



AERISON GROUP LIMITED

ACN 614 735 474

NOTICE OF GENERAL MEETING

TIME: 2:00pm (WST)
DATE: Friday, 29 October 2021
PLACE: Level 32, Exchange Tower,
2 The Esplanade
Perth WA 6000

This Notice of General 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.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Joint Company Secretaries Allen Bell or Katherine Garvey on +61 9352 5900.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2:00pm WST on 27 October 2021.

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Notice is given that a General Meeting of Aerison Group Limited will be held at **Level 32 Exchange Tower, 2 The Esplanade, Perth WA 6000**, at **2:00pm (WST) on Friday, 29 October 2021**.

The attached Explanatory Memorandum is provided to supply Shareholders with information to enable them to make an informed decision regarding the resolutions set out in this Notice. The business of the General Meeting affects your shareholding in the Company and your vote is important.

The Explanatory Memorandum is intended to be read in conjunction with, and forms part of, this Notice. Terms and abbreviations used in this Notice are defined in the Glossary contained in the Explanatory Memorandum.

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act* (Cth) the Company will not be dispatching physical copies of the Notice. Instead the Notice is being made available to Shareholders electronically and can be viewed and downloaded online on the ASX Company Announcements Platform at <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> and by entering AE1 at the prompt or on the Company's website at <https://www.aerison.com/investors/asx-announcements/>.

AGENDA

1. RESOLUTION 1 – APPROVAL OF AERISON GROUP LIMITED SECURITIES INCENTIVE PLAN

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

“That, under and for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given to adopt the Aerison Group Limited Securities Incentive Plan and to issue securities under that plan, and to issue Shares pursuant to those securities, from time to time upon the terms and conditions described in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the Aerison Group Limited Securities Incentive Plan or an associate of such a person.

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 1 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a

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Resolution 1 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 1 Excluded Party, the above prohibition does not apply if:

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

2. RESOLUTION 2 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER AERISON GROUP LIMITED SECURITIES INCENTIVE PLAN

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

“Subject to the passing of Resolution 1 that, for the purpose of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of termination benefits under the Aerison Group Limited Securities Incentive Plan by the Company to a person or their associates in connection with that person ceasing to hold a managerial or executive office in the Company or a related body corporate of the Company, as detailed in the Explanatory Memorandum.”

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 2 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

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

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3. RESOLUTION 3 – APPROVAL OF ISSUE OF 1,500,000 PERFORMANCE RIGHTS TO DIRECTOR MR GIUSEPPE LEONE

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

“That under and for the purposes of ASX Listing Rule 10.11, sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to issue up to 1,500,000 Performance Rights to Mr Giuseppe Leone, who is a Director, and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Mr Giuseppe Leone or his nominee(s) or an associate of Mr Giuseppe Leone or his nominee(s).

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 3 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

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

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4. RESOLUTION 4 – APPROVAL OF ISSUE OF 1,500,000 PERFORMANCE RIGHTS TO DIRECTOR MR DANIEL HIBBS

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

“That under and for the purposes of ASX Listing Rule 10.11, sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to issue up to 1,500,000 Performance Rights to Mr Daniel Hibbs, who is a Director, and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Mr Daniel Hibbs or his nominee(s) or an associate of Mr Daniel Hibbs or his nominee(s).

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

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

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5. RESOLUTION 5 – APPROVAL OF ISSUE OF 1,000,000 PERFORMANCE RIGHTS TO DIRECTOR MS BRONWYN BARNES

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

“That under and for the purposes of ASX Listing Rule 10.11, sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to issue up to 1,000,000 Performance Rights to Ms Bronwyn Barnes, who is a Director, and/or her nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Ms Bronwyn Barnes or her nominee(s) or an associate of Ms Bronwyn Barnes or her nominee(s).

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

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

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6. RESOLUTION 6 – APPROVAL OF ISSUE OF 750,000 PERFORMANCE RIGHTS TO DIRECTOR MR MICHAEL FENNEL

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

“That under and for the purposes of ASX Listing Rule 10.11, sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to issue up to 750,000 Performance Rights to Mr Michael Fennell, who is a Director, and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Mr Michael Fennell or his nominee(s) or an associate of Mr Michael Fennell or his nominee(s).

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

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

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7. RESOLUTION 7 – APPROVAL OF ISSUE OF 750,000 PERFORMANCE RIGHTS TO DIRECTOR MR PETER IANCOV

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

“That under and for the purposes of ASX Listing Rule 10.11, sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to issue up to 750,000 Performance Rights to Mr Peter Iancov, who is a Director, and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by Mr Peter Iancov or his nominee(s) or an associate of Mr Peter Iancov or his nominee(s).

