

## ASX Announcement

19 April 2024

### 2024 Notice of Annual General Meeting

Appen Limited (ASX: APX) today provides the attached 2024 Notice of Annual General Meeting (AGM) and Voting/Proxy Forms. The AGM is being held on Friday, 24 May 2024 commencing at 10.00am (Sydney time) at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Further information on the AGM, including the attached Notice of Meeting and forms, is available on Appen's website at [www.appen.com/investors/agm](http://www.appen.com/investors/agm)

**Authorised for release by the Board of Appen Limited.**

**For further information, please contact:**

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### About Appen

Appen is a global market leader in data for the AI Lifecycle. With over 28 years of experience in data sourcing, data annotation, and model evaluation by humans, we enable organisations to launch the world's most innovative artificial intelligence systems.

Our expertise includes a global crowd of more than 1 million skilled contractors who speak over 500 languages<sup>1</sup>, in over 200 countries<sup>2</sup>, as well as our advanced AI data platform. Our products and services give leaders in technology, automotive, financial services, retail, healthcare, and governments the confidence to launch world-class AI products.

Founded in 1996, Appen has customers and offices globally.

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<sup>1</sup> Self-reported.

<sup>2</sup> Self-reported, include territories.

# Appen

# 2024

## Notice of Annual General Meeting

Friday 24 May 2024  
10:00am (AEST)

Appen Limited ACN 138 878 298

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## Participation in the AGM

The Annual General Meeting (**AGM**) of Appen Limited (**Appen** or **Company**) will be held on Friday, 24 May 2024 commencing at 10.00am (AEST) at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Shareholders can participate in the AGM in the following ways:

### Before the AGM

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#### AGM Notice of Meeting

Access online at [www.appen.com/investors/agm](http://www.appen.com/investors/agm)

Request a hard copy Notice of Meeting by phone +61 1300 554 474 or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

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#### Vote or appoint proxy

Return the hard copy Voting/Proxy Form or vote online at [vote.linkmarketservices.com/APX](http://vote.linkmarketservices.com/APX)

To be valid, your vote or proxy appointment must be received by **10.00am (AEST)** on **Wednesday, 22 May 2024**.

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#### Ask a question or make a comment

Submit questions and comments online at [vote.linkmarketservices.com/APX](http://vote.linkmarketservices.com/APX) by 5.00pm, Monday, 20 May 2024.

### At the AGM

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#### Attend the AGM in person

The AGM will be held at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

#### Join the AGM Webinar


Access the webinar at <https://webcast.openbriefing.com/apx-agm-2024/>

Please note, you will not be able to vote, submit questions or make comments on the webinar.

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**If you would like to receive a printed copy of this Notice or any future notices, please contact the Share Registry on +61 1300 554 474.**



This is an interactive PDF. The best way to view this document is with Adobe Acrobat. Click on the links on the contents page or use the  home button in the header to navigate this document.



# Chair's message

19 April 2024

Dear Shareholder,

It is my pleasure to invite you to attend the Annual General Meeting (**AGM**) of Appen Limited (**Appen**). The AGM will be held on Friday, 24 May 2024, commencing at 10.00am (AEST) at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000. You will also have the opportunity to view the AGM via the webinar at <https://webcast.openbriefing.com/apx-agm-2024/>. Please note that you will not be able to vote, ask questions or make comments on the webinar. After the AGM, a recording of the Meeting will be placed on our website at [www.appen.com/investors/agm](http://www.appen.com/investors/agm)

## Participating in the AGM

The Notice of Meeting for the AGM outlines the items of business that we will put to Shareholders for consideration. This year there are eight items of business. Shareholders are encouraged to read the Notice of Meeting (including the Explanatory Memorandum) and the Voting/Proxy Form and consider how to vote on each resolution related to the items of business of the AGM. Background information on each item is contained in the Explanatory Memorandum. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Appen recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online or appoint a proxy to participate on your behalf no later than 10.00 (AEST) on Wednesday, 22 May 2024.

Shareholders will have the opportunity to submit questions or make comments to the Company or auditor prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Meeting.

I encourage you to read our 2023 Annual Report, which provides a detailed overview of Appen's performance last year. A copy of the report is available on our website at [www.appen.com/investors/annual-reports](http://www.appen.com/investors/annual-reports).

## Welcome to the AGM

Thank you for your continued support of Appen and commitment to our Company. The AGM is an important Shareholder event. I look forward to welcoming you to the AGM and to this opportunity to engage with Shareholders to hear your views. My address and that of the CEO will be lodged with the ASX and made available on Appen's website on the day, prior to the commencement of the meeting.

Yours sincerely,

**Richard Freudenstein**  
Chair

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# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Appen Limited (**Appen** or the **Company**) will be held at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000 on Friday, 24 May 2024 at 10.00am (AEST) (**Meeting**). The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Voting/Proxy Form comprise part of this Notice.

