

ASX Announcement 19 September 2024

2024 Annual General Meeting

Sydney, Australia, 19 September 2024 – Atturra Limited (ASX: ATA) (**Atturra** or the **Company**), a leading advisory and technology services business in designing, implementing, and maintaining IT solutions, attaches the following documents in relation to its FY2024 Annual General Meeting (**AGM**):

- AGM Notice of Meeting, including the Online Meeting Guide;
- Letter of Access; and
- Proxy Form.

- ENDS -

This announcement has been authorised for release by the Board of Atturra Limited.

About Atturra:

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services and manufacturing industries. Atturra has partnerships with leading global providers including Boomi, Cisco, HP, HPE, Infor, Microsoft, Nuix, OpenText, QAD, Smartsheet, Snowflake and Software AG, and its clients are some of the largest public and private sector organisations in Australia For more information visit: www.atturra.com.

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Atturra Limited

Notice of 2024 Annual General Meeting Explanatory Statement | Proxy Form

Monday, 21 October
2024

3:00 PM AEDT

Held as a Virtual Meeting

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

For personal use only

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Important Information for Shareholders about the Company's 2024 AGM

This Notice is given based on circumstances as at 19 September 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.atturra.com/meetings/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00PM AEDT on Monday, 21 October 2024 as a **virtual meeting**.

To be able to hold this Meeting using virtual meeting technology only, as permitted by the Company's Constitution, the Company is relying upon s249R(c) of the Corporations Act.

How Do I Participate in the Meetings Online?

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MFQZ2VF> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

The business of the Annual General Meeting affects your shareholding, and your vote is important. More information regarding participating in the AGM online can be found attached to this Notice of Meeting.

Voting by Proxy

Online	Lodge the Proxy Form online at www.investorvote.com.au by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By hand	452 Johnston Street, Abbotsford Vic 3067

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

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 3:00PM AEDT on Monday, 21 October 2024 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 3:00PM AEDT on Saturday, 19 October 2024.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of Mr Stephen Kowal as Director

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

“That Mr Stephen Kowal, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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

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

Grant of Performance Rights to Director

4. Resolution 4 – Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,252,500 Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Long Term Incentive Plan to Stephen Kowal, Director and CEO of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Long-Term Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 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

(b) 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; and

(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.

Approval for Financial Assistance

5. Resolution 5 – Approval for Financial Assistance of Named Subsidiaries

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

"That, for the purposes of section 260B(1) and section 260B(2) of the Corporations Act 2001, approval is given for the financial assistance to be provided by the Named Subsidiaries, in connection with each of the Exent Acquisition and the Somerville Acquisition as described in the Explanatory Statement accompanying this Notice."

There is no Voting Exclusion Statement in respect of Resolution 5.

BY ORDER OF THE BOARD

Kunal Shah
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00PM AEDT on Monday, 21 October 2024 as a **virtual meeting**.

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

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

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.atturra.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Monday, 14 October 2024.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

Background

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.atturra.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Directors have not made a recommendation for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Re-election of Director

Resolution 2 – Re-election of Mr Stephen Kowal as Director

Background

The Company's Constitution requires that at every general meeting, an election of Directors must be held. All eligible Directors can seek re-election by the Shareholders. Further, ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Mr Stephen Kowal is the CEO and an Executive Director of the Company. Mr Kowal was appointed

as CEO in 2019. On 20 October 2021 Mr Kowal was appointed as an Executive Director of the Company and was last re-elected by Shareholders at the Company's 2022 AGM.

Under this Resolution, Mr Kowal has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

As the Chief Executive Officer, Stephen is accountable for overall leadership and direction. Atturra has consistently hit its key growth metrics, with an annual 20% revenue growth and 10.5% underlying EBITDA growth. Since joining Atturra in 2019 he has rapidly grown the business organically and via strategic acquisitions. Stephen has extensive executive management experience across IT software and services, including an ANZ sales director position for a US multi-national IT company and several CIO roles locally and overseas.

Stephen holds a Bachelor of Science from the University of NSW, a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia, and Diploma of Insurance from the Australian and New Zealand Institute of Insurance and Finance (ANZIF). ANZIF awarded Stephen the PC Wickens award in 2015.

Stephen is also a Fellow of the Governance Institute of Australia, Fellow of the Financial Services Institute of Australia, Senior Associate of ANZIF and a member of the Australian Institute of Company Directors (AICD).