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

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

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**).

However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

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

Dated: 28 September 2021

By order of the Board

Bronwyn Barnes
Chairman

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Attendance and Voting Eligibility

The Company intends to hold a physical in-person meeting. Due to public health measures mandated by various regulatory authorities as means of combating the COVID-19 pandemic, for the health and safety of all Shareholders and Company officers Aerison Group Limited encourages Shareholders to vote by proxy, rather than attending the meeting in person.

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the Shares quoted on the ASX at 2:00pm (WST) on 27 October 2021 shall be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

A Shareholder who is entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through) its representative will not be permitted to act as proxy.

A Shareholder that is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

A Proxy Form accompanies this Notice and to be effective the Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by:

- (a) voting online at **www.linkmarketservices.com.au**;
- (b) sending the Proxy Form by post to Aerison Group Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (c) sending the Proxy Form by facsimile to (02) 9287 0309; or
- (d) delivering the Proxy Form by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000,

so that it is received not later than 2:00pm (WST) on 27 October 2021. Any Proxy Form received after that time will not be valid for the Meeting.

All enquiries regarding Proxy Forms should be directed to Link Market Services Limited on 1300 664 474.

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Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

Proxies must be received by the Company no later than 48 hours prior to the commencement of the Meeting.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.

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

Proxy Restrictions

Shareholders (who are not a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of that member) appointing a proxy for Resolutions 1 to 7 inclusive should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, you must direct the proxy how they are to vote. Undirected proxies granted to these persons will not be included in any vote on Resolutions 1 to 7 inclusive.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you do not need to direct the Chair how you wish the Chair to exercise your vote on Resolutions 1 to 7 inclusive, however if you do not direct the Chair how to vote, you acknowledge that the Chair may exercise his or her discretion in exercising your proxy even though Resolutions 1 to 7 inclusive are connected directly or indirectly with the remuneration of Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for that entity. The Chair intends to vote all undirected proxies in favour of Resolutions 1 to 7 inclusive, even though Resolutions 1 to 7 inclusive are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.

The Chair also intends to vote all undirected proxies in favour of each of Resolutions 1 to 7 inclusive. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

If you appoint any other person as your proxy

You do not need to direct your proxy how to vote.

Powers of Attorney and Corporate Representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, the Company before the Meeting.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Aerison Group Limited in connection with the business specified to be conducted in the Notice of General Meeting at the general meeting of Shareholders to be held at Level 32 Exchange Tower, 2 The Esplanade, Perth, Western Australia 6000 at 2.00pm WST on Friday 29 October 2021.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

The Notice of Meeting, Explanatory Memorandum and Proxy Form are all important documents. The Directors recommend that Shareholders read them carefully in their entirety before making a decision on how to vote at the General Meeting.

A Glossary of terms frequently used in this Notice of Meeting and Explanatory Memorandum can be found at the end of this Explanatory Memorandum.

1. RESOLUTION 1 – APPROVAL OF AERISON GROUP LIMITED SECURITIES INCENTIVE PLAN AND RESOLUTION 2 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER AERISON GROUP LIMITED SECURITIES INCENTIVE PLAN

1.1 Background

Resolution 1 is a resolution which seeks Shareholder approval for the Aerison Group Limited Securities Incentive Plan (**Incentive Plan**).

A summary of the terms and conditions of the Incentive Plan is set out in Annexure “A” to this Notice of Meeting.

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue certain equity securities, including options. The effect is that shareholder approval is required before the company may issue equity securities representing more than 15% of the capital of the company within a 12 month period. However, certain issues are exempt from the restrictions of Listing Rule 7.1 and are effectively disregarded for the purposes of determining the number of securities which a company may issue within a 12 month period. Exempt issues include an issue of securities to persons participating in an employee incentive scheme where shareholders have approved the issue of securities under the scheme as an exemption from Listing Rule 7.1. Shareholder approval must be given in a general meeting held not more than three (3) years before the date of issue when the notice of meeting contains or is accompanied by certain prescribed information (set out below) (Exception 13(b) of Listing Rule 7.2).