## Items of business

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### Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 December 2023.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2023 at <https://appen.com/annual-reports/>.

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### Item 2: Remuneration Report

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

*"To adopt the Remuneration Report for the year ended 31 December 2023."*

#### Notes:

- (i) In accordance with section 250R of the *Corporations Act 2001* (Cth), the vote on this resolution will be advisory only and will not bind the directors or the Company.
  - (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).
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### Item 3: Re-election of director – Ms Robin Low

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Ms Robin Low, being a director who is retiring in accordance with clause 68 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company."*

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### Item 4: Re-election of director – Ms Vanessa Liu

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Ms Vanessa Liu, being a director who is retiring in accordance with clause 68 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a director of the Company."*



# Notice of Annual General Meeting

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## Item 5: Grant of long term incentive performance rights to Mr Ryan Kolln, Chief Executive Officer and Managing Director (CEO and Managing Director)

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 7,049,667 Performance Rights to Mr Ryan Kolln, the Chief Executive Officer and Managing Director of the Company, and the subsequent allocation of Shares on the vesting of such Performance Rights, in respect of the FY24 Long Term Incentive made in accordance with the terms of the Appen Long Term Incentive Plan – Terms and Conditions, and as set out in the Explanatory Memorandum to this Notice of Meeting.”*

**Note:** A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

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## Item 6: Ratification of prior issue of Shares under the Placement

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company of 11,553,236 Shares at A\$0.55 per Share under the Placement, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

**Note:** A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

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## Item 7: Ratification of prior issue of Shares and Warrants to vendors of Quadrant

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company of 7,774,816 Shares and 2,591,598 Warrants to various vendors of Quadrant Global Pte Ltd, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

**Note:** A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

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## Item 8: Approval of the Appen Long Term Incentive Plan – Terms and Conditions and the subsequent issue of securities under that plan

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve the Appen Long Term Incentive Plan – Terms and Conditions and the subsequent issue of securities under that Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

**Note:** A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

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# Voting Procedures

## All resolutions will be by poll

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In accordance with clause 62.3 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

## Entitlement to vote

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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 of the Company as at 7.00pm (AEST) on Wednesday, 22 May 2024 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## How to vote – before the AGM

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### Direct vote – using the Voting/Proxy Form

In accordance with clause 64.1 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 10.00am (AEST) on Wednesday, 22 May 2024** by returning the hard copy Voting/Proxy Form or by voting online (further details below).

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The Appen Direct Voting Regulations governing direct voting are available on the Appen website at **www.appen.com** (under Investors). By submitting a direct vote, you agree to be bound by the Appen Direct Voting Regulations.

### Appointment of proxy

A Shareholder who is entitled to vote at the Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2, 5, and 8 (see the Explanatory Memorandum below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.



# Voting Procedures

## Submitting your Voting/Proxy Form

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To be valid, a Voting/Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting/Proxy Form not received in this manner.

To be effective, Voting/Proxy Forms must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than** 10.00am (AEST) on Wednesday, 22 May 2024 (**Proxy Deadline**). After this time, you will still be able to vote by attending the Meeting.

Voting/Proxy Forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry Investor Centre at [vote.linkmarketservices.com/APX](https://vote.linkmarketservices.com/APX). You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting/Proxy Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** Link Market Services Limited at:
  - (i) Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW, or
  - (ii) Level 12, 680 George Street, Sydney NSW 2000.

Voting/Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

## Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

## Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Appen's share registry or online at <https://investorcentre.linkgroup.com>.

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# Voting Procedures

## How to vote – during the AGM

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### Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person are able to vote and ask questions or make comments, at the Meeting.

### Proxy voting by the Chair

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For Item 2 (Remuneration Report), Item 5 (Grant of long term incentive performance rights to Mr Ryan Kolln, Chief Executive Officer and Managing Director (**CEO and Managing Director**)), and Item 8 (Approval of the Appen Long Term Incentive Plan – Terms and Conditions and the subsequent issue of securities under that Incentive Plan) where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2, 5, and 8 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2, 5, and 8 are connected with the remuneration of Key Management Personnel (**Key Management Personnel or KMP**).

The Chair intends to vote all undirected proxies in favour of resolutions in Items 2 to 8 in the Notice of Meeting.

### Submitting questions or comments

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#### Before the AGM

Shareholders can submit questions or make comments in advance of the AGM via the share registry website at [vote.linkmarketservices.com/APX](https://vote.linkmarketservices.com/APX).

Please submit any questions or comments by 5.00pm (AEST) Monday, 20 May 2024.

Questions and comments will be collated and, during the AGM, the Chair and/or CEO will seek to address as many of the frequently raised topics as possible. Please note that individual responses will not be sent to Shareholders.

