

7 February 2024

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (“**Meeting**”) of the Shareholders of IPD Group Limited (“**IPD**” or “the **Company**”) will be held at 11:00am (AEDT) on Friday, 8 March 2024 at Suite 4201, Level 42, 264–278 George Street, Sydney, NSW 2000.

In accordance with recent modifications to the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (“**Notice**”) to shareholders unless a shareholder has requested a hard copy. The Notice is available on the ASX website, ticker code: IPG, at the following link:

<https://www.asx.com.au/markets/company/ipg>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company’s ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the “I’m not a robot” box and follow the prompt.
4. Click on the “Meetings” button.
5. Click on the “vote” button.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 11:00am (AEDT) on 6 March 2024.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company’s website and the ASX Market Announcements Platform.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

We look forward to welcoming you to the meeting.

Yours faithfully,

A handwritten signature in black ink that reads "Jade Cook". The signature is written in a cursive, flowing style.

Jade Cook
Company Secretary



Notice of Extraordinary General Meeting Explanatory Statement

Friday, 8 March 2024
11.00am AEDT

Address

Suite 4201, Level 42
264-278 George Street
Sydney, NSW 2000

As a physical meeting

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

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

IPD GROUP LTD
ACN: 111 178 351
43-47 NEWTON ROAD,
WETHERILL PARK
NSW 2164
IPDGROUP.COM.AU



Important Information for Shareholders

This Notice is given based on circumstances as at Wednesday, 7 February 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at ipdgroup.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Contents

Venue and Voting Information	4
Notice of Extraordinary General Meeting	5
Resolutions	6
Explanatory Statement	7
Glossary	11



IPD Group acknowledges that we work on the traditional lands of First Nations' Peoples. We're committed to recognising the rights and culture of Traditional Owners, building relationships in our communities, taking steps towards reconciliation, and paying respects to Elders past and present.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00AM AEDT on Friday, 8 March 2024 as a physical meeting at Suite 4201, Level 42, 264-278 George Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of IPD Group Ltd ACN 111 178 351 will be held at 11.00am AEDT on Friday, 8 March 2024, as a physical meeting at:

Suite 4201, Level 42
264-278 George Street
Sydney
NSW 2000

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7.00pm AEDT on Wednesday, 6 March 2024.

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

Resolutions

1. Resolution 1 – Ratification of Prior Issue of 10,178,118 Shares under Listing Rule 7.4

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 10,178,118 fully paid ordinary shares issued in accordance with ASX Listing Rule 7.1 on 7 December 2023, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- Any person who participated in the issue; or
- Any person who is an associate of any person who participated in the issue.

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

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

Resolution 2 – Section 260B Shareholder Approval

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

“That approval is given under and for the purposes of section 260B(2) of the Act for:

- a. *CMI Operations Pty Ltd (ACN 088 279 270) of which the Company is the listed holding corporation, to directly or indirectly financially assist with the Acquisition (as defined in the explanatory statement accompanying this notice of this meeting (Explanatory Statement)), any refinancing of all or any of the facilities, and the amendment, restatement or replacement of any of the documents detailed in the Explanatory Statement;*
- b. *any transaction (or element of any transaction) described or contemplated in the Explanatory Statement which may constitute the giving of financial assistance for the purposes of section 260A of the Act; and*
- c. *the Company entering into and giving effect to the documents required to implement any transaction and the giving of financial assistance described or contemplated in the Explanatory Statement.*

BY ORDER OF THE BOARD



Ms Jade Cook
Company Secretary

7 February 2024

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 11.00am AEDT on Friday, 8 March 2024 at Suite 4201, Level 42, 264-278 George Street, Sydney NSW 2000.

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

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

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolution 1 – Ratification of Prior Issue of 10,178,118 Shares under Listing Rule 7.4

1. Background

- 1.1. Pursuant to a share sale agreement dated 27 November 2023, the Company acquired all the shares in CMI Operations Pty Ltd (ACN 088 279 270) (**CMI**) which were held by ASX listed company, Excelsior Capital Ltd (ACN 050 542 553) (**Excelsior**) (the **Acquisition**).
- 1.2. Completion of the Acquisition was subject to, among other things, the vendor obtaining Excelsior shareholder approval for the sale of CMI to the Company which was completed on 25 January 2024.
- 1.3. The Company also announced its intention to undertake a capital raising of approximately \$65.0 million (before costs) to partially fund the Acquisition.
- 1.4. The capital raising consisted of:
 - a. an institutional placement to raise approximately \$40.0 million (before costs) (**Placement**); and
 - b. a 1 for 13.65 accelerated pro rata non-renounceable entitlement offer of new fully paid ordinary shares (**Shares**) at an issue price of \$3.93 per Share (**Offer Price**) to raise approximately \$25.0 million (before costs) (**Entitlement Offer**), (together, the **Offer**).
- 1.5. The Placement and institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) were successfully completed on 29 November 2023 and trading in the Company's Shares recommenced on 30 November 2023. The Placement and Institutional Entitlement Offer together raised approximately \$57.3 million. The issue of the 10,178,118 Placement Shares was made utilising IPD's placement capacity under Listing Rule 7.1 on 7 December 2023. The issue of the Entitlement Offer Shares did not require any of IPD's placement capacity under that rule, because it was a pro rata offer for the purposes of Listing Rule 7.2 exception 1.
- 1.6. Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The issue of the Shares under the Placement component of the above does not fit within any of these exceptions of Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date the Company issued the Shares.
- 1.7. Listing Rule 7.4 allows the shareholders of a company to approve an issue of equity securities after it has been made or agreed to be made. If approved, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Resolutions continued