In order to take advantage of the exemption from Listing Rule 7.1 and allow the Company flexibility to issue securities, Shareholders are requested to approve the issue of securities under the Incentive Plan (**Plan Securities**) as an exemption from Listing Rule 7.1. This approval will be effective for a period of three (3) years from the date of the Resolution. Shareholders should note that the terms and conditions of the Incentive Plan expressly preclude the grant of Plan Securities to Directors or their nominees, including any Director who is also an employee of the Company. The proposed grants of Performance Right to the Directors in respect of which Shareholder approval is being sought under Resolutions 3 to 7 inclusive are not being made pursuant to the Incentive Plan. If Resolution 1 is not passed, the Company will not be able to issue Plan Securities under the Plan without using the Company’s 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following any such issue.

The main purpose of the Incentive Plan is to give an additional reward to employees and consultants/contractors of the Company to provide dedicated and ongoing commitment and

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effort to the Company, and for the Company to reward its employees and consultants/contractors for their efforts. The Incentive Plan is a reward plan designed to increase the motivation of personnel and create a stronger link between increasing Shareholder value and personnel reward.

If convertible securities issued under the Plan are exercised, it will have the effect of increasing the Company's cash position by the amount of the exercise price multiplied by the number of Plan convertible securities exercised. It will also increase the number of Shares that are on issue by the number of Plan convertible securities exercised. Shares issued pursuant to the exercise of Plan convertible securities will rank *pari passu* in all respects with the Company's existing Shares.

Application will not be made for official quotation on the ASX of the Plan Securities.

The Board believes that the Incentive Plan will:

- enable the Company to recruit and retain the talented people needed to achieve the Company's business objectives;
- link the rewards of key personnel with the achievements of strategic goals and the performance of the Company;
- align the financial interest of participants in the Incentive Plan with those of Shareholders; and
- provide reward to participants in the Incentive Plan to focus on superior performance that creates Shareholder value.

1.2 ASX Listing Rule 7.2 (Exception 13) Requirements

In accordance with ASX Listing Rule 7.2 (Exception 13), the following information is disclosed to Shareholders for the purposes of Resolution 1:

- (1) A summary of the terms and conditions of the Incentive Plan is set out in Annexure "A" to this Notice of Meeting.
- (2) A voting exclusion statement is included in the Notice.
- (3) No Securities have been issued under the Incentive Plan as at the date of this Meeting.
- (4) The exact number of Plan Securities that may be issued under the Plan cannot be determined as at the date of this Notice. The Board will make determinations from time to time during the currency of the Incentive Plan as to whether Plan Securities should be issued under it at their discretion and subject to any approvals that may be required under the ASX Listing Rules.
- (5) The maximum number of securities proposed to be issued under the Plan over the next three years is 15,296,874 Plan Securities. If Shareholder approval of Resolution 1 is not obtained, any Plan Securities granted will not be excluded from the Company's placement capacity.
- (6) The Company intends to commence operation of the Incentive Plan with effect from the date of the Meeting in the event of Shareholder approval of Resolution 1.
- (7) Details of any Plan Securities issued under the Plan will be published in each annual report of the Company relating to the period in which they have been issued.

1.3 Section 200B of the Corporations Act

The Corporations Act restricts the benefits which can be given to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on leaving their employment or office with the company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with

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their ceasing to hold a managerial or executive office in the company or its related bodies corporate if it is approved by shareholders or an exemption applies. This applies to all Directors and to all key management personnel of the Company (that is, to all persons whose remuneration is required to be disclosed in the Remuneration Report), including those who are not Directors. Additionally, persons subject to the restrictions remain subject to them for at least three years after they cease to hold a managerial or executive office.

Under the terms and conditions of the proposed Incentive Plan (the subject of Resolution 1), circumstances in which the early vesting of, or achievement or waiver of performance conditions attaching to, convertible Plan Securities are permitted at the Board's discretion include termination of a participant's employment, engagement or office with the Company due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early vesting, or achievement or waiver of performance conditions attaching to, as well as change of control events. The termination "benefit" under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 1, the early vesting of, or achievement or waiver of performance conditions attaching to, Plan Securities upon the exercise of the Board's discretion or the Board determining to provide that the participant's Plan Securities do not lapse but will continue and be vested, or have their performance conditions achieved, in the ordinary course.

Resolution 2 seeks approval of any "termination benefit" that may be provided to a participant under the terms and conditions of Plan Securities that might be issued in the future to persons who from, time to time, hold a managerial or executive office (as defined in the Corporations Act) in the Company, to the extent permitted by law. The Company will obtain any Shareholder or other approvals that may be required before any Plan Securities are granted to Directors or associates of the Company.

Resolution 2 is conditional upon the passing of Resolution 1 (which seeks Shareholder approval of the Incentive Plan). In the event that Resolution 1 is not passed, Resolution 2 will be withdrawn and will not be put to Shareholders.

