regulations, rules, orders or other procedures promulgated thereunder as now in effect or as hereafter amended.
- (h) Restricted share units are shares which are issued subject to terms and conditions of the Plan and a holder of a restricted share unit will not possess or own any ownership rights in the Shares underlying the restricted share units until the satisfaction of the applicable milestone and the exercise by the holder. No payment of an exercise price is required.
- (i) Each Award shall be on such terms and conditions as determined by the Administrator.
- (j) The Plan is governed by the laws of Israel.
- (k) While the Company is admitted to the ASX, the provisions of the Listing Rules will apply to the Plan and to the extent that the Plan and the Listing Rules are inconsistent, the provisions of the Listing Rules will prevail.

# Annexure 3 – Terms of the LTI Options

## 1 ENTITLEMENT

- 1.1 Each Option entitles the holder of the Option (**Holder**) to subscribe for, or to be transferred one (1) Share on payment of the Exercise Price.

## 2 EXERCISE PRICE, VESTING DATE AND EXPIRY DATE

Tranche	Options	Vesting Date	Exercise Price	Expiry Date
1	2,912,712	Continuous services to the end of CY22 (i.e. 31 December 2022)	A\$0.051	10 years from the date of issue
2	728,178	Continuous services to the end of Q1 CY23 (i.e. 31 March 2023)		
3	728,178	Continuous services to the end of Q2 CY23 (i.e. 30 June 2023)		
4	728,178	Continuous services to the end of Q3 CY23 (i.e. 30 September 2023)		
5	728,178	Continuous services to the end of Q4 CY23 (i.e. 31 December 2023)		
6	728,178	Continuous services to the end of Q1 CY24 (i.e. 31 March 2024)		
7	728,178	Continuous services to the end of Q2 CY24 (i.e. 30 June 2024)		
8	728,178	Continuous services to the end of Q3 CY24 (i.e. 30 September 2024)		
9	728,179	Continuous services to the end of Q4 CY24 (i.e. 31 December 2024)		

## 3 EXERCISE PERIOD

- 3.1 Each Option is exercisable following the applicable Vesting Date and prior to the Expiry Date (**Exercise Period**). After this time, any unexercised Options will automatically lapse.

## 4 CONDITIONS FOR VESTING AND EXERCISE

- 4.1 Options will only vest and be exercisable following the applicable Vesting Date or if the applicable Vesting Date has been waived by the Board (or in accordance with clause **Error! Reference source not found.**).

## 5 METHOD OF EXERCISE

5.1 Following the issuing of a vesting notification to the Holder, the Options are exercisable by the Holder within the Exercise Period, subject to the Holder delivering to the registered office of the Company or such other address as determined by the Board of:

5.1.1 a signed notice of exercise; and

5.1.2 subject to the cashless exercise option, a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price (if any).

## **6 NO ISSUE UNLESS CLEARED FUNDS**

6.1 Where a cheque is presented as payment of the Exercise Price on the exercise of Options, the Company will not, unless otherwise determined by the Board, allot and issue or transfer Shares until after any cheque delivered in payment of the Exercise Price has been cleared by the banking system.

## **7 MINIMUM EXERCISE**

7.1 Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder or the Board otherwise agrees.

## **8 ACTIONS ON EXERCISE**

8.1 Following the exercise of Options:

8.1.1 the Options will automatically lapse; and

8.1.2 the Company will allot and issue, or transfer, the number of Shares for which the Holder is entitled to subscribe for or acquire through the exercise of the Options.

## **9 TIMING OF THE ISSUE OF SHARES ON EXERCISE AND QUOTATION**

9.1 Within five (5) business days after the later of the following:

9.1.1 receipt of a notice of exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

9.1.2 when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a notice of exercise as detailed in clause 9.1.1 above,

the Company will:

9.1.3 allot and issue the Shares pursuant to the exercise of the Options;

9.1.4 as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

9.1.5 apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

## **10 SHARES ISSUED ON EXERCISE**

10.1 Shares issued on the exercise of the Options rank equally with all existing Shares.

## **11 QUOTATION OF THE SHARES ISSUED ON EXERCISE**

11.1 If admitted to the official list of ASX at the time, the Company will apply to ASX for quotation of the Shares issued upon the exercise of the Options.

## **12 ADJUSTMENT FOR REORGANISATION**

12.1 If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

## **13 PARTICIPANT IN NEW ISSUES AND OTHER RIGHTS**

13.1 A Holder who holds Options is not entitled to:

13.1.1 notice of, or to vote or attend at, a meeting of the Shareholders;

13.1.2 receive any dividends declared by the Company; or

13.1.3 participate in any new issues of securities offered to Shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

## **14 ADJUSTMENT FOR RIGHTS ISSUE**

14.1 If the Company makes an issue of Shares pro rata to existing shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price of an Option.

## **15 ADJUSTMENT FOR BONUS ISSUE OF SHARES**

15.1 If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction, of dividends or by way of dividend reinvestment):

15.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and

15.1.2 no change will be made to the Exercise Price.

