

**ASX Announcement  
16 October 2020**

**Access Innovation Holdings Limited (AIM)  
2020 Annual General Meeting**

**Please find enclosed:**

- Notice of meeting
- Proxy Form
- Notice and Access Letter
- Online Meeting Guide

Authorised for release by the Board



Tony Abrahams,  
Chief Executive Officer

**Access Innovation Holdings Limited** ABN 12 122 058 078 ACN 122 058 708

Registered address: LEVEL 6, 277 WILLIAM STREET MELBOURNE VIC 3000 AUSTRALIA  
Principal place of business: LEVEL 1, 103 MILLER STREET NORTH SYDNEY NSW 2060 AUSTRALIA



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**Access Innovation Holdings Limited**  
**ACN 114 612 000**

**Notice of Annual General Meeting**  
**Explanatory Memorandum**

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**Date of Meeting**  
16 November 2020

**Time of Meeting**  
10:00am (AEDT)

## LETTER FROM THE CHAIR

Dear Shareholder

I am pleased to invite you to attend the first Annual General Meeting of Access Innovation Holdings Limited (**AiMedia**) as an ASX-listed company. I enclose the Notice of Meeting, which sets out the items of business, and the Explanatory Memorandum, which explains each of the Resolutions to be considered at the Annual General Meeting (**the Meeting**).

The meeting will be held **as a virtual meeting** at 10.00am (AEDT) on Monday, 16 November 2020.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

Ai-Media has been monitoring the advice of government health authorities regarding the ongoing risks from the COVID-19 outbreak. In light of the social distancing requirements currently in place and the temporary changes in legislation allowing the convening of online, rather than face-to-face, meetings, the Board has decided in the interests of the health and safety of Shareholders, staff and other stakeholders to hold this year's Meeting virtually. Unfortunately, Shareholders will not be able to physically attend the Meeting.

Shareholders may view and participate in the Meeting online and vote through the virtual meeting platform provided by the Company's share registry at <http://web.lumiagm.com/304-99-91> or through the Lumi App (available from the Apple App Store or Google Play Store) using the meeting ID 304-99-91. Further information regarding the online platform (including how to participate, vote and ask questions during the Meeting) is set out in the Online Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

I welcome you to submit your questions in advance of the meeting. If you wish to do so you may email your questions to [investorrelations@ai-media.tv](mailto:investorrelations@ai-media.tv) by 5pm (AEDT) Wednesday 11 November 2020. We hope to address as many questions as possible at the Meeting.

If you have questions in relation to the upcoming Meeting, please contact Sue Sanossian, Company Secretary by phone on +61 2 9000 1111 or by email to [investorrelations@ai-media.tv](mailto:investorrelations@ai-media.tv).

In case you are not able to attend the Meeting online or have difficulties using the virtual Annual General Meeting facilities, the Board encourages you to complete the enclosed Proxy Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your votes online via the share registry's website at [www.investorvote.com.au](http://www.investorvote.com.au).

I look forward to welcoming you to the Annual General Meeting.

Yours faithfully

Deanne Weir  
Chair

Access Innovation Holdings Limited ACN 122 051 001

**Notice of Annual General Meeting**

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Notice is hereby given that an Annual General Meeting of the Shareholders of Access Innovation Holdings Limited ACN 122 051 001 (**AIMedia** or the **Company**) will be held at:

**Time** 10:00am (AEDT)  
**Date** Monday 16 November 2020

The Meeting is being held as a virtual meeting. Details for accessing the Meeting can be found below.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the Resolutions. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary and throughout this Notice of Meeting and Explanatory Memorandum.

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**BUSINESS OF THE MEETING**

**Financial Statements and Report**

To receive and consider the financial report, the Directors' report and the auditor's report for the financial year ended 30 June 2020.