Specifically, Shareholder approval is being sought to give the Board (or the Board's delegate) the capacity to exercise certain discretions under the terms and conditions of Plan Securities to be issued in the future to persons who hold a managerial or executive office (as defined in the Corporations Act) in the Company to the extent permitted by law (under Resolution 1), including the discretion to determine to vest, or waive or achieve the performance conditions, for some or all of the unvested Plan Securities of any such person.

The Company is seeking approval to assist the Company in meeting its existing obligations to the employees of the Group, and to provide the Company with the flexibility to continue to remunerate employees fairly and responsibly.

If the relevant Shareholder approvals are obtained under Resolutions 1 and 2, and the Board exercises its discretion to vest some or all of an affected participant's unvested Plan Securities, (or to provide that the participant's Plan Securities do not lapse but will continue and be vested, or have their performance conditions achieved, in the ordinary course), the value of these

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benefits will be disregarded when calculating the relevant participant's statutory cap for the purposes of section 200F(2)(b) or section 200G(1)(c) of the Corporations Act.

The Company will comply with the requirements of ASX Listing Rule 10.19 in the event that an officer of the Company or any of its subsidiaries is entitled to termination benefits exceeding 5% of the Company's equity interests.

Shareholders should note that Directors and their associates are not permitted to participate in the Incentive Plan.

The terms and conditions of the Incentive Plan are summarised in Annexure "A" to this Notice of Meeting.

1.4 Section 200E of the Corporations Act

Section 200E of the Corporations Act requires certain information to be provided to shareholders in approving a termination benefit. Whilst the value of the proposed termination benefits cannot currently be ascertained, the manner in which the value of the proposed termination benefits is calculated, and the matters, events and circumstances that will, or are likely to, affect the calculation of the value are as follows:

(a) Details of the termination benefits

The terms and conditions of any Plan Securities to be issued in the future may contain provisions dealing with the early vesting of unvested Plan Securities, or achievement or waiver of performance conditions attaching to Plan Securities, in certain circumstances. For example, where the holder's office with the Company is terminated before the Plan Securities have vested or their performance conditions achieved, the Plan Securities may vest, or their performance conditions achieved or waived, in the Board's discretion and the basis on which vesting or conditions of performance conditions achieved, may occur (which may include, without limitation, timing and conditions). Similarly, if a "change of control" occurs, the Board may determine that some or all of a participant's unvested Plan Securities will vest or their performance conditions achieved or waived. The Board may also determine to provide that the participant's Plan Securities do not lapse but will continue and be vested, or have their performance conditions achieved, in the ordinary course. The exercise of these and other discretions in the Incentive Plan will constitute a "benefit" for the purposes of the Corporations Act's termination benefits provisions.

Shareholder approval is sought for future issues of Plan Securities under Resolution 2, to the extent permitted by law, for exercise of these and other discretions in the Incentive Plan that will constitute a benefit for the purposes of the Corporations Act's termination benefits provisions. The Company will obtain any required Shareholder or other approvals before issuing Plan Securities to Directors or associates of the Company. The exercise of these discretions will constitute a "benefit" for the purposes of the Corporations Act's termination benefits provisions.

(b) Value of the termination benefits

The value of the termination benefits under the proposed terms and conditions of the Plan Securities cannot be determined in advance as various matters will, or are likely to affect that value. Specifically, if any Plan Securities are issued in the future, the value of a particular benefit will depend on the Company's Share price at the time of vesting, or time the performance conditions are achieved or waived, and the number of Plan Securities that vest or the Board decides to vest or the Board decides the performance conditions are achieved or waived. Some of the future factors that may affect the value of the termination benefits are as follows:

- (i) the holder's length of service and the proportion of any relevant performance periods that have expired at the time their office is terminated;

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- (ii) the holder's total fixed remuneration at the time the Plan Securities are issued and at the time they leave employment; and
- (iii) the number of unvested Plan Securities, or Plan Securities in respect of which the performance conditions are not yet achieved, held at the time their office is terminated; and
- (iv) the reasons for termination of their office.

Shareholders should note that Directors and their associates are not permitted to participate in the Incentive Plan.

1.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

2. RESOLUTIONS 3 TO 7 INCLUSIVE – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

2.1 Background to Resolutions 3 to 7 inclusive

The Company is proposing to issue 5,500,000 Performance Rights in aggregate to Directors Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov under Resolutions 3 to 7 respectively as follows:

Resolution Number	Director Name	Number of Performance Rights
3	Giuseppe Leone	1,500,000
4	Daniel Hibbs	1,500,000
5	Bronwyn Barnes	1,000,000
6	Michael Fennell	750,000
7	Peter Iancov	750,000

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), a company must not issue or grant securities to a related party without shareholder approval.