Directors' Recommendation

The Directors (excluding Mr Kowal) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Background

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$265.85 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 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 7.1A and will

remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

Approval under Listing Rule 7.1A commences on the date at which approval is obtained at the annual general meeting and expires on the first to occur of the following:

- (a) 12 months after approval is obtained at the annual general meeting;
- (b) the time and date of the next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) acquisitions in line with the Company's business plans and strategy; and
- (b) the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Shareholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in ASX Listing rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.425 50% decrease in issue price	\$0.85 issue price ^(b)	\$1.7 100% increase in issue price
"A" is the number of shares on issue,^(a) being 312,770,789 Shares	10% voting dilution^(c)	31,277,078	31,277,078	31,277,078
	Funds raised	\$13,292,758	\$26,585,516	\$53,171,033
"A" is a 50% increase in shares on issue, being 469,156,184 Shares	10% voting dilution^(c)	46,915,618	46,915,618	46,915,618
	Funds raised	\$19,939,138	\$39,878,275	\$79,756,551
"A" is a 100% increase in shares on issue, being 625,541,578 Shares	10% voting dilution^(c)	62,554,157	62,554,157	62,554,157
	Funds raised	\$26,585,517	\$53,171,033	\$106,342,067

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 23 August 2024.
- (b) Based on the closing price of the Company's Shares on ASX as at 23 August 2024.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties)

including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Grant of Performance Rights to Director

Resolution 4 – Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company

Background

This Resolution 4 seeks Shareholder approval to issue 1,252,500 Performance Rights (**Performance Rights**) to Director and CEO Stephen Kowal under the Long-Term Incentive Plan.

If Shareholder approval is obtained, the Performance Rights will be issued to Mr Kowal on or after 21 October 2024 (**Grant Date**) in the following two categories:

- **Category A:** 562,500 Performance Rights (**Retention Rights**); and
- **Category B:** 690,000 Performance Rights (**Incentive Rights**).

The Performance Rights have been divided into two distinct categories on the basis that the performance criteria (**Performance Criteria**) and performance periods (**Performance Periods**) applicable to the Performance Rights vary between the Retention Rights and the Incentive Rights (as set out below).

The number of Performance Rights to be granted to Mr Kowal has been calculated:

- in relation to the Retention Rights, based on a market evaluation of the remuneration packages of CEOs of similar sized organisations and advice received from a remuneration consultant; and
- in relation to the Incentive Rights, by dividing \$550,000 (being Mr Kowal's remuneration per annum) by 79.7 cents (being the rounded 30-day VWAP for the period ending 23 August 2024), rounded down to the nearest 1000 Incentive Rights.

Mr Kowal will be entitled to receive one fully paid ordinary share in the capital of the Company (**Share**) for each Performance Right that vests.

If the applicable Performance Criteria in respect of particular Performance Rights is not satisfied during the applicable Performance Period, those Performance Rights will lapse and Mr Kowal will not be allocated with any Shares in respect of those Performance Rights.

The Performance Criteria is as follows:

(A) Retention Rights

The percentage (if any) of the 562,500 Retention Rights that vest will be determined with reference to Mr Kowal's continuous employment with the Company or any of its subsidiaries (**Group**) during the applicable Performance Periods. Mr Kowal's Retention Rights vest in three tranches. The vesting schedule in relation to the Retention Rights is set out in the table below:

Tranche No.	No. of Retention Rights	Performance Criteria	Performance Periods
1	140,000	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 12 months after the Grant Date
2	180,000	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 24 months after the Grant Date
3	242,500	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 36 months after the Grant Date
Total:	562,500		

If the Performance Criteria in respect of a particular tranche of Retention Rights is satisfied during the applicable Performance Periods, that tranche of Retention Rights will vest, and the Company will allocate Shares to Mr Kowal, on or around the end date of the applicable Performance Periods.

ASX Guidance Note 19 provides that, in the context of compliance with ASX Listing Rule 6.1, a performance milestone attached to a performance security may not be appropriate and equitable if the performance securities are issued to a director or other officer who is otherwise being reasonably remunerated for their services where the milestone to be achieved is merely that the director or officer hold office until a nominated date. The case may be different, however, if the director or other officer is not otherwise being reasonably remunerated for their services and the performance securities are effectively being issued in lieu of director's fees or executive remuneration.