*Note: the Company was not required to include a remuneration report in its Annual Report for the 2020 financial year and accordingly there will be no advisory vote in respect of a remuneration report.*

**Resolution – Re-election of Mr John Martin as Director**

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

*'That John Martin, being a Director who retires by rotation in accordance with Rule 7.1(d)(iv) of the Constitution and Listing Rule 14.5, and being eligible for re-election, be re-elected as a Director of Access Innovation Holdings Limited.'*

The Directors (with Mr Martin abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

**Resolution – Approval of Placement Facility**

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

*'That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.'*

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

**Other business**

To consider any other business which may be properly and lawfully brought before the Annual General Meeting in accordance with the Company's Constitution and the Corporations Act.

For further details regarding each Resolution, Shareholders are referred to the notes to voting and Explanatory Memorandum that accompany, and form part of, this Notice of Meeting.

Dated 14<sup>th</sup> October 2020

By order of the Board of Directors

Sue Sanossian  
Company Secretary

## Notes related to voting

### Entitlement to vote and how to vote/attend

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In accordance with Regulation 11.3 of the *Corporations Regulations 2001* (Cth), the Board has determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 11:00pm (AEDT) on Saturday, 14 November 2020.

You may vote by attending the Meeting online or by proxy or duly authorised representative.

The meeting will be held virtually at 10:00am (AEDT) on Monday, 16 November 2020. Shareholders or their proxyholders, attorneys or corporate representatives may view and participate in the Meeting online and vote through the virtual meeting platform provided by the Company's share registry at <http://web.lumiagm.com/3049991> or through the Lumi App (available from the Apple App Store or Google Play Store) using the meeting ID 304-99-91.

Detailed instructions on how to log into the platform and vote and ask questions are set out in the Online Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

To log in to, to view and participate in (including to submit votes and questions in real time during) the Meeting, Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia, or for overseas residents it is your 3 character country code set out in the Online Meeting Guide referred to above).

Proxyholders will need their unique username and password which may be obtained by contacting the Company's Share Registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Voting will be open until the Chair closes the Meeting. All resolutions will be determined by a poll. The virtual meeting platform will facilitate online voting in real time at the meeting.

The results of the voting on Resolutions requiring a Shareholder vote will be announced to the ASX promptly after the Meeting.

Whilst Shareholders are able to vote in real time, Shareholders are encouraged to lodge a proxy ahead of time. You may lodge your vote online in advance of the AGM by visiting [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively, you may submit your proxy form by mail, fax or delivery to the share registry.

### Voting exclusions

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None of the Resolutions are subject to an applicable voting exclusion or prohibition.

### Voting by proxy

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Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 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.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting, so that it is received by no later than 10:00am (AEDT) on Saturday, 14 November 2020 at:

Online [www.investorvote.com.au](http://www.investorvote.com.au)

By mail: Access Innovation Holdings Limited  
c/- Computershare Investor Services Pty Ltd  
GPO Box 242  
MELBOURNE VIC 3001  
Australia

By fax: 1 800 3 44 within Australia or  
+61 3 94 2555 outside Australia

### **Appointing a body corporate as proxy**

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 the commencement of the Meeting.

### **Your Proxy Form is enclosed**

The Proxy Form is an important document. Please read it carefully.

If you are unable to attend the virtual Annual General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on the Proxy Form.

### **Chair's intention regarding undirected proxies**

The Chair intends to vote all proxies without voting instructions that are exercisable by the Chair of the Meeting in favour of each Resolution.

## **4 Corporate representatives and attorneys**

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A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and the representative should be provided with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder's or proxy's representative.

The representative should send evidence of his or her appointment to the Company (address above) in advance of the Meeting (including any authority under which it has been signed).

Any Shareholder entitled to vote at the Meeting may appoint an attorney to act on its behalf at the Meeting. An attorney may but need not be a member of the Company. Any attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed (or a certified copy) are received by the Company in the same manner, and by the same time, as outlined for Proxy Forms.

### **Questions for the Auditor**

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Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the auditor's report for the year ended 30 June 2020 or the conduct of its audit of the Company's financial report for the year ended 30 June 2020.