The object of Resolutions 3 to 7 inclusive is to provide the Directors with a mechanism to participate in the future development of the Company and an incentive for their future involvement with and commitment to the Company. The Directors believe that the success of the Company in the future will depend in part, largely, upon the skills of the people engaged to manage the Company's operations. Accordingly it is important that the Company is able to attract and retain people of the highest calibre. The Directors consider that the most appropriate means of achieving this is to provide directors with an opportunity to participate in the Company's future growth and an incentive to contribute to that growth.

If Shareholder approval is obtained for Resolutions 3 to 7 inclusive, the Performance Rights will be granted within one month of Shareholder approval.

2.2 Terms of Performance Rights

A Performance Right is a right to acquire one Share for each Performance Right subject to the satisfaction of the performance conditions within a period of 24 months from the date of grant of the Performance Right (**Performance Period**).

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Performance Condition of Performance Rights

All of the Performance Rights proposed to be issued to Directors Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov under Resolutions 3, 4, 5, 6 and 7 respectively will have as their performance condition the first occasion of the Company's 20 Day VWAP (as defined in the Glossary to this Explanatory Memorandum) increasing to 175% of the initial public offering price (i.e. to a 20 Day VWAP of \$0.35 or more) during the Performance Period. The Board may at its discretion determine to waive the performance condition for the Performance Rights.

Achievement of Performance Condition under Performance Rights

When the performance condition under the Performance Right is achieved (or waived at the discretion of the Board), the holder will become entitled to receive one Share for each Performance Right and which will be issued upon request by the holder. The holder of Performance Rights will have a period of up to five (5) years from the date that the performance condition under the Performance Right is achieved to request the issue of such Shares, subject to the earlier termination of the holder's office as a Director (or, where the Performance Rights are held by the nominee of a Director, the termination of that corresponding Director's office). Any Performance Rights which have not been converted into Shares as at the date of such termination will automatically lapse.

Lapse of Performance Rights

A Performance Right will lapse if:

- (a) the performance condition has not been satisfied at the expiry of the Performance Period, subject to the Board's discretion to waive the performance condition;
- (b) in the opinion of the Board, the Director has acted fraudulently or dishonestly or in breach of his or her obligations to the Company or any of its subsidiaries, and the Board determines that the Performance Rights held by that Director (or their nominee) should lapse;
- (c) the Director ceasing to hold office with the Company or a subsidiary of the Company, subject to the Board's discretion to waive the performance condition.

Transfer

Performance Rights may not be transferred other than with the prior written consent of the Board.

Adjustments upon alterations of capital

In the event of any reconstruction of the Company's issued capital, the Board may make adjustments to the terms of a Performance Right in a manner which is appropriate and will not result in any additional benefit being conferred on the Director who holds those Performance Rights, which is not conferred on Shareholders generally. The terms of the Performance Rights will be changed to the extent necessary to comply with the requirements of the Corporations Act and the ASX Listing Rules at the time of reconstruction.

If the Company issues Shares to Shareholders generally by way of a 'bonus issue', the number of Performance Rights held by a Director (or their nominee) will be increased by the number of securities which would have been issued if the Performance Rights were vested or had their performance condition is achieved and converted into Shares immediately prior to the record date for the bonus issue.

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2.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the issue of Performance Rights) to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions of Chapter 2E of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, each Director is considered to be a related party of the Company. The proposed issue of Performance Rights to Directors and/or their nominee(s) involves the provision of a financial benefit to a related party of the Company. Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E where the financial benefit is remuneration that would be reasonable given the circumstances of the Company and the related party's circumstances. The Board has determined that proposed grant of Performance Rights to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov falls within the exemption contained in section 211 of the Corporations Act as reasonable remuneration.

The Board's view concluded that the totality of Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov remuneration packages, including the equity component of 5,500,000 Performance Rights now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of Aerison given its size and stage of development, market practice of other companies in the industries in which it operates and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of their management experience and knowledge of the industries in which the Company operates.

2.4 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party of the company unless it obtains the approval of its shareholders. Each of Directors Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov is a related party of the Company and therefore the issue of Performance Rights to them under Resolutions 3 to 7 respectively requires Shareholder approval under Listing Rule 10.11.

Resolutions 3 to 7 (inclusive) seek the required Shareholder approval to the issue of Performance Rights to Directors Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov respectively under and for the purposes of Listing Rule 10.11.