The non-conflicted Directors of the Company (being Shan Kanji, Nicole Bowman and Jonathan Rubinsztein) have carefully considered the issue of the Retention Rights to Mr Kowal in the context of Mr Kowal's current total remuneration package (as detailed below) and have formed the view that, given the circumstances of the Company, the quantum and term of the Retention Rights, and the responsibilities held by Mr Kowal as the CEO and as an executive director of the Company, the issue of the Retention Rights to Mr Kowal forms part of his core remuneration package and, if the issue of Performance Rights to Mr Kowal

is approved under this Resolution 4, the Retention Rights issued to Mr Kowal will effectively be issued in lieu of other forms of executive remuneration.

(B) Incentive Rights

A) Performance Criteria based on "total shareholder return" (TSR)

The percentage (if any) of the 690,000 Incentive Rights that vest is to be determined by reference to TSR, commencing on 23 August 2024 (**Start Reference Date**), taking into account:

- (i) any dividends paid per Share since the Start Reference Date; plus or minus
- (ii) any increase or decrease in Share price from:
 - (A) 79.7 cents per Share (being an agreed 30-day VWAP calculation as at the Start Reference Date); to
 - (B) the 30-day VWAP for Shares for a period ending on the trading day immediately prior to the date of the release of the Company's annual results in 2027 (**End Reference Date**),

as set out in the table below:

TSR	Percentage of Incentive Rights that vest
≥ 32.5%	40%
≥ 51%	80%
≥ 55%	90%
≥ 62.5%	100%

If the TSR Performance Criteria set out above is satisfied, and Mr Kowal is otherwise entitled to be allocated Shares (including satisfaction of the requirement that Mr Kowal remains employed by the Group on the relevant allocation date), the relevant number of Incentive Rights will vest, and the Company will allocate:

- half of any such Shares in December 2027; and
- the other half of any such Shares in December 2028.

B) Fallback Performance Criteria based on "earnings per share" (EPS Growth)

If:

- less than 51% TSR is achieved (such that a maximum of 40% of the 690,000 Incentive Rights would vest by reference to TSR – i.e., a TSR \geq 32.5% but less than 51%); and
- Mr Kowal is otherwise entitled to be allocated Shares (including satisfaction of the requirement that Mr Kowal remains employed by the Group on the relevant allocation date),

then, if pursuant to the EPS Growth Fallback Performance Criteria described in this paragraph (B) a greater proportion of the 690,000 Incentive Rights would vest, then the Board may instead measure the Company's EPS Growth for the period commencing on the Start Reference Date and ending on the End Reference Date to determine the percentage of the 690,000 Incentive Rights that vest.

To measure EPS, the Company's net profit after tax will be divided by the weighted average number of ordinary shares in the Company on issue during the relevant financial year. To measure EPS Growth, the EPS in the financial year immediately preceding the Start Reference Date (i.e., the financial year ending 30 June 2024) is compared with the EPS achieved in the financial year immediately preceding the End Reference Date (i.e., the financial year ending 30 June 2027). To set the FY27 target, the Board has used the **basic** EPS for FY24 of **3.59** cents.

The vesting of Incentive Rights by reference to EPS Growth will be calculated in accordance with the following table:

EPS Growth	Percentage of Incentive Rights that vest
\geq 30%	50%
\geq 60%	75%

If the EPS Growth Performance Criteria set out above is satisfied, and Mr Kowal is otherwise entitled to be allocated Shares (including satisfaction of the requirement that Mr Kowal remains employed by the Group on the relevant allocation date), the relevant number of Incentive Rights will vest, and the Company will allocate:

- half of any such Shares in December 2027; and
- the other half of any such Shares in December 2028.

The Performance Period applicable to Mr Kowal's 690,000 Incentive Rights will commence on the Start Reference Date and end on the End Reference Date.

Being a holder of Performance Rights does not entitle Mr Kowal to attend and vote at general meetings or entitle him to receive dividends or distributions. However, once Shares have been allocated to Mr Kowal after the vesting of the Performance Rights (if any), he will be entitled to:

- exercise any rights (including voting rights) attaching to the Shares allocated to him;
- receive any income including distributions or dividends declared by the Company in respect of any Shares allocated to him; and
- any bonus issues and to participate in any rights issues should they occur after Shares are allocated to him.