Relevant written questions for the Auditor must be received by the Company by no later than 5.00pm (AEDT) on Wednesday 11 November 2020. Please send any written questions to:

Company Secretary, Sue Sanossian c/- [investorrelations@ai-media.tv](mailto:investorrelations@ai-media.tv).

## Explanatory Memorandum

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This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the forthcoming Annual General Meeting.

### Financial Statements and Reports

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The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report for the Company for the year end 30 June 2020 be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions with respect to these reports at the Meeting.

In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's annual report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's annual report on the Company's website or may request a copy from the Company at any time.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

### Resolution – Re-election of John Martin as a Director

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John Martin was appointed as a Director of the Company in 2010.

#### Constitution and ASX Listing Rule 4

Listing Rule 14.5 provides that a company which has directors must hold an election of directors at each annual general meeting.

The note to Listing Rule 14.5 states as follows:

*Note: This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election. Typically an entity will do this by calling for a volunteer or by drawing lots.*

Rule 1(d)(iv) of the Constitution provides that, where the ASX Listing Rules require an election to be held and no Director would otherwise be required to submit for election or re-election (under Rules 1(d)(i) or (ii)), a Director who wishes to retire and offer himself or herself for re-election may do so. As at the time of this Meeting, there are no Directors required to retire under Rules 1(d)(i) or (ii) of the Constitution.

In accordance with Rule 1(d)(iv) of the Constitution and Listing Rule 14.5, Mr Martin retires as Director and offers himself for re-election as a Director at this Meeting.

#### Biography of Mr John Martin

John Martin joined the Board in 2010 and served as the company's first Chairman until 2013. He is an experienced company director and business executive having served as CEO and director of ASX-listed Babcock & Brown Communities, Primelife and Regeneus. Mr Martin is a former corporate and executive partner of the law firm Allens where he specialised in M&A, fundraising and corporate advisory. He is a Non-Executive Director of ASX-listed investment company, Concentrated Leaders Fund; national law firm, Sparke Helmore; biotech company, Biopoint; and wireless technology company, Lokket. Mr Martin is a member of the Australian Institute of Company Directors.



## Recommendation

The Directors (with Mr Martin abstaining) unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

## Resolution 1 – Approval of 10% Placement Facility

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The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility to provide the Company with additional flexibility to issue Equity Securities in appropriate circumstances. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 11A.2 (described further below).

### ASX Listing Rule 11A

Broadly speaking, and subject to a number of exceptions, Listing Rule 11.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 11A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 2 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 11A to issue Equity Securities without further Shareholder approval (10% Placement Facility).

If Resolution 2 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 11.1 and 11A without any further Shareholder approval.

If Resolution 2 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 11A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 11.1.

### Further requirements of ASX Listing Rule 11A

#### Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 11A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 2 will be 16 November 2021);
- the time and date of the Company's 2021 annual general meeting; or
- the date of the approval by holders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

("10% Placement Period").

#### Class of Equity Securities issued under ASX Listing Rule 11A

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has only one quoted class of Equity Security, being Shares.

### Issue price of Equity Securities issued under ASX Listing Rule 3.1A

The issue price of Equity Securities issued under ASX Listing Rule 3.1A must be not less than 5% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(the “Minimum Price”).

### ASX Listing Rule 3.1A4

ASX Listing Rule 3.1A.4 requires the Company to give to ASX the information required by ASX Listing Rule 3.10.5A when it issues Equity Securities under ASX Listing Rule 3.1A.

### Formula for calculating Placement Facility

ASX Listing Rule 3.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$A \times D -$$

Where:

- A = The number of fully paid ordinary shares on issue at the commencement of the 12 months immediately preceding the date of issue or agreement to issue (the relevant period):
- plus the number of fully paid ordinary securities issued in the relevant period under an exception to ASX Listing Rule 3.2 other than exception 9, 16 or 17;
  - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 3.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue the convertible securities was approved, or taken under the Listing Rules to have been approved, under ASX Listing Rule 3.1 or 3.4;
  - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 3.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under ASX Listing Rule 3.1 or 3.4;
  - plus the number of fully paid ordinary securities issued in the relevant period with shareholder approval under Listing Rule 3.1 and 3.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
  - plus the number of partly paid ordinary securities that became fully paid in the relevant period;
  - less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D ☐ 10☐

E ☐ the number of Equity Securities issued or agreed to be issued under ASX Listing Rule ☐1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule ☐4.