#### During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the Meeting in person will be able to ask questions or make comments during the Meeting.

BY ORDER OF THE BOARD



**Carl Middlehurst**  
Company Secretary

19 April 2024

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# Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 10.00am (AEST) on Friday, 24 May 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of the resolutions in Items 2 to 8. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 to 8.

The resolutions in Items 3, 4, 5, 6, 7, and 8 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

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## Item 1: Financial statements and reports

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**) the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting. The Financial Report contains the financial statements of Appen Limited and its subsidiaries.

There is no requirement for a formal resolution on this item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company, and to ask questions about, or make comments on, the Remuneration Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

## Item 2: Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report, which forms part of the Directors Report on pages 62-85 of the Company's Annual Report for the year ended 31 December 2023 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2023 Annual Report is available at: <https://appen.com/annual-reports/>.

As provided by section 250R(3) of the *Corporations Act*, the resolution on this item of business is advisory and non-binding. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies. During discussion of the items of business, there will be an opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report.

# Explanatory Memorandum

## Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

(a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's Remuneration Report, or

(b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting/Proxy Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

## Board recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 2.

## Item 3: Re-election of director – Ms Robin Low

Clause 68.1 of the Constitution and ASX Listing Rule 14.4 states that a Director must not hold office without re-election past the third AGM following the Director's appointment or last election date, or for more than three years whichever is the longer. Ms Low was appointed as a Director on 30 October 2014 and was last re-elected by Shareholders at the annual general meeting held on 28 May 2021.

Robin has extensive finance, risk and business experience from her 28-year career at PricewaterhouseCoopers where she was a partner specialising in assurance and risk, mainly in financial services. She was previously deputy chair of the Auditing and Assurance Standards Board.

Robin is an experienced non-executive director, holding other current ASX directorships with IPH Limited and Articore Limited. Her previous ASX board roles included CSG Limited, AUB Group Limited and Marley Spoon SE.

Robin is also a director of the Guide Dogs NSW/ACT and the Sax Institute, a member of Anacacia's Business Advisory Council and she is a member of the Audit Committee for the University of NSW.

Robin has a Bachelor of Commerce from the University of New South Wales and is a Fellow of the Institute of Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors.

Robin is chair of the Audit and Risk Management Committee.

Having regard to the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) (**ASX Principles**), the Board (with Ms Low abstaining) considers Ms Low to be an independent director.

## Board recommendation

The Board (with Ms Low abstaining) supports the election of Ms Low and recommends that Shareholders vote **FOR** Ms Low's re-election as a Director of the Company.



# Explanatory Memorandum

## Item 4: Re-election of director – Ms Vanessa Liu

Clause 68.2 of the Constitution states that one-third of Directors must retire at each annual general meeting. To meet the Constitutional requirement Ms Liu has agreed to offer herself for re-election at this Meeting. Ms Liu was appointed as an independent non-executive Director on 27 March 2019 and was last re-elected by Shareholders at the annual general meeting held on 27 May 2022.

Vanessa is an accomplished professional with a diverse background in venture capital, digital media and consulting. She has deep expertise of emerging technology trends and enterprise uptake of artificial intelligence, especially in the US market.

Vanessa is the founder and CEO of Sugarwork, a SaaS technology platform that enables companies to capture tacit knowledge during workforce transitions. She was most recently the Vice President of SAP.iO, the early stage venture arm of SAP which invests in and accelerates startups in enterprise technology. In that role, she oversaw SAP.iO's North American Foundries in New York and San Francisco and accelerated a portfolio of 87 enterprise tech startups.

Before SAP, Vanessa was the Chief Operating Officer at Trigger Media Group, a \$22 million digital media incubator. In her role, she co-founded, incubated and oversaw business operations and strategic initiatives of Trigger's portfolio companies: InsideHook (the essential digital lifestyle guide) and Fevo (SaaS technology bringing friends and networks together for group experiences at live events).

Previously, Vanessa was an Associate Partner at McKinsey & Company's Media and Entertainment Practice, based in Amsterdam, London and New York. In this role, Vanessa was responsible for serving clients in a variety of media and high tech sectors including online advertising, magazine and newspaper publishing, television, video content production, and information services, particularly on issues of digital media strategy, emerging market strategy, growth and innovation.

Vanessa graduated *magna cum laude* with an AB in psychology from Harvard University and *cum laude* with a JD from Harvard Law School. She was a Fulbright Scholar at Universiteit Utrecht in the Netherlands where she conducted independent research on the International War Crimes Tribunal for the Former Yugoslavia and the International Court of Justice. She served as President of the Harvard Alumni Association.

She currently serves on the board of Goodman Group.

Vanessa is a member of the Audit and Risk Management Committee.

Having regard to the ASX Principles, the Board (with Ms Liu abstaining) considers Ms Liu to be an independent director.