2. Passing the Ratification of Prior Issue Resolution

- 2.1. Resolution 1 seeks Shareholder approval to ratify the issue of 10,178,118 Shares. If Resolution 1 passes, the issue of the applicable Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Shares. If Resolution 1 is not passed, the issue of the applicable Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date. The Company confirms that the Shares were issued out of existing capacity and did not breach Listing Rule 7.1.
- 2.2. Details of the issue, as required by ASX Listing Rule 7.5 are as follows:
 - **Allottees:** The shares were issued to institutional shareholders. Bell Potter Securities Limited acted as Sole Lead Manager, Underwriter and Bookrunner to the equity raise, Shaw and Partners acted as Co-Manager.
 - **Number of securities allotted:** 10,178,118 Shares were issued pursuant to Listing Rule 7.1.
 - **Terms:** Fully paid ordinary shares issued on the same terms as all other Shares on issue.
 - **Date of issue:** The Shares were issued on 7 December 2023.
 - **Price of issue:** The Shares were issued at an issue price of \$3.93 each.
 - **Intended use of funds:** The Shares were issued to raise funds for part consideration for the acquisition of CMI Operations Pty Ltd, a leading distributor of electrical cables and manufacturer and distributor of plug brands in Australia.
 - **Summary of material terms of the agreement:** As per the above details.
 - A voting exclusion in respect of Resolution 1 is set out in the Notice of Meeting.

3. Directors' recommendation

- 3.1. The Directors recommend that Shareholders vote in favour of Resolution 1.

4. Chair's Voting Intention

- 4.1. The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 – Section 260B Shareholder Approval

1. Background

- 1.1. It is intended that CMI will undertake the Financial Assistance Actions (as defined below) and enter into the relevant documents contemplated herein.
- 1.2. As previously mentioned in the section above, pursuant to a share sale agreement dated 27 November 2023, the Company (**Share Purchaser**) acquired all the shares in CMI as part of the Acquisition.
- 1.3. In order to fund or otherwise in connection with the Acquisition, the Share Purchaser (as **Borrower**) entered into a facility agreement with Commonwealth Bank of Australia ABN 48 123 123 124 (**CBA**) dated 24 January 2024 (**Facility Agreement**).
- 1.4. CMI has been asked by the Share Purchaser to assist with the Acquisition by carrying out those actions referred to in paragraph 4.2 (**Financial Assistance Actions**).
- 1.5. Following the Acquisition:
 - a. CMI is a wholly owned subsidiary of the Share Purchaser; and
 - b. the Company is the listed holding corporation of CMI.

2. Financial assistance under section 260A of the Act

- 2.1. Section 260A of the Act permits a company to financially assist a person to acquire shares in the company or a holding company of the company only if:
 - a. giving the assistance does not materially prejudice:
 - i. the interests of the company or its shareholders; or
 - ii. the company's ability to pay its creditors; or
 - b. the assistance is approved by shareholders under section 260B of the Act; or
 - c. the assistance is exempted under section 260C of the Act.

- 2.2. A company may be regarded as providing “financial assistance” if it furnishes something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of “financial assistance” include issuing a debenture, giving security over the company’s assets, and giving a guarantee or indemnity in respect of another person’s liability.
- 2.3. It is proposed that CMI financially assists the Share Purchaser in connection with the Acquisition by undertaking the Financial Assistance Actions. Such actions may constitute “financial assistance” (**Proposed Financial Assistance**). It would be a breach of section 260A of the Act unless one of the exemptions set out in paragraph 2.1 applies.

3. Shareholder approval

- 3.1. Shareholder approval is being sought under section 260B of the Act (see paragraph 2.1(b) above).
- 3.2. Section 260B(1)(b) of the Act requires the approval of the giving of the financial assistance by a company by way of a resolution agreed to, at a general meeting, by all ordinary shareholders of that company (in this case, CMI).
- 3.3. Section 260B of the Act also contains other requirements, including under section 260B(2) of the Act which requires the shareholders of the listed holding corporation (in this case, the Share Purchaser) of a company to approve, by special resolution, the financial assistance being given by that subsidiary company.
- 3.4. The purpose of this Explanatory Statement is to explain in further detail the proposed Financial Assistance Resolution which must be passed under section 260B(2) of the Act to enable CMI to give the financial assistance as described, in detail, in paragraph 4 below.

