

ASX Release

20 February 2023

Results of meetings to consider schemes of arrangement and capital reduction

Security **Matters Limited (ASX: SMX)**, in accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act, notifies ASX of:

- the outcomes of the resolutions put to meetings of security holders held earlier today; and
- the proxies received before the meeting in respect of each resolution.

1. Share Scheme meeting

- 1.1. A meeting of SMX's shareholders to consider a proposed scheme of arrangement between SMX and them (**Share Scheme**) was held at 9:00am (AEDT) on 20 February 2023.
- 1.2. The meeting considered a resolution to approve the Share Scheme (**Share Scheme resolution**).
- 1.3. The Share Scheme resolution was **passed**. It was decided on a poll, the results of which were:

	For	Against	Total	Abstain
Shares voted	130,635,610	199,411	130,835,021	2,800
% of total shares voted	99.85%	0.15%	100%	0%
Number of shareholders voting	130	5	135	1
% of shareholders voting	96.30%	3.70%	100%	0%

- 1.4. Before the meeting, SMX received valid proxies for **130,835,021** shares concerning the Share Scheme resolution

	For	Against	Proxy's discretion	Abstain
Direction given to proxy	127,434,988	199,411	3,200,622	2,800

2. Option Scheme meeting

- 2.1. A meeting of certain of SMX's optionholders to consider a proposed scheme of arrangement between SMX and them (**Option Scheme**) was held at 9:30am (AEDT) on 20 February 2023.
- 2.2. The meeting considered a resolution to approve the Option Scheme (**Option Scheme resolution**).
- 2.3. The Option Scheme resolution was **passed**. It was decided on a poll, the results of which were:

	For	Against	Total	Abstain
Options voted	28,482,181	0	28,482,181	0
% of total options voted	100%	0%	100%	0%
Number of option-holders voting	44	0	44	0
% of option-holders voting	100%	0%	100%	0%

- 2.4. Before the meeting, SMX received valid proxies for **28,482,181** options concerning the Option Scheme resolution:

	For	Against	Proxy's discretion	Abstain
Direction given to proxy	28,482,181	0	635,676	0

3. General meeting

- 3.1. A general meeting of SMX's shareholders was held at 10:00am (AEDT) on 20 February 2023.
- 3.2. The meeting considered a resolution to approve a capital reduction by which SMX's share capital will be reduced and all of its issued shares cancelled (**capital reduction resolution**).

Motion to amend capital reduction resolution

- 3.3. Before the capital reduction resolution was put, the general meeting considered a motion to amend the resolution as to clarify precisely when the proposed capital reduction would take.
- 3.4. The amendment motion was **passed**. It was decided on a show of hands.

Capital reduction resolution

- 3.5. The capital reduction resolution was **passed**. It was decided on a poll, the results of which were:

	For	Against	Total	Abstain
Shares voted	133,295,605	25,857	133,321,462	1,380
% of total shares voted	99.98%	0.02%	100%	0%
Number of shareholders	133	3	136	1

- 3.6. Before the meeting, SMX received valid proxies for **133,321,462** shares concerning the capital reduction resolution:

	For	Against	Proxy's discretion	Abstain
Direction given to proxy	131,184,416	25,857	2,111,189	1,380

4. Approval hearing

SMX's application for approval of the Share Scheme and the Option Scheme will be heard by the Federal Court of Australia at 10.15am on 24 February 2023 in the Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne.

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Authorised for release by the CEO.

For further information contact:

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About Security Matters Limited

Security Matters is the next generation solution to address the anti-counterfeit, brand protection, client liability and track and trace markets. The Company has developed a suite of integrated solutions to solve both authentication and track and trace challenges in order to uphold supply chain integrity, and provide quality assurance and brand accountability to producers of goods.