If Resolutions 3 to 7 (inclusive) are each passed, the Company will be able to proceed to issue the respective Performance Rights to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov.

If Resolutions 3 to 7 (inclusive) are not passed, the Company will not be able to proceed to issue the respective Performance Rights to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov. The Board would then need to consider alternative remuneration arrangements for Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov including providing an equivalent cash incentive subject to the same Performance Condition and Performance Period as are proposed to apply to the Performance Rights.

The terms and conditions of the Performance Rights are set out in Section 2.2 of this Explanatory Memorandum.

2.5 ASX Listing Rule Disclosure Requirements

Pursuant to and in accordance with ASX Listing Rule 10.11 the following information is provided in relation to Resolutions 3 to 7 (inclusive):

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- (a) Directors Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov (or their nominees) are the persons to whom Equity Securities (being Performance Rights) will be issued if Resolutions 3 to 7 (inclusive) are passed by Shareholders.
- (b) 1,500,000 Performance Rights are proposed to be issued to each of Giuseppe Leone and Daniel Hibbs pursuant to Resolutions 3 and 4 respectively, 1,000,000 Performance Rights are proposed to be issued to Bronwyn Barnes pursuant to Resolution 5 and 750,000 Performance Rights are proposed to be issued to Michael Fennell and Peter Iancov pursuant to Resolutions 6 and 7 respectively.
- (c) The current remuneration packages of Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov are set out below:

Resolution	Director	Position	Annual remuneration including superannuation and non cash benefits	Estimated value of Performance Rights (Annexure "B")
3	Giuseppe Leone	Chief Executive Officer	\$550,688	\$113,954.70
4	Daniel Hibbs	Chief Operating Officer	\$550,688	\$113,954.70
5	Bronwyn Barnes	Non-Executive Chairman	\$80,000	\$75,969.80
6	Michael Fennell	Non-Executive Director	\$52,800	\$56,977.35
7	Peter Iancov	Non-Executive Director	\$52,800	\$56,977.35

- (d) The nature of the financial benefit proposed to be given is the issue of Performance Rights for no consideration. The purpose of the issue is to provide cost effective consideration to Directors for their contribution to the Company in their respective roles.
- (e) The Performance Rights will be issued within one (1) month of the date of the Meeting or such later date as the ASX Listing Rules permit (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (f) The Performance Rights are to be granted for nil consideration and therefore no funds will be raised from their issue or upon their conversion into Shares.
- (g) As at the date of this Notice, the Directors hold the following relevant interests in the securities in the Company:

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Director	Shares	Options	Relevant Interest in Performance Rights held at date of Notice	Performance Rights proposed to be issued	Shareholding on a fully diluted basis*
Giuseppe Leone	77,893,999	Nil	8,750,000	1,500,000	26.3%
Daniel Hibbs	77,893,999	Nil	8,750,000	1,500,000	26.3%
Bronwyn Barnes	Nil	Nil	Nil	1,000,000	0.30%
Michael Fennell	50,000	Nil	Nil	750,000	0.24%
Peter Iancov	Nil	Nil	Nil	750,000	0.22%

*Assuming Shareholders approve the issue of the Performance Rights to Directors that are subject to Resolutions 3 to 7 inclusive, that all Performance Rights had their performance condition fulfilled and converted into Shares.

- (h) The Directors consider that the incentive represented by the issue of Performance Rights is a cost effective and efficient incentive when compared to other forms of incentive such as cash, bonuses or increased remuneration.
- (i) The Performance Rights have been valued at \$0.0759698 per Performance Right, on the basis set out in Annexure "B".
- (j) The Board has concluded that the totality of the Directors' remuneration packages, including the equity component of such number of Performance Rights proposed to be issued to each Director under Resolutions 3 to 7 inclusive is fair and reasonable in the circumstances of the Company given its size and stage of development, market practice of other companies in the industries in which the Company operates and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of the Directors' management experience and knowledge of the industries in which the Company operates.
- (k) The Board does not consider that there are any material taxation consequences or benefits foregone by the Company as a result of issuing the Performance Rights on the terms proposed.
- (l) Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision as to whether it is in the best interests of the Company to pass Resolutions 3 to 7 (inclusive) other than as set out in this section.
- (m) If all the Performance Rights the subject of Resolutions 3 to 7 (inclusive) are vested, had their performance condition fulfilled and converted into Shares, then the Company's fully paid share capital (based on the existing number of Shares and assuming no other Company securities are exercised or converted) will be diluted by 1.77%.
- (n) The primary purpose of the grant of Performance Rights to the Directors is to provide an incentive to them. Given this purpose, the Directors do not consider that there is any opportunity cost or benefit foregone to the Company in granting the Performance Rights that are the subject of Resolutions 3 to 7 (inclusive) (other than as set out in this section).