### Board recommendation

The Board (with Ms Liu abstaining) supports the re-election of Ms Liu and recommends that Shareholders vote **FOR** Ms Liu's re-election as a Director of the Company.

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# Explanatory Memorandum

## Item 5: Grant of long term incentive performance rights to Mr Ryan Kolln, CEO and Managing Director

ASX Listing Rule 10.14 provides that the Company must not permit any directors to acquire securities under an employee incentive scheme without the approval of Shareholders.

Accordingly, Item 5 seeks the approval by Shareholders pursuant to ASX Listing Rule 10.14 to grant Performance Rights to Mr Kolln, Chief Executive Officer and Managing Director (**CEO and Managing Director**) of the Company, in respect of the long term incentive (**LTI**) component of his remuneration for the year ended 31 December 2024 (**FY24 LTI**) in accordance with the terms and conditions of the Appen Long Term Incentive Plan (**Incentive Plan**), and to allocate Shares on the vesting of the Performance Rights.

### Shareholder approval – ASX Listing Rules

ASX Listing Rule 10.14 requires Shareholder approval for the issue of securities to a director under an employee incentive scheme. The Company wishes to have flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market. Accordingly, approval from Shareholders is being sought to grant Performance Rights to Mr Kolln under the Incentive Plan in respect of the FY24 LTI on the terms and conditions set out in this Item 5. Approval of this resolution will also result in the Performance Rights granted to Mr Kolln being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to Mr Kolln, and any Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

### If Shareholder approval is not obtained

If Shareholders do not approve the proposed grant of Performance Rights to Mr Kolln in respect of the FY24 LTI, the Board will consider whether to make the grant on different terms, including potentially a cash payment, or acquire Shares on-market to satisfy the Performance Rights.

### Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the Performance Rights to be granted to Mr Kolln, CEO and Managing Director, under the FY24 LTI.

#### i. Mr Kolln's current remuneration

For 2024, Mr Kolln's proposed remuneration quantum comprises the following:

- Fixed remuneration of US\$600,000 (per annum), inclusive of salary sacrifice arrangements.
- At-target short term incentive (**STI**) of US\$600,000 (per annum) with a maximum opportunity of 150% of fixed remuneration. The STI will be delivered 75% in cash and 25% in deferred equity, which vests over 12 months subject to continued service.
- An LTI grant of 7,049,667 Performance Rights valued at US\$1,500,000, subject to approval by Shareholders at this Meeting (this Item 5).

#### ii. Number of Performance Rights previously issued to Mr Kolln under the Incentive Plan

Mr Kolln has previously been awarded 664,277 Performance Rights under the Incentive Plan for nil consideration.

#### iii. Material Terms of the Incentive Plan

In determining the terms of the FY24 LTI to be granted to the CEO and Managing Director, the Board's objectives were to ensure that the level and composition of Mr Kolln's remuneration is designed to incentivise and challenge Mr Kolln's to deliver long-term sustainable growth in earnings and shareholder value.

The Board selected Performance Rights as the type of security to be awarded to Mr Kolln to create alignment with shareholders via the adoption of performance-based vesting criteria.

An overview of the key terms of the proposed grant of Performance Rights to Mr Kolln in respect of the FY24 LTI is set out below. The Performance Rights are granted under the terms and conditions of the Incentive Plan, a copy of which can be found on the Company website [www.appen.com](http://www.appen.com) (under Investors).