#### ☐☐☐ **Specific information required ☐y ASX Listing Rule ☐☐☐A**

Pursuant to ASX Listing Rule ☐3A, the following information is provided in relation to Resolution 2:

##### **Placement Period**

If Shareholder approval is granted for Resolution 2, that approval will expire at the end of the 10☐ Placement Period.

The approval under ASX Listing Rule ☐1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

##### **Minimum Price**

The Equity Securities will be issued at an issue price of not less than the Minimum Price.

##### **Purpose**

The Company may seek to issue the Equity Securities for cash consideration, in order to raise funds for the acquisition of new assets or investments (including expenses associated with such acquisitions), to expedite development of the Company's business and for general working capital.

##### **Dilution**

Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10☐ Placement Facility, including the risk that:

- the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the meeting where approval is sought (i.e. the date of this Meeting); and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 10☐ Placement Facility will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule ☐1A.2 on the basis of the market price of Shares (as at close of trade on Tuesday, 13 October 2020 ("**Issue Price**")) and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10☐ Placement Facility.

Number of Shares on issue Variable "A" in ASX Listing Rule 11A		Dilution		
		50% decrease in Issue Price	100% Issue Price	150% increase in Issue Price
Current Variable A 144,300,061	10% voting dilution (shares)	14,430,006	14,430,006	14,430,006
	Funds raised	\$229,530,020	\$16,459,006.04	\$32,910,152.00
50% increase in current Variable A 216,566,092	10% voting dilution (shares)	21,656,609	21,656,609	21,656,609
	Funds raised	\$12,344,300.03	\$24,600,614.06	\$49,300,220.12
100% increase in current Variable A 200,055,022	10% voting dilution (shares)	20,005,502	20,005,502	20,005,502
	Funds raised	\$16,459,006.04	\$32,910,152.00	\$65,036,304.16

The table also shows two examples of where:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval, for example, a pro rata entitlement offer or future specific placements under Listing Rule 11 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Issue Price.

The table above has been prepared on the following additional assumptions:

- the Company issues the maximum number of Shares available under the 10% Placement Facility; and
- the table shows only the effect of issues of Shares under ASX Listing Rule 11A, not under the 15% placement capacity under ASX Listing Rule 11.

### Allocation

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However the allottees could consist of current Shareholders or new investors (or both).

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a range of factors including:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including the financial situation and solvency of the Company;

- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

**Prior approval**

The Company has not previously sought Shareholder approval under ASX Listing Rule 1A.

**Voting exclusion statement**

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 1A2. Accordingly, there is no exclusion statement in respect of Resolution 2.

**4 Recommendation**

Resolution 2 is a special resolution and therefore requires approval of 5% of the votes cast by Shareholders at the Meeting (whether voting online, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

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## Glossary

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In the Notice of Meeting and this Explanatory Memorandum the following defined terms have the following meanings:

□□□ **Placement Facility** has the meaning given to that term in Section 3.1 of this Explanatory Memorandum.

□□□ **Placement Period** has the meaning given to that term in Section 3.2 of this Explanatory Memorandum.

**Annual General Meeting** or **Meeting** means the annual general meeting of Shareholders convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investments Commission.

**Associate** has the meaning given in the ASX Listing Rules.

**ASX** means ASX Limited or the securities exchange market operated by it, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the official listing rules of ASX.

□**oard** means the board of Directors of the Company.