## **16 CHANGE OF CONTROL**

16.1 For the purposes of these terms and conditions, a "**Change of Control Event**" occurs if:

- 16.1.1 the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
  - 16.1.2 a Takeover Bid:
    - 16.1.2.1 is announced;
    - 16.1.2.2 has become unconditional; and
    - 16.1.2.3 the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;
  - 16.1.3 any person acquires a Relevant Interest in fifty and one-tenth percent (50.1%) or more of the issued Shares by any other means; or
  - 16.1.4 the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.
- 16.2 Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Options which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any performance milestone has been satisfied.

## **17 QUOTATION**

- 17.1 The Company will not seek official quotation of any Options.

## **18 NO TRANSFER OF OPTIONS**

- 18.1 Options are not transferable.

## **19 OPTIONS TO BE RECORDED**

- 19.1 Options will be recorded in the appropriate register of the Company.

## Annexure 4 – Valuation of LTI Options

	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7	Tranche 8	Tranche 9
<b>Valuation Date</b>	09/08/2022	09/08/2022	09/08/2022	09/08/2022	09/08/2022	09/08/2022	09/08/2022	09/08/2022	09/08/2022
<b>Market price of Shares</b>	4.4c								
<b>Exercise price</b>	5.1c								
<b>Interest rate</b>	3.090%	3.093%	3.097%	3.101%	3.104%	3.108%	3.112%	3.116%	3.121%
<b>Volatility</b>	62.12%	62.12%	62.12%	62.12%	62.12%	62.12%	62.12%	62.12%	62.12%
<b>Early exercise factor</b>	-	-	-	-	-	-	-	-	-
<b>Expiry date*</b>	08/08/2032	08/08/2032	08/08/2032	08/08/2032	08/08/2032	08/08/2032	08/08/2032	08/08/2032	08/08/2032
<b>No. of options</b>	2,912,712	728,178	728,178	728,178	728,178	728,178	728,178	728,178	728,179
<b>Indicative value</b>	66,841.8	16,906.4	17,100.7	17,291.6	17,479.1	17,663.4	17,844.5	18,022.7	18,198.4
*Expiry date used for each trench valuation is the average between contractual expiry date (10Y) and trench's vesting period (0.33Y-2.33Y)									

# Annexure 5 – Terms of the CFO Options

## **1 ENTITLEMENT**

- 1.1 Each Option entitles the holder of the Option (**Holder**) to subscribe for, or to be transferred one (1) Share on payment of the Exercise Price.

## **2 EXERCISE PRICE AND EXPIRY DATE**

Options	Exercise Price	Expiry Date
1,000,000	A\$0.15	24 January 2032

## **3 EXERCISE PERIOD**

- 3.1 Each Option is exercisable prior to the Expiry Date (**Exercise Period**). After this time, any unexercised Options will automatically lapse.

## **4 METHOD OF EXERCISE**

- 4.1 Following the issuing of a vesting notification to the Holder, the Options are exercisable by the Holder within the Exercise Period, subject to the Holder delivering to the registered office of the Company or such other address as determined by the Board of:

- 4.1.1 a signed notice of exercise; and
- 4.1.2 subject to the cashless exercise option, a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price (if any).

## **5 NO ISSUE UNLESS CLEARED FUNDS**

- 5.1 Where a cheque is presented as payment of the Exercise Price on the exercise of Options, the Company will not, unless otherwise determined by the Board, allot and issue or transfer Shares until after any cheque delivered in payment of the Exercise Price has been cleared by the banking system.

## **6 MINIMUM EXERCISE**

- 6.1 Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder or the Board otherwise agrees.

## **7 ACTIONS ON EXERCISE**

- 7.1 Following the exercise of Options:
- 7.1.1 the Options will automatically lapse; and

- 7.1.2 the Company will allot and issue, or transfer, the number of Shares for which the Holder is entitled to subscribe for or acquire through the exercise of the Options.

## **8 TIMING OF THE ISSUE OF SHARES ON EXERCISE AND QUOTATION**

- 8.1 Within five (5) business days after the later of the following:

- 8.1.1 receipt of a notice of exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- 8.1.2 when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a notice of exercise as detailed in clause 9.1.1 above,

the Company will:

- 8.1.3 allot and issue the Shares pursuant to the exercise of the Options;
- 8.1.4 as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- 8.1.5 apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

## **9 SHARES ISSUED ON EXERCISE**

- 9.1 Shares issued on the exercise of the Options rank equally with all existing Shares.

## **10 QUOTATION OF THE SHARES ISSUED ON EXERCISE**

- 10.1 If admitted to the official list of ASX at the time, the Company will apply to ASX for quotation of the Shares issued upon the exercise of the Options.

## **11 ADJUSTMENT FOR REORGANISATION**

- 11.1 If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

## **12 PARTICIPANT IN NEW ISSUES AND OTHER RIGHTS**

- 12.1 A Holder who holds Options is not entitled to:

- 12.1.1 notice of, or to vote or attend at, a meeting of the Shareholders;
- 12.1.2 receive any dividends declared by the Company; or

12.1.3 participate in any new issues of securities offered to Shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

### **13 ADJUSTMENT FOR RIGHTS ISSUE**

13.1 If the Company makes an issue of Shares pro rata to existing shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price of an Option.