Director and Related Party Approvals

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- 10.14.1 a director of the Company;
- 10.1.4.2 an associate of a director of the Company; or
- 10.14.3 a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Kowal is a Director of the Company, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution 4 seeks the required Shareholder approval to issue the Performance Rights to Mr Kowal under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 Exception 8, separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Kowal.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights to Mr Kowal. If this occurs, the Company will consider other forms of performance-based remuneration for Mr Kowal, such as cash remuneration, which is to be determined by the Board.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" or a public company.

The non-conflicted Directors of the Company (as set out above) carefully considered the issue of these Performance Rights to Mr Kowal and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights, and the responsibilities held by Mr Kowal in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Performance Rights to Mr Kowal falls in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution 4. Therefore, the proposed issue of Performance Rights to Mr Kowal requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) The allottee is Stephen Kowal.
- (b) Mr Kowal is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.14.1.
- (c) The maximum number of Performance Rights that may be acquired by Mr Kowal is 1,252,500.
- (d) The current total remuneration package received by Mr Kowal, as at the date of this Notice of Meeting is:
 - i. Base remuneration (including superannuation): \$550,000;
 - ii. Performance Rights: 1,067,058, in relation to which see item (e) below (which does not include the proposed grant of 1,252,500 Performance Rights the subject of this resolution); and
 - iii. Additional incentives/bonuses: Short-term cash incentive (**STI**) of 50% of base remuneration. The Board, in its absolute discretion, set stretch targets which permit a maximum of 60% of base remuneration to be achieved in STI in any given year. The targets for the STI will be calculated primarily by reference to the Group's projected performance for the relevant financial year, with performance typically being measured against the annual financial objectives of the Group and such other measures as the Board nominates from time to time in its absolute discretion.
- (e) Mr Kowal has previously been issued with the following Performance Rights:

Grant Date	Name	Number of securities received	Acquisition price for each security
22 Dec 2021	Stephen Kowal	750,000 Performance Rights [which have now lapsed - see note below].	Nil
7 Oct 2022	SWK Family Pty Ltd	622,614 Performance Rights.	Nil

13 Oct 2023	Stephen Kowal	444,444 Performance Rights.	Nil
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Note: The performance period applicable to the 750,000 Performance Rights issued to Mr Kowal in 2021 (as set out above) (**2021 Rights**) is set to end:

(a) in respect of the first 375,000 2021 Rights, on 31 December 2024; and

(b) in respect of the other 375,000 2021 Rights, on 31 December 2025.

One of the vesting conditions applicable to the 2021 Rights is, as at the date of release of the annual audited results for 30 June 2024, the total shareholder return (dividends plus or minus increase in share price) must be 78% or greater than the IPO issue price, based on the 30-day volume weighted average price of Shares for the 30 days before the date of announcement of the 30 June 2024 financial results (**Vesting Condition**).

Due to the Vesting Condition not being met, the Board has determined that the performance criteria applicable to the 2021 Rights will not be satisfied prior to the end of the applicable performance period, and as such, all of the 2021 Rights have now lapsed such that Mr Kowal will not be allocated with any Shares in respect of the 2021 Rights.

- (f) The Performance Rights will be issued in accordance with the terms of the Long-Term Incentive Plan (a summary of the key terms of the Long-Term Incentive Plan is set out in Annexure A). The material terms of the Performance Rights are set out above.
- (g) Performance Rights are being issued to Mr Kowal to provide an incentive component in his remuneration package to retain his services, motivate performance, and reward the achievement of performance hurdles within a specified period. The Board considers this to be a cost-effective remuneration practice which is reasonable given that the vesting conditions and performance hurdles will align the interests of Mr Kowal with those of Shareholders.
- (h) The Company considers that the Performance Rights to be issued to Mr Kowal to have an approximate aggregate value of \$998,242.50, being:
 - i. \$448,312.50 for 562,500 Retention Rights; and
 - ii. \$549,930 for 690,000 Incentive Rights.
- (i) The Performance Rights will be issued shortly after the Meeting on the Grant Date, but in any case within 3 years from the date of this Meeting, if approved by Shareholders.
- (j) The Performance Rights to be issued to Mr Kowal, and any Shares to be allocated on vesting of the Performance Rights, will be provided for nil cash consideration.
- (k) The material terms of the Long-Term Incentive Plan are set out in Annexure A of this Notice of Meeting.
- (l) No loans will be made to Mr Kowal in relation to the issue, vesting or exercise of the Performance Rights.
- (m) Details of any securities issued under the Long-Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued. Should this Resolution 4 be approved, the 2025 Annual Financial Report will

include a statement that the Performance Rights issued to Mr Kowal were approved for issue under Listing Rule 10.14.

- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long-Term Incentive Plan after this Resolution 4 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Directors' Recommendation

The Directors (excluding Mr Kowal) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Approval for Financial Assistance

Resolution 5 – Approval for Financial Assistance of Named Subsidiaries

Resolution 5: Financial Assistance Resolution

1. Restrictions on companies giving financial assistance

Under section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act (see section 1.1 below); or
- (c) the assistance is exempted under section 260C of the Corporations Act.

1.1 Shareholder approval of financial assistance

For a company to financially assist a person to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, section 260B(1) of the Corporations Act states that the financial assistance must be approved by its shareholders by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If the company will be a subsidiary of a listed domestic corporation (**Listed Australian Holding Company**) immediately after the acquisition, then section 260B(2) requires that the financial assistance must also be approved by a special resolution passed at a general meeting of that Listed Australian Holding Company.

The Company is a listed domestic corporation.

1.2 **Approval under section 260B(1) and section 260B(2) of the Corporations Act**

The purpose of this Explanatory Statement is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice which must be passed under section 260B(1) and section 260B(2) of the Corporations Act to enable the giving of the financial assistance in connection with the Exent Acquisition and the Somerville Acquisition (as described below).

2. **The Exent Acquisition, Financial Assistance and involved companies**

2.1 **The Exent Acquisition**

The Company via its wholly owned subsidiary Atturra Holdings Pty Ltd ACN 132 368 104 (**Atturra Holdings**) acquired the entire issued share capital of Exent Holdings Pty Ltd ACN 667 230 328 (**Exent**) on 31 July 2024 under the terms of a Share Sale Agreement (**SSA**) dated 12 July 2024 between Exent, as "Company", Atturra Advisory Group Pty Ltd as "Buyer", 42 Pty Ltd as trustee for the 42 Trust, as "Seller" and Joseph Fazzari, with the rights and obligations of Atturra Advisory Group Pty Ltd as Buyer being novated in favour of Atturra Holdings by a Deed of Novation and Amendment - Share Sale Agreement dated 26 July 2024 between the parties to the original SSA and Atturra Holdings as the new Buyer (the **Exent Acquisition**).

Accordingly, on completion of the Exent Acquisition, Exent became a wholly-owned subsidiary of Atturra Holdings. It follows that Exent's subsidiary, Exent Pty Ltd ACN 602 128 432 is also a subsidiary of the Atturra Group following the Exent Acquisition.

2.2 **The Financial Assistance - Exent Acquisition**

The consideration payable by Atturra Holdings for the Exent Acquisition is \$6.0 million in cash paid on completion (**Completion Consideration**) plus an earn-out payment of up to \$2.0 million in cash, subject to Exent achieving first half FY2025 performance hurdles (**Deferred Consideration**).

It is proposed that the Completion Consideration and/or the Deferred Consideration may be partially or wholly funded by debt advanced by Westpac Banking Corporation ACN 007 457 141 (**Westpac**, as "Lender") pursuant to an amended and restated facility agreement dated 4 December 2023 (**Westpac Facility**).

It is a condition of the Westpac Facility, that Exent and its subsidiaries each become 'Guarantors' to the Westpac Facility, and that all required approvals are obtained to enable this to occur.

The new 'Guarantors' required by Westpac (following and in connection with the Exent Acquisition) are Exent and Exent Pty Ltd ACN 602 128 432 (together the **New Guarantors**).

Westpac requires that each of the New Guarantors signs:

- (a) an Accession Deed, agreeing to guarantee the obligations of each obligor under the Westpac Facility (**Guaranteed Obligations**); and
 - (b) a General Security Agreement, granting security over all of the assets and undertakings of each New Guarantor, as security for the Guaranteed Obligations,
- (together the **Accession Documents**).