4. Particulars of the Financial Assistance

- 4.1. Part of the purchase price for the Acquisition was funded by the loan facilities provided under the Facility Agreement.
- 4.2. As collateral for the Borrower’s obligations under the Facility Agreement, it is proposed that CMI may:
 - a. give a guarantee and indemnity (which may be contained in the Facility Agreement or separately by way of accession to the Facility Agreement) for the repayment of money that may become owing, and to secure (among other things) each obligor’s obligations, under the Facility Agreement and any related document;
 - b. execute a general security deed or agreements (however described) to grant security over all of its assets and undertaking to secure the Borrower’s and each other obligor’s obligations under the Facility Agreement (including the guarantee and indemnity) and any related document;
 - c. execute, or accede to, any document ancillary to, or in connection with the Facility Agreement and any guarantee, indemnity or security interest given in connection with, or ancillary to, the Facility Agreement or any related document; and
 - d. execute, or accede to, any document which varies, amends and restates, novates or replaces any of the above documents.
- 4.3. The Financial Assistance Resolution is a proposed special resolution of the Shareholders to approve the financial assistance to be provided by CMI to fund the Acquisition, where the giving of the financial assistance is required by the terms of the Facility Agreement.
- 4.4. The Shareholders are being asked to approve these arrangements because, as a result of the Acquisition, the Company became the listed holding corporation of CMI, and for the purpose of section 260B of the Act, CMI is providing financial assistance to assist the funding of the Acquisition.

5. Reasons for the Proposed Financial Assistance

- 5.1. The main reasons for the giving of the financial assistance described in this document include, but are not limited to:
 - a. The Share Purchaser required the additional loan facilities provided under the Facility Agreement to fund the Acquisition;
 - b. It is a condition under the Facility Agreement that CMI undertake the Financial Assistance Actions. Failure to comply with such condition in the time specified in the Facility Agreement will be an event of default under the Finance Documents and CMI may be forced to refinance on worse terms (which may include not being able to provide CMI with finance);
 - c. it benefits CMI to assist its holding company to raise money in order to later provide its subsidiaries with finance on better terms than would be available to CMI on a stand-alone basis; and
 - d. the Share Purchaser will be able to maintain its ownership of CMI, which enables CMI to:
 - i. benefit from the synergies and cost savings through its integration with the Share Purchaser; and
 - ii. have access to new management expertise provided to the Share Purchaser and its affiliates.
- 5.2. Accordingly, the directors of the Company believe that approving the transactions contemplated by this Explanatory Statement is in the best interests of the Company and CMI.

Resolutions continued

6. Effects of Financial Assistance

- 6.1. The Proposed Financial Assistance, if given, may result in CMI being subject to the liability under the Facility Agreement. If there is a default (howsoever described) under the Facility Agreement or any related document then there may be material consequences for the Borrower, the Share Purchaser, each other existing obligor under the Facility Agreement, and CMI, including the following:
- a. the outstanding amounts under the Facility Agreement may, following notice from the Lender, become immediately due and payable and to the extent not drawn may be cancelled; and
 - b. the Lender could take enforcement action against the Share Purchaser, the Borrower, each other existing obligor under the Facility Agreement and CMI under the terms of the Facility Agreement and any guarantee and indemnity or security interest given in connection with the Facility Agreement.
- 6.2. A demand made under the guarantees may result in the winding up of CMI and a sale of a CMI's assets by CBA upon an enforcement of their rights under the general security deed may result in a return to CMI (and ultimately its shareholder) significantly lower than could have been achieved by CMI had those assets been sold in the ordinary course of business or had CMI continued trading.

7. Passing the Financial Assistance Resolution

- 7.1. The Financial Assistance Resolution is a special resolution and is set out in the notice to Shareholders that accompanies this Explanatory Statement.

8. Disclosure

- 8.1. The Directors consider that this Explanatory Statement contains all information known to the Company that would be material to the members in deciding if they should vote in favour of the resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the members of the Company.

9. Notice to ASIC

- 9.1. Copies of the notice to members of the special resolution and this Explanatory Statement were lodged with the Australian Securities and Investments Commission before being sent to the members, in accordance with section 260B(5) of the Act.

10. Directors' recommendation

- 10.1. The Directors recommend that Shareholders vote in favour of Resolution 2.

11. Chair's Voting Intention

- 11.1. The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 2.

Enquiries

Shareholders are asked to contact the Company Secretary at jade.cook@sourceservices.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

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

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Company means IPD Group Ltd ACN 111 178 351.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or **"\$"** means Australian dollars.

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

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

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting, including the Explanatory Statement.

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means **Automic Pty Ltd**.

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



ipd group 

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 06 March 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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

PHONE:

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