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# Explanatory Memorandum

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Term											
<b>Number of Performance Rights</b>	<p>Subject to Shareholder approval, Mr Kolln will be granted 7,049,667 Performance Rights under the Incentive Plan for nil consideration.</p> <p>The number of Performance Rights to be granted has been calculated by dividing the offer value of US\$1,500,000 (converted to Australian dollars at the prevailing US:AUD exchange rate) by A\$0.32, being the volume-weighted average price (<b>VWAP</b>) of a Share calculated over the seven business days immediately prior to the public announcement of Mr Kolln's appointment on 5 February 2024.</p>										
<b>Date of grant</b>	If Shareholder approval is obtained, the Performance Rights will be granted to Mr Kolln as soon as practicable after the AGM, but in any event, within 12 months of the AGM.										
<b>Performance Rights</b>	<p>Each Performance Right is an entitlement to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the applicable performance and service-related conditions.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>										
<b>Performance measures and weightings</b>	<p>Vesting of Performance Rights is subject to the extent to which the Absolute Total Shareholder Return performance condition (Absolute TSR Condition) is satisfied, as described below. In addition, vesting is subject to Mr Kolln's continued employment with the Company.</p> <p>TSR measures the growth in the price of shares (modified to account for capital adjustments where appropriate) together with the value of the dividends of the performance period, assuming that all those dividends are re-invested into new shares.</p> <p>For the purpose of calculating TSR, the starting share price will be A\$0.55 (equivalent to the capital raising conducted in November/December 2023).</p> <p>Vesting (if any) of Performance Rights will be determined with reference to the Company's TSR performance over the performance period as follows:</p> <table border="1"> <thead> <tr> <th><b>Absolute TSR over the performance period</b></th> <th><b>% of Performance Rights that vest</b></th> </tr> </thead> <tbody> <tr> <td>TSR is below 190%</td> <td>0%</td> </tr> <tr> <td>TSR is 190%</td> <td>50%</td> </tr> <tr> <td>TSR is between 190% and 320%</td> <td>Pro-rata straight line vesting between 50% and 100%</td> </tr> <tr> <td>TSR is greater than or equal to 320%</td> <td>100%</td> </tr> </tbody> </table> <p>The Board retains discretion to alter the Absolute TSR Condition in exceptional circumstances, including matters outside of management's influence, to ensure there is no material advantage or disadvantage that would materially affect achievement of the Absolute TSR Condition.</p>	<b>Absolute TSR over the performance period</b>	<b>% of Performance Rights that vest</b>	TSR is below 190%	0%	TSR is 190%	50%	TSR is between 190% and 320%	Pro-rata straight line vesting between 50% and 100%	TSR is greater than or equal to 320%	100%
<b>Absolute TSR over the performance period</b>	<b>% of Performance Rights that vest</b>										
TSR is below 190%	0%										
TSR is 190%	50%										
TSR is between 190% and 320%	Pro-rata straight line vesting between 50% and 100%										
TSR is greater than or equal to 320%	100%										
<b>Performance Period</b>	<p>The Absolute TSR Condition will be tested over a three-year performance period from 1 January 2024 to 31 December 2026.</p> <p>As the Company's full-year results are not typically announced to the market until February each year following the results announcement, the final number of Performance Rights that vest will not be determined until after this time. Any Performance Rights that do not vest following testing will lapse.</p>										

# Explanatory Memorandum

## Term

<b>Allocation of Shares upon vesting</b>	<p>Following determination of the extent to which the Absolute TSR Condition has been satisfied, the relevant number of Performance Rights will vest and be automatically exercised. One Share will be allocated for each vested Performance Right that is exercised.</p> <p>The Company's obligation to allocate Shares on vesting and exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>
<b>Price payable for securities</b>	<p>No amount is payable in respect of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.</p>
<b>Cessation of employment</b>	<p>Where Mr Kolln ceases to be employed by the Company due to termination for cause, mutual separation or resignation, unless the Board determines otherwise, unvested Performance Rights will automatically lapse.</p> <p>Where employment ceases for any other reason (including termination without just cause, ill health or disability), unless the Board determines otherwise, a pro-rated number of unvested Performance Rights (based on the proportion of Performance Period elapsed at the time of cessation) will remain on-foot to be tested against the Absolute TSR Condition at the end of the Performance Period, and any service-related condition will be deemed to have been satisfied.</p>
<b>Malus/Clawback</b>	<p>The Incentive Plan provides the Board with the ability to apply malus/clawback and declare that all, or some, of Mr Kolln unvested Performance Rights lapse and Shares allocated on exercise of vested Performance Rights held under the Incentive Plan are forfeited. The Board may apply malus/clawback where the Board is of the opinion that Mr Kolln has acted fraudulently or dishonestly or is in breach of his obligations to the Company.</p>

#### iv. Terms of any loan made to Mr Kolln in relation to the acquisition of the Performance Rights

There is no loan provided in relation to the acquisition of Performance Rights under the Incentive Plan by Mr Kolln.

#### v. Disclosure

Details of any securities issued under the Incentive Plan will be published in Appen's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

#### vi. Persons who are entitled to participate in the Incentive Plan

The eligible participants under the Incentive Plan are employees of the Company or others who are determined by the Board to be eligible participants for the purposes of the Incentive Plan.

Mr Kolln is the only person referred to in ASX Listing Rule 10.14 who is currently entitled to participate in the Incentive Plan.

In any case, any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after the Resolution in Item 5 is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

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# Explanatory Memorandum

## Voting exclusion

The Company will disregard any votes cast in favour of the Resolution in Item 5 by Mr Kolln and any associate of Mr Kolln.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 5 in accordance with the directions given to the proxy or 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 Item 5 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:
  - 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 Item 5; and
  - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 5 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 5.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 5 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

## Board recommendation

The Board (with Mr Kolln abstaining) recommends that Shareholders vote **FOR** the Resolution in Item 5.

## Item 6: Ratification of prior issue of Shares under the Placement

### Background

As outlined in the announcement released to the market on 21 November 2023, the Company undertook an institutional placement (the **Placement**) which raised approximately A\$6 million (excluding costs) from the issue of 11,553,236 Shares at A\$0.55 per Share to new and existing institutional and wholesale investors.