**Chair** means the chair of the Meeting.

**Company** or **AiMedia** means Access Innovation Holdings Limited ACN 122 051 001.

**Constitution** means the Company's constitution.

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

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

□□**uity Securities** has the meaning given in the ASX Listing Rules.

**Minimum Price** has the meaning given to that term in Section 3.2 of this Explanatory Memorandum.

□**otice oMeeting** or □**otice** means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

**Resolution** means a resolution contained in the Notice of Meeting.

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

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

**Trading Day** means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.

□**WAP** means volume weighted average market price.

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## Proxy Form

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AIM

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Saturday, 14 November 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Access Innovation Holdings Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Access Innovation Holdings Limited to be held as a virtual meeting on Monday, 16 November 2020 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

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

	For	Against	Abstain
1 Re-election of John Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

A I M

2 6 9 2 3 4 A



Computershare



AIM

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Saturday, 14 November 2020.**

# Access Innovation Holdings Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

## Meeting date and location:

The Annual General Meeting of Access Innovation Holdings Limited will be a virtual meeting, which will be conducted online on Monday, 16 November 2020 at 10:00am (AEDT).

## Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

**To participate online you will need to visit [web.lumiagm.com/304799791](http://web.lumiagm.com/304799791) on your smartphone, tablet or computer.**

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

## Access the meeting documents and lodge your proxy online:

### Online:

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in you must have the following information

#### Meeting ID

Meeting ID as provided in the Notice of Meeting.

#### Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

#### Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

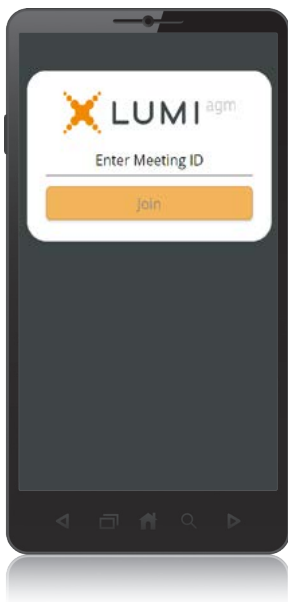
A full list of country codes is provided at the end of this guide.

#### Appointed Proxies

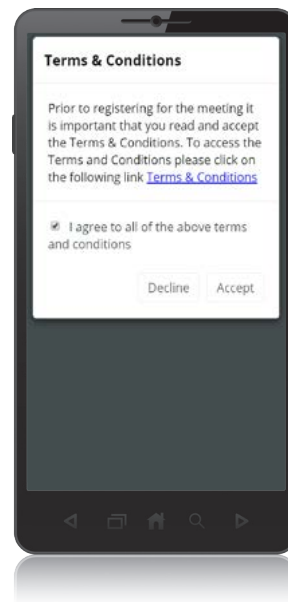
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting

- To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- To proceed into the meeting, you will need to read and accept the Terms & Conditions



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



- 4 To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the SRN or HIN field enter your username and in the Postcode or Country Code field enter your password.







- To register as a guest, select 'Guest' and enter your name and email address.



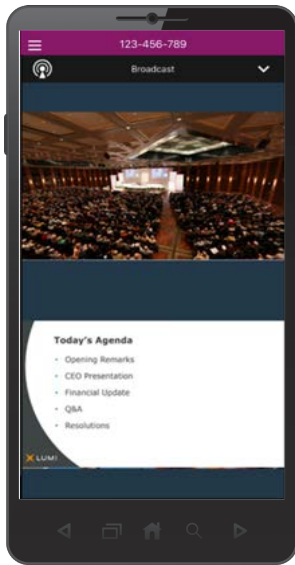
- Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.