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- (o) The Board has examined the individual remuneration packages of Directors to determine the fairness and reasonableness of the remuneration package. As part of the examination, the Board has reviewed the remuneration packages of industry executives and non-executives in similar roles. The Board considers the grants to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov are appropriate in the circumstances for the reasons set out in this section.
- (p) No loans by the Company exist in relation to the proposed grant of the Performance Rights.
- (q) Under AASB 2 Share Based Payments, the fair value of the Performance Rights is calculated using an appropriate valuation model and expensed to profit or loss over the term of the Performance Rights. The expense is taken against a share-based payment reserve in equity. Market conditions, such as the 20 Day VWAP, are taken into account in measuring the fair value of the Performance Right at grant date. The Directors do not consider that there are any other opportunity costs to the Company or benefits forgone by the Company in respect of the proposed issue of Performance Rights pursuant to Resolutions 3 to 7 inclusive.

The last available price of Shares quoted on ASX prior to the date of this Notice of Meeting on 24 September 2021 was \$0.20. The lowest price for Shares trading on ASX since the Company's admission to the Official List of ASX on 12 July 2021 was \$0.20 on 24 August 2021. The highest price for Shares trading on ASX in that period was \$0.28 on 15 July 2021.

2.6 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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.

ASX Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Approval pursuant to ASX Listing Rule 7.1 is not required (under Exception 14 to ASX Listing Rule 7.1) in order to issue the Performance Rights to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov and/or their nominee(s) as approval is being obtained under ASX Listing Rule 10.11.

Shareholders should note that the issue of securities to Giuseppe Leone, Daniel Hibbs, Bronwyn Barnes, Michael Fennell and Peter Iancov and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The Company is seeking approval to assist the Company in meeting its existing obligations to Directors and to provide the Company with the flexibility to continue to remunerate Directors fairly and responsibly.

2.7 Section 200B of the Corporations Act

The Corporations Act restricts the benefits which can be given to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on leaving their employment or office with the company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or its related bodies

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corporate if it is approved by shareholders or an exemption applies. This applies to all Directors. Additionally, persons subject to the restrictions remain subject to them for at least three years after they cease to hold office.

Under the terms and conditions of the proposed Performance Rights (the subject of Resolutions 3 to 7 inclusive), the Board has the discretion to waive the performance condition attaching to the Performance Rights which may include upon the termination of the Director's employment, engagement or office with the Company due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to waive the performance condition attaching to the Performance Rights, as well as change of control events. The termination "benefit" under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolutions 3 to 7 inclusive, the waiver of the performance condition attaching to the Performance Rights upon exercise of the Board's discretion.

Resolutions 3 to 7 inclusive seek approval of any "termination benefit" that may be provided to a Director under the terms and conditions of the Performance Rights proposed to be issued to the Directors pursuant to those Resolutions. Specifically, Shareholder approval is being sought to give the Board the capacity to exercise discretion under the terms and conditions of the Performance Rights to waive the performance condition, for some or all of the Performance Rights.

If the relevant Shareholder approvals are obtained under Resolutions 3 to 7 inclusive, and the Board exercises its discretion to waive the performance condition for some or all of the Performance Rights the subject of those Resolutions, the value of these benefits will be disregarded when calculating the relevant Director's statutory cap for the purposes of section 200F(2)(b) or section 200G(1)(c) of the Corporations Act.

The Company will comply with the requirements of ASX Listing Rule 10.19 in the event that an officer of the Company or any of its subsidiaries is entitled to termination benefits exceeding 5% of the Company's equity interests.

2.8 Section 200E of the Corporations Act

Section 200E of the Corporations Act requires certain information to be provided to shareholders in approving a termination benefit. Whilst the value of the proposed termination benefits cannot currently be ascertained, the manner in which the value of the proposed termination benefits is calculated, and the matters, events and circumstances that will, or are likely to, affect the calculation of the value are as follows:

(a) Details of the termination benefits

The proposed terms and conditions of the Performance Rights for which Shareholder approval is being sought pursuant to Resolutions 3 to 7 inclusive include a discretion for the Board to waive the performance condition attached to those Performance Rights. For example, where the Director's office with the Company is terminated, or a "change of control event" occurs, before the performance condition is satisfied, the Board may exercise its discretion to waive that performance condition. The exercise of these and other discretions by the Board will constitute a "benefit" for the purposes of the Corporations Act's termination benefits provisions.