The Shares under the Placement (the **New Shares**) were issued on 4 December 2023 utilising the Company's existing placement capacity under ASX Listing Rule 7.1 and therefore was not subject to Shareholder approval for the purpose of that ASX Listing Rule.

### ASX Listing Rule 7.4

ASX Listing Rule 7.1 restricts the number of equity securities which a listed entity may issue or agree to issue in any 12 month period, without the approval of shareholders, to 15% of the number of securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

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

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

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# Explanatory Memorandum

If Shareholders approve the prior issue of the New Shares under the Placement pursuant to the Resolution in Item 6, the Company will have the flexibility to issue further equity securities up to the 15% limit over the next 12 month period without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, the Resolution in Item 6 seeks Shareholder ratification for the issue by the Company of the New Shares under the Placement, and for the purposes of ASX Listing Rule 7.4.

If the Resolution in Item 6 is approved, the issue of the New Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the New Shares.

If the Resolution in Item 6 is not approved, the issue of the New Shares will continue to be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the New Shares.

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

- (a) **Allottees:** The New Shares under the Placement were issued to approximately 20 institutional and wholesale investors who were identified through a bookbuild process, which involved Barrenjoey Markets Pty Limited seeking expressions of interest to participate in the Placement. No investor who was issued with more than 1% of the Company's issued capital under the Placement is: (i) a related party of the Company; (ii) a member of the Company's KMP; (iii) a substantial holder in the Company; (iv) an adviser to the Company; or (v) an associate of any of the above.
- (b) **The number and class of securities issued:** 11,553,236 Shares.
- (c) **Issue price:** A\$0.55 per New Share, raising approximately A\$6 million (excluding costs).
- (d) **Date of issue:** 4 December 2023.
- (e) **Terms of the Shares:** New fully paid ordinary shares, ranking equally in all respects with the Company's existing Shares on issue as at 4 December 2023.
- (f) **Purpose of issue and intended use of funds raised:** As outlined in the ASX announcement released to the market on 21 November 2023, the funds raised from the Placement have and will be used by the Company for balance sheet flexibility and general working capital requirements to support Appen's return to profitability and to fund transaction costs.

## Voting exclusion

The Company will disregard any votes cast the Resolution in Item 6 by or on behalf of any person who participated in the issue of the New Shares under the Placement and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 6 in accordance with the directions given to the proxy or 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:
  - 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 Item 6; and
  - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

## Board recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 6.

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# Explanatory Memorandum

## Item 7: Ratification of prior issue of Shares and Warrants to vendors of Quadrant

### Background

As previously disclosed to ASX on 13 September 2021, the Company completed the acquisition of Quadrant Global Pte Ltd (**Quadrant**) and made a cash payment of US\$25.3 million. An additional earn-out payment of up to US\$20 million was required to be made in either cash or shares, subject to certain revenue milestones being met in 2022 and 2023.

As outlined in the ASX announcement on 21 November 2023, the earn-out was expected to be no greater than US\$5 million and to meet this liability, the Company agreed with the vendors of Quadrant to issue Shares (approximately US\$3.75 million) and Warrants (approximately US\$1.25 million).

On 19 January 2024, 7,774,816 fully paid ordinary Shares were issued to approximately 41 individuals, comprising vendors of Quadrant. Mike Davie, Appen's Chief Product and Technology Officer and Quadrant's founder and SVP, received Shares along with the other vendors and, separately, for greater alignment of interests, was issued 2,591,598 Warrants on 24 January 2024 which will vest and are exercisable into ordinary shares on a 1 for 1 basis from 24 January 2025 (or earlier in certain circumstances).

These Shares and Warrants were issued utilising the Company's existing placement capacity under ASX Listing Rule 7.1.

### ASX Listing Rule 7.4

ASX Listing Rule 7.1 restricts the number of equity securities which a listed entity may issue or agree to issue in any 12 month period, without the approval of shareholders, to 15% of the number of securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

The issue of the Shares and Warrants to the vendors of Quadrant does not fit within any of these exceptions. As the issue of those Shares and Warrants has not been approved by the Company's Shareholders as an exception to ASX Listing Rule 7.1, the issue of those Shares and Warrants effectively uses up part of the 15% limit under ASX Listing Rule 7.1 reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue of the Shares and Warrants.

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

If Shareholders approve the prior issue of Shares and Warrants pursuant to the Resolution in Item 7, the Company will have the flexibility to issue further equity securities up to the 15% limit over the next 12 month period without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, the Resolution in Item 7 seeks Shareholder ratification for the issue by the Company of 7,774,816 Shares to the vendors of Quadrant, as well as the issue of 2,591,598 Warrants to Mike Davie under and for the purposes of ASX Listing Rule 7.4.