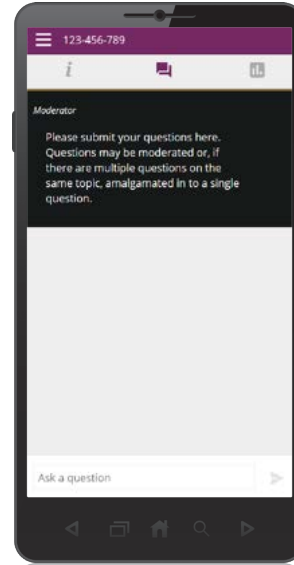
## Icon descriptions


-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

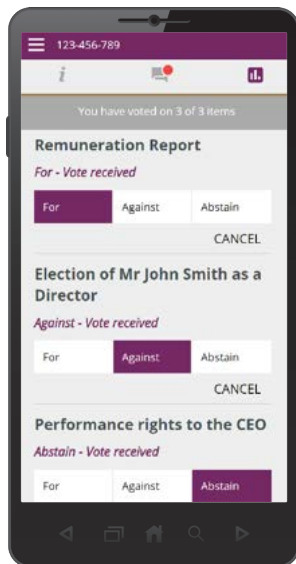
- To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.







- To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- When the Chair declares the poll open:
    - > A voting icon  will appear on screen and the meeting resolutions will be displayed
    - > To vote, tap one of the voting options. Your response will be highlighted
    - > To change your vote, simply press a different option to override
- The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