(b) Value of the termination benefits

The value of the termination benefits under the proposed terms and conditions of the Performance Rights cannot be determined in advance as various matters will, or are likely to affect that value. Some of the future factors that may affect the value of the termination benefits are as follows:

- (i) the Director's length of service and the proportion of any relevant performance periods that have expired at the time their office is terminated;

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- (ii) the Director's total fixed remuneration at the time the Performance Rights are issued and at the time they leave employment/office; and
- (iii) the number of Performance Rights in respect of which the performance condition is not yet achieved, held at the time their office is terminated; and
- (iv) the reasons for termination of their office.

GLOSSARY

20 Day VWAP means the volume weighted average price for Shares traded on ASX over 20 consecutive trading days on which Shares have been traded.

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Aerison Group Limited (ACN 614 735 474).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

General Meeting or **Meeting** means the general meeting convened by the Notice.

Incentive Plan is defined in Section 1.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or

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otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of General Meeting** means this notice of general meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Option holder means a holder of an Option.

Performance Right means a performance right in the Company issued on various terms and conditions.

Plan Securities is defined in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2020.

Relevant Interest has the meaning given to that term in the Corporations Act.

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

Securities means a Share or an Option.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

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ANNEXURE A – TERMS AND CONDITIONS OF THE AERISON GROUP LIMITED SECURITIES INCENTIVE PLAN

The Aerison Group Limited Securities Incentive Plan (**Plan**) is being considered for approval by Shareholders at the General Meeting. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); or
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company.

The Board may accept an application from an Eligible Participant in whole or in part.

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

- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions and/or performance conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions and/or performance conditions are satisfied and/or otherwise waived by the Board, a notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested and/or had their performance conditions achieved (**Notice**). Unless and until the Notice is issued by the Company, the Convertible

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ACN 614 735 474

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Securities will not be considered to have vested and/or performance conditions achieved. For the avoidance of doubt, if the vesting conditions and/or performance conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (h) **(Exercise of Convertible Securities and cashless exercise)**: To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the Notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested, and/or its performance conditions are achieved, in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Delivery of Shares on exercise of Convertible Securities)**: As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) **(Forfeiture of Convertible Securities)**: Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities or Convertible Securities in respect of which the performance conditions have not been exercised or waived, will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities, or Convertible Securities in respect of which the performance conditions have not been exercised or waived, held by that Participant to have been forfeited.

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

- (i) any Convertible Securities which have not yet vested or Convertible Securities in respect of which the performance conditions have not been exercised or waived, will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions and/or performance conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested or Convertible Securities in respect of which the performance conditions have not been exercised or waived, will be automatically forfeited on the expiry date specified in the invitation.
- (k) **(Change of control)**: If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Plan Shares)**: All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in

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all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- (m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

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

- (o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

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

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

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ANNEXURE B – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Directors pursuant to Resolutions 3 to 7 have been independently valued using the Binomial Model and based on the assumptions set out below.

ITEM	
Value of underlying Shares	0.22
Valuation date	1/09/2021
Commencement of performance/vesting period	1/09/2021
Performance measurement/vesting date	1/09/2023
Term (performance period)	24 months
Volatility	51.82%
Risk-free interest rate	0.59%
Total Value of Performance Rights	
Giuseppe Leone - 1,500,000	\$ 113,954.70
Daniel Hibbs - 1,500,000	\$ 113,954.70
Bronwyn Barnes - 1,000,000	\$ 75,969.80
Peter Iancov - 750,000	\$ 56,977.35
Michael Fennell - 750,000	\$ 56,977.35

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Aerison Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Aerison Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **2:00pm (WST) on Friday, 29 October 2021 at Level 32, Exchange Tower, 2 The Esplanade, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 to 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 to 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

In exceptional circumstances, the Chairman may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval of Aerison Group Limited Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Issue Of 1,000,000 Performance Rights to Director Ms Bronwyn Barnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Potential Termination Benefits under Aerison Group Limited Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Issue Of 750,000 Performance Rights to Director Mr Michael Fennell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue Of 1,500,000 Performance Rights to Director Mr Giuseppe Leone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of Issue Of 750,000 Performance Rights to Director Mr Peter Iancov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue Of 1,500,000 Performance Rights to Director Mr Daniel Hibbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities 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 securities 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (WST) on Wednesday, 27 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Aerison Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**