If the Resolution in Item 7 is approved, the issue of the Shares and Warrants will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and Warrants.

If the Resolution in Item 7 is not approved, the issue of the Shares and Warrants to the vendors of Quadrant will continue be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and Warrants.

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

- The Shares were issued to 41 persons who were vendors of Quadrant, including Mike Davie, in satisfaction of the US\$5 million earn-out liability in respect of the Quadrant acquisition. The Warrants were issued to Mike Davie.
- The number and class of securities issued: 7,774,816 Shares and 2,591,598 Warrants.
- Issue price: Nil consideration. The Shares (with a value equivalent to approximately US\$3.75 million) and the Warrants (with a value equivalent to approximately US\$1.25 million) were issued to meet the Company's US\$5 million commitment under an earn-out agreed with the vendors of Quadrant.

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# Explanatory Memorandum

- (d) Terms of the equity securities: The new fully paid ordinary shares rank equally in all respects with the Company's existing Shares on issue as at the date of this Notice of Meeting. The Warrants will vest and are exercisable into ordinary shares of the Company on a 1 for 1 basis from 24 January 2025 (or upon the occurrence of a change of control event, winding-up or other exit event). Timing for vesting and subsequent exercise of Warrants will also be dependent on the Warrant holder remaining an employee or engaged by the Appen Group, not being a bad leaver and in certain circumstances where they are subject to constructive dismissal. Prior to vesting into Shares, Warrants do not carry any rights to vote or to receive dividends.
- (e) Date of issue: The Shares were issued on 19 January 2024 and the Warrants on 24 January 2024.
- (f) Purpose of issue and intended use of funds raised: The purpose of the issue was to satisfy the Company's \$5 million earn-out liability in respect of the Quadrant acquisition, and for greater alignment of interests between the Company and Mike Davie (the Company's Chief Product Officer and Quadrant's founder).

## Voting exclusion

The Company will disregard any votes cast in favour of the Resolution in Item 7 by or on behalf of any person who has participated in the issue of Shares and Warrants, and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 7 in accordance with the directions given to the proxy or 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 Item 7 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:
  - 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 Item 7; and
  - the holder votes on Item 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition to the above voting exclusion, 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 the Resolution in Item 7 if:

- (a) the proxy is either:
  - i. a member of the Company's Key Management Personnel; or
  - ii. a Closely Related Party of a member of the Company's Key Management Personnel; and
  - iii. the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting;
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## Board recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 7.

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# Explanatory Memorandum

## Item 8 Approval of the Appen Long Term Incentive Plan – Terms and Conditions and the subsequent issue of securities under that plan

### Background

ASX Listing Rule 7.1 restricts the number of equity securities which a listed entity may issue or agree to issue in any 12 month period, without the approval of shareholders, to 15% of the number of securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

ASX Listing Rule 7.2, Exception 13(b) provides that ASX Listing Rule 7.1 does not apply in respect of the issue of securities by the Company under an employee incentive scheme, if within 3 years before the issue date of the relevant securities, the Shareholders have approved the issue of securities under that employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Company has established the Appen Long Term Incentive Plan (**Incentive Plan**) and wishes to exclude issues of securities under the Incentive Plan from the limit in ASX Listing Rule 7.1. The securities granted under the Incentive Plan will form part of eligible employees' remuneration packages, and are intended to provide an incentive to those eligible employees and to recognise their contribution to the Company's success.

The Directors consider the securities issued under the Incentive Plan is a cost effective and efficient incentive offered by the Company when compared with alternative forms of incentive such as cash bonuses or increased remuneration.

Accordingly, the Resolution in Item 8 seeks Shareholder approval pursuant to ASX Listing Rule 7.2, Exception 13(b) for the issue of securities under the Incentive Plan.

### Summary of the terms and conditions of the Appen Long Term Incentive Plan

A summary of the terms and conditions of the Incentive Plan is set out below. A full copy of the Incentive Plan terms and conditions are available on the Company's website.

Under the Incentive Plan, the Board may, from time to time, issue Shares, Performance Rights or Options (**Plan Interest**) to 'Eligible Persons', being employees, contractor, consultant or executive directors of the Company and its subsidiaries provided the issue of the Plan Interests meets certain qualifying requirements, including certain conditions under the Tax Act. These include:

- the Incentive Plan must be operated on a 'non-discriminatory basis'
- the terms of Plan Interests issued under the Incentive Plan are set in accordance with the offer details. For Rights and Options, there are vesting periods that are required to be met before the Shares are issued or Options are exercisable. These periods may change due to end of employment with the Company as a result of death or other special circumstances as determined by the Board.
- the Incentive Plan cannot include any condition that constitutes a real risk of the holder forfeiting or losing their Plan Interest (other than by disposing of them).