**For Assistance**  
If you require assistance before or during the meeting please call +61 3 9415 4024

## COUNTRY CODES Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

<b>ABW</b> ARUBA	<b>DEU</b> GERMANY	<b>KHM</b> CAMBODIA	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>TJK</b> TAJIKISTAN
<b>AFG</b> AFGHANISTAN	<b>DJI</b> DJIBOUTI	<b>KIR</b> KIRIBATI	<b>PRT</b> PORTUGAL	<b>TKL</b> TOKELAU
<b>AGO</b> ANGOLA	<b>DMA</b> DOMINICA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRY</b> PARAGUAY	<b>TKM</b> TURKMENISTAN
<b>AIA</b> ANGUILLA	<b>DNK</b> DENMARK	<b>KOR</b> KOREA REPUBLIC OF	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>TLS</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>DOM</b> DOMINICAN REPUBLIC	<b>KWT</b> KUWAIT	<b>PYF</b> FRENCH POLYNESIA	<b>TMP</b> EAST TIMOR
<b>ALB</b> ALBANIA	<b>DZA</b> ALGERIA	<b>LAO</b> LAO PDR	<b>QAT</b> QATARPL NEPAL	<b>TON</b> TONGA
<b>AND</b> ANDORRA	<b>ECU</b> ECUADOR	<b>LBN</b> LEBANON	<b>NRU</b> NAURU	<b>TTO</b> TRINIDAD & TOBAGO
<b>ANT</b> NETHERLANDS ANTILLES	<b>EGY</b> EGYPT	<b>LBR</b> LIBERIA	<b>NZL</b> NEW ZEALAND	<b>TKM</b> TURKMENISTAN
<b>ARE</b> UNITED ARAB EMIRATES	<b>ERI</b> ERITREA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>OMN</b> OMAN	<b>TLS</b> EAST TIMOR DEMOCRATIC REP OF
<b>ARG</b> ARGENTINA	<b>ESH</b> WESTERN SAHARA	<b>LCA</b> ST LUCIA	<b>PAK</b> PAKISTAN	<b>TMP</b> EAST TIMOR
<b>ARM</b> ARMENIA	<b>ESP</b> SPAIN	<b>LIE</b> LIECHTENSTEIN	<b>PAN</b> PANAMA	<b>TON</b> TONGA
<b>ASM</b> AMERICAN SAMOA	<b>EST</b> ESTONIA	<b>LKA</b> SRI LANKA	<b>PCN</b> PITCAIRN ISLANDS	<b>TTO</b> TRINIDAD & TOBAGO
<b>ATA</b> ANTARCTICA	<b>ETH</b> ETHIOPIA	<b>LSO</b> LESOTHO	<b>PER</b> PERU	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>FIN</b> FINLAND	<b>LTU</b> LITHUANIA	<b>PHL</b> PHILIPPINES	<b>UGA</b> UGANDA
<b>ATG</b> ANTIGUA AND BARBUDA	<b>FJI</b> FIJI	<b>LUX</b> LUXEMBOURG	<b>PLW</b> PALAU	<b>UKR</b> UKRAINE
<b>AUS</b> AUSTRALIA	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>LVA</b> LATVIA	<b>PNG</b> PAPUA NEW GUINEA	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>AUT</b> AUSTRIA	<b>FRA</b> FRANCE	<b>MAC</b> MACAO	<b>POL</b> POLAND	<b>URY</b> URUGUAY
<b>AZE</b> AZERBAIJAN	<b>FRO</b> FAROE ISLANDS	<b>MAF</b> ST MARTIN	<b>PRI</b> PUERTO RICO	<b>USA</b> UNITED STATES OF AMERICA
<b>BDI</b> BURUNDI	<b>FSM</b> MICRONESIA	<b>MAR</b> MOROCCO	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>UZB</b> UZBEKISTAN
<b>BEL</b> BELGIUM	<b>GAB</b> GABON	<b>MCO</b> MONACO	<b>PRT</b> PORTUGAL	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>BEN</b> BENIN	<b>GBR</b> UNITED KINGDOM	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>PRY</b> PARAGUAY	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>BFA</b> BURKINA FASO	<b>GEO</b> GEORGIA	<b>MDG</b> MADAGASCAR	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>VEN</b> VENEZUELA
<b>BGD</b> BANGLADESH	<b>GGY</b> GUERNSEY	<b>MDV</b> MALDIVES	<b>PYF</b> FRENCH POLYNESIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BGR</b> BULGARIA	<b>GHA</b> GHANA	<b>MEX</b> MEXICO	<b>QAT</b> QATAR	<b>VIR</b> US VIRGIN ISLANDS
<b>BHR</b> BAHRAIN	<b>GIB</b> GIBRALTAR	<b>MHL</b> MARSHALL ISLANDS	<b>REU</b> REUNION	<b>VNM</b> VIETNAM
<b>BHS</b> BAHAMAS	<b>GIN</b> GUINEA	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>ROU</b> ROMANIA	<b>VUT</b> VANUATU