### **14 ADJUSTMENT FOR BONUS ISSUE OF SHARES**

14.1 If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction, of dividends or by way of dividend reinvestment):

14.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and

14.1.2 no change will be made to the Exercise Price.

### **15 CHANGE OF CONTROL**

15.1 For the purposes of these terms and conditions, a "**Change of Control Event**" occurs if:

15.1.1 the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;

15.1.2 a Takeover Bid:

15.1.2.1 is announced;

15.1.2.2 has become unconditional; and

15.1.2.3 the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;

15.1.3 any person acquires a Relevant Interest in fifty and one-tenth percent (50.1%) or more of the issued Shares by any other means; or

15.1.4 the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.

15.2 Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Options which have not yet vested or lapsed shall automatically

and immediately vest, regardless of whether any performance milestone has been satisfied.

**16 QUOTATION**

16.1 The Company will not seek official quotation of any Options.

**17 NO TRANSFER OF OPTIONS**

17.1 Options are not transferable.

**18 OPTIONS TO BE RECORDED**

18.1 Options will be recorded in the appropriate register of the Company.

## Annexure 6 – Summary of the Agreement

Under the terms of the Agreement, at completion, the Company will issue Voxel such number of Shares equivalent in value to €1,000,000, based on a deemed issue price of A\$0.125 per Share and an average EUR/AUD exchange rate published by the RBA 30 days prior to completion of the Acquisition (**Consideration Shares**).

The Agreement also provides that Voxel will be entitled to receive earn-out payments which will accrue as follows:

- **First Earn-Out:** on the date that is 12 months after completion of the Acquisition (**First Earn-Out Date**), Voxel will be entitled to receive such number of Shares equivalent in value to the greater of:
  - €500,000; or
  - the total of 1.5 times of the difference between DevoluVA's 2022 annual revenues derived from its VAT recovery related activity (**2022R**) less €500,000.

For the purpose of calculating the number of shares for the First Earn-Out, the Company will utilise a deemed issue price of A\$0.125 multiplied by the average 30-day EUR/AUD exchange rate prior to the First Earn-Out Date.

- **Second Earn-Out:** on the date that is 24 months after completion of the Acquisition (**Second Earn-Out Date**), Voxel will be entitled to receive such number of Shares equivalent in value to the greater of:
  - €500,000; or
  - the total of 1.5 times of the difference between DevoluVA's 2023 annual revenues derived from its VAT recovery related activity (**2023R**) less 2022R.

For the purpose of calculating the number of shares for the Second Earn-Out, the Company will utilise a deemed issue price of A\$0.125 multiplied by the average 30-day EUR/AUD exchange rate prior to the Second Earn-Out Date.

- **Third Earn-Out:** on the date that is 36 months after completion of the Acquisition (**Third Earn-Out Date**), Voxel will be entitled to receive such number of Shares equivalent in value to the total of:
  - the difference between DevoluVA's 2024 annual revenues derived from its VAT recovery related activity (**2024R**) less 2023R divided by two times the deemed issue price of A\$0.125 (multiplied by the average 30-day EUR/AUD exchange rate prior to the Third Earn-Out Date); plus
  - the lesser of:

- €500,000 divided by a deemed issue price of A\$0.125 (multiplied by the average 30-day EUR/AUD exchange rate prior to the Third Earn-Out Date); or
- the difference between 2024R less 2023R, divided by a deemed issue price of A\$0.125 (multiplied by the average 30-day EUR/AUD exchange rate prior to the Third Earn-Out Date).

If the 2024R is equal or lower than 2023R, the Third Earn-Out will not be paid to Voxel.

The issue of Shares under the First Earn-Out, Second Earn-Out and Third Earn-Out is subject to the Company obtaining shareholder approval and the Company will seek to obtain shareholder approval at each stage (if applicable) prior to the First Earn-Out Date, Second Earn-Out Date and/or Third Earn-Out Date. If shareholder approval is not obtained for the First Earn-Out, Second Earn-Out and/or Third Earn-Out or the Company does not issue the earn-out shares to Voxel within 90 days from the applicable earn-out date (for whatever reason), the Company will pay to Voxel the equivalent amount of that earn-out in cash.

Completion of the Acquisition is subject to satisfaction of the following conditions precedent:

- the Company obtaining shareholder approval to issue the Consideration Shares to Voxel; and
- the Company obtaining written confirmation from Bank Hapoalim B.M. to execute, and comply with all its obligations under, the Agreement.

The Agreement is otherwise subject to customary terms and conditions for a transaction of this nature, including completion obligations, seller representations and warranties, material adverse change and non-competition provisions.



Way 2 Vat Ltd | ARBN 637 709 114

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **4:30pm (AEST) on Wednesday, 14 September 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

## Lodging your Proxy Voting Form:

### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login сах>

or scan the QR code below using your smartphone

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



### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

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+61 2 8583 3040

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