Plan Interests may be issued under the Incentive Plan for nil consideration or the Board may determine that a price be payable by the Eligible Persons for the Shares.

The Board may at its discretion (but subject to meeting the conditions under the Tax Act) determine which Eligible Persons will be offered securities under the Incentive Plan, and the number of Plan Interests offered to each such Eligible Person.

Invitations to Eligible Persons to apply for Plan Interests are to be made in writing and Eligible Persons who wish to make an application must do so in writing.

The Shares allotted under the Incentive Plan will be of the same class currently on issue (ordinary shares) and will rank equally with Shares in the Company at the date of issue. Holders are entitled to receive any dividend paid on Shares and to exercise all voting rights attaching to those Shares.

The Company will apply to the ASX for official quotation of any new Shares issued under the Incentive Plan and also for new Shares issued as a result of the exercise of Options or Performance Rights issued under the Incentive Plan.

The Company will impose a holding lock (if required) with the Company's Share Registry to enforce the transfer restriction, and holders of Shares issued under the Incentive Plan will not be able to trade the Shares until the holding lock is lifted by the Company.

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# Explanatory Memorandum

## Number of securities issued since last approval

Shareholder approval of the Incentive Plan was last obtained on 18 May 2018, and the following securities have been issued under the Incentive Plan:

- 572,606 Performance Rights were issued in 2018;
- 1,233,830 Performance Rights were issued in 2019;
- 1,107,932 Performance Rights were issued in 2020;
- 1,082,964 Performance Rights were issued in 2021;
- 4,509,475 Performance Rights were issued in 2022; and
- 18,252,422 Performance Rights were issued in 2023.

## Maximum number of securities proposed to be issued following the approval

The maximum number of securities proposed to be issued following the approval is 33,000,000 securities.

### Voting exclusion

The Company will disregard any votes cast in favour of the Resolution in Item 8 by or on behalf of any person who is eligible to participate in the Incentive Plan for which approval is being sought and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 8 in accordance with the directions given to the proxy or 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 Item 8 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:
  - 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 Item 8; and
  - the holder votes on Item 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition to the above voting exclusion, 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 the Resolution in Item 8 if:

- (a) the proxy is either:
  - i. a member of the Company's Key Management Personnel; or
  - ii. a Closely Related Party of a member of the Company's Key Management Personnel; and
  - iii. the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting;
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

The restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 8 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

### Board recommendation

The Board (with Mr Kolln abstaining) recommends that Shareholders vote **FOR** the Resolution in Item 8.

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## Glossary of key terms

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<b>\$</b>	means US Dollars.
<b>AEST</b>	means Australian Eastern Standard Time as observed in Sydney, Australia.
<b>Annual General Meeting or Meeting</b>	means the meeting convened by the Notice.
<b>ASX</b>	means ASX Limited ACN 008 624 691.
<b>ASX Listing Rules</b>	means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.
<b>ASX Principles</b>	means the ASX Corporate Governance Principles and Recommendations (4 <sup>th</sup> edition).
<b>Board</b>	means the current board of directors of the Company.
<b>Closely Related Party</b>	has the meaning as defined in section 9 of the Corporations Act.
<b>Company</b>	means Appen Limited (ACN 138 878 298) (ASX: APX).
<b>Constitution</b>	means the Company's Constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the current directors of the Company.
<b>Entitlement Time</b>	means 7.00pm (AEST) Wednesday, 22 May 2024.
<b>Explanatory Memorandum</b>	means the Explanatory Memorandum accompanying the Notice.
<b>Incentive Plan</b>	means Appen Long Term Incentive Plan.
<b>Items</b>	means the resolutions set out in the Notice, or any one of them, as the context requires.
<b>Key Management Personnel</b>	has the meaning as defined in section 9 of the Corporations Act.
<b>Notice or Notice of Meeting</b>	means this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting/Proxy Form.
<b>Performance Rights</b>	means the right to acquire a Share.

## Glossary of key terms

<b>Proxy Deadline</b>	means 10.00am (AEST) Wednesday, 22 May 2024.
<b>Related Body Corporate</b>	has the meaning set out in section 50 of the Corporations Act.
<b>Remuneration Report</b>	means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2023.
<b>Resolutions</b>	means the resolutions set out in the Notice, or any one of them, as the context requires.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	means Link Market Services Limited.
<b>Shareholder</b>	means a holder of a Share.
<b>Voting/Proxy Form</b>	means the voting/proxy form accompanying the Notice.

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# Corporate directory

## Registered office

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Chatswood NSW 2067

+61 2 9468 6300

**[www.appen.com](http://www.appen.com)**

## Shareholder enquiries

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**[www.appen.com/investors](http://www.appen.com/investors)**

## 2023 Annual Report

**<https://appen.com/annual-reports/>**

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