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GLP</b> GUADELOUPE	<b>MLI</b> MALI	<b>RUS</b> RUSSIAN FEDERATION	<b>WLF</b> WALLIS AND FUTUNA
<b>BLM</b> ST BARTHELEMY	<b>GMB</b> GAMBIA	<b>MLT</b> MALTA	<b>RWA</b> RWANDA	<b>WSM</b> SAMOA
<b>BLR</b> BELARUS	<b>GNB</b> GUINEA-BISSAU	<b>MMR</b> MYANMAR	<b>SAU</b> SAUDI ARABIA KINGDOM OF	<b>YEM</b> YEMEN
<b>BLZ</b> BELIZE	<b>GNQ</b> EQUATORIAL GUINEA	<b>MNE</b> MONTENEGRO	<b>SCG</b> SERBIA AND MONTENEGRO	<b>YMD</b> YEMEN DEMOCRATIC
<b>BMU</b> BERMUDA	<b>GRC</b> GREECE	<b>MNG</b> MONGOLIA	<b>SDN</b> SUDAN	<b>YUG</b> YUGOSLAVIA SOCIALIST FED REP
<b>BOL</b> BOLIVIA	<b>GRD</b> GRENADA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>SEN</b> SENEGAL	<b>ZAF</b> SOUTH AFRICA
<b>BRA</b> BRAZIL	<b>GRL</b> GREENLAND	<b>MOZ</b> MOZAMBIQUE	<b>SGP</b> SINGAPORE	<b>ZAR</b> ZAIRE
<b>BRB</b> BARBADOS	<b>GTM</b> GUATEMALA	<b>MRT</b> MAURITANIA	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL	<b>ZMB</b> ZAMBIA
<b>BRN</b> BRUNEI DARUSSALAM	<b>GUF</b> FRENCH GUIANA	<b>MSR</b> MONTSERRAT	<b>SHN</b> ST HELENA	<b>ZWE</b> ZIMBABWE
<b>BTN</b> BHUTAN	<b>GUM</b> GUAM	<b>MTQ</b> MARTINIQUE	<b>SJM</b> SVALBARD & JAN MAYEN	
<b>BUR</b> BURMA	<b>GUY</b> GUYANA	<b>MUS</b> MAURITIUS	<b>SLB</b> SOLOMON ISLANDS	
<b>BVT</b> BOUVET ISLAND	<b>HKG</b> HONG KONG	<b>MWI</b> MALAWI	<b>SLE</b> SIERRA LEONE	
<b>BWA</b> BOTSWANA	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>MYS</b> MALAYSIA	<b>SLV</b> EL SALVADOR	
<b>BLR</b> BELARUS	<b>HND</b> HONDURAS	<b>MYT</b> MAYOTTE	<b>SMR</b> SAN MARINO	
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>HRV</b> CROATIA	<b>NAM</b> NAMIBIA	<b>SOM</b> SOMALIA	
<b>CAN</b> CANADA	<b>HTI</b> HAITI	<b>NCL</b> NEW CALEDONIA	<b>SPM</b> ST PIERRE AND MIQUELON	
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>HUN</b> HUNGARY	<b>NER</b> NIGER	<b>SRB</b> SERBIA	
<b>CHE</b> SWITZERLAND	<b>IDN</b> INDONESIA	<b>NFK</b> NORFOLK ISLAND	<b>STP</b> SAO TOME AND PRINCIPE	
<b>CHL</b> CHILE	<b>IMN</b> ISLE OF MAN	<b>NGA</b> NIGERIA	<b>SUR</b> SURINAME	
<b>CHN</b> CHINA	<b>IND</b> INDIA	<b>NIC</b> NICARAGUA	<b>SVK</b> SLOVAKIA	
<b>CIV</b> COTE D'IVOIRE	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NIU</b> NIUE	<b>SVN</b> SLOVENIA	
<b>CMR</b> CAMEROON	<b>IRL</b> IRELAND	<b>NLD</b> NETHERLANDS	<b>SWE</b> SWEDEN	
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>NOR</b> NORWAY	<b>SWZ</b> SWAZILAND	
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>IRQ</b> IRAQ	<b>PL</b> NEPAL	<b>SYC</b> SEYCHELLES	
<b>COK</b> COOK ISLANDS COL COLOMBIA	<b>ISL</b> ICELAND	<b>NRU</b> NAURU	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>COM</b> COMOROS	<b>ISM</b> BRITISH ISLES	<b>NZL</b> NEW ZEALAND	<b>TCA</b> TURKS AND CAICOS ISLANDS	
<b>CPV</b> CAPE VERDE	<b>ISR</b> ISRAEL	<b>OMN</b> OMAN	<b>TCO</b> CHAD	
<b>CRI</b> COSTA RICA	<b>ITA</b> ITALY	<b>PAK</b> PAKISTAN	<b>TGO</b> TOGO	
<b>CUB</b> CUBA	<b>JAM</b> JAMAICA	<b>PAN</b> PANAMA	<b>THA</b> THAILAND	
<b>CXR</b> CHRISTMAS ISLAND	<b>JEY</b> JERSEY	<b>PCN</b> PITCAIRN ISLANDS		
<b>CYM</b> CAYMAN ISLANDS	<b>JOR</b> JORDAN	<b>PER</b> PERU		
<b>CYP</b> CYPRUS	<b>JPN</b> JAPAN	<b>PHL</b> PHILIPPINES		
<b>CZE</b> CZECH REPUBLIC	<b>KAZ</b> KAZAKHSTAN	<b>PLW</b> PALAU		
	<b>KEN</b> KENYA	<b>PNG</b> PAPUA NEW GUINEA		
	<b>KGZ</b> KYRGYZSTAN	<b>POL</b> POLAND		
		<b>PRI</b> PUERTO RICO		