Following the Exent Acquisition (and at the time of entry into the Accession Documents), each New Guarantor will be a Subsidiary of the Atturra Group.

The entry into the Accession Documents by each of the New Guarantors (and performance of their respective obligations under the Accession Documents), constitutes the giving of "financial assistance" for the purposes of Section 260A of the Corporations Act, as it assists to secure the financing obtained by the Atturra Group, in respect of the Exent Acquisition.

3. **The Somerville Acquisition, Financial Assistance and involved companies**

3.1 **The Somerville Acquisition**

The Company also previously acquired the entire issued share capital of The Somerville Group Pty Ltd ACN 002 876 360 (**Somerville**), pursuant to the Somerville SSPD which completed on 3 April 2023 (**Somerville Acquisition**).

Whilst the Somerville Acquisition has already completed, the deferred consideration payable by the Atturra Group in respect of the Somerville Acquisition includes a post-completion earn-out of up to \$2.6 million in cash, subject to Somerville achieving performance hurdles for FY23 and FY24 (**Deferred Consideration**).

3.2 **The Financial Assistance - Somerville Acquisition**

The exact amount of the Deferred Consideration has not yet been determined in respect of the Somerville Acquisition; however once determined, it may be funded (either in whole or in part) by the Westpac Facility provided by Westpac.

As a condition to draw down of the Westpac Facility to pay Deferred Consideration in respect of the Somerville Acquisition, Westpac requires that the guarantee and security given by Somerville (**Existing Guarantor**), are approved under section 260B(2) of the Corporations Act.

The Existing Guarantor has previously:

- (a) agreed to guarantee the obligations of each obligor under the Westpac Facility (**Guaranteed Obligations**); and
 - (b) signed a General Security Agreement, granting security over all of the assets and undertakings of the Existing Guarantor, as security for the Guaranteed Obligations,
- (together the **Existing Guarantor Documents**).

Following the Somerville Acquisition (and at the time of entry into the relevant Existing Guarantor Documents), the Existing Guarantor was a Subsidiary of the Atturra Group.

Any funds drawn down under the Westpac Facility to pay Deferred Consideration will mean that the Existing Guarantor Documents entered into by the Existing Guarantor (and performance of its obligations under the Existing Guarantor Document), will constitute the giving of financial assistance for the purposes of Section 260A of the Corporations Act, as it assists to secure the financing obtained by the Atturra Group, in respect of the Somerville Acquisition.

4. **Approved financial assistance to extend to any future Refinance**

The Company, the Target and the Lender, among others, may arrange refinancing and additional financing facilities of an amount to be determined in the future, from time to time. In order to secure and regulate the obligations of the Company and any applicable subsidiary or related entity in relation to such financing facilities, any member of the Atturra Group (whether before, on or after the Exent Acquisition, the Somerville Acquisition or any Future Acquisition) and any subsidiary of any of them may, from time to time:

- (a) execute, or accede to, a facilities agreement on terms approved by the board or members (or both) at the relevant time;
- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge (or other security interest) or otherwise) to secure any obligations under any facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with or ancillary to, any facilities agreement or guarantee, indemnity or security interest given in connection with any facilities agreement and any related document,

(Refinance).

By approving the Financial Assistance Resolution, Shareholders are also agreeing that the financial assistance to be provided by the Named Subsidiaries is also approved for the purposes of any such Refinance.

5. **Financial Assistance Resolutions**

5.1 **Financial assistance approvals**

The entry by each Named Subsidiary into, and the performance by each Named Subsidiary of its obligations under the Finance Documents and the participation by the Named Subsidiaries in the funding arrangements and other transactions or any Refinance, all as described above, constitutes the giving of financial assistance in connection with the Exent Acquisition, the Somerville Acquisition or Future Acquisition (as the case may be), within the meaning of Part 2J.3 of the Corporations Act.

As the Company is the Listed Australian Holding Company of each of the Named Subsidiaries providing the financial assistance outlined in this Explanatory Statement, the financial assistance must be approved by a special resolution at a general meeting of the

Company in accordance with section 260B(2) of the Corporations Act. This is the Resolution that Shareholders are being asked to consider.

Each Named Subsidiary must also have each of their respective shareholders approve the financial assistance to be given by it for the purposes of section 260B(1) of the Corporations Act. Those approvals will be sought by those Named Subsidiaries concurrently with the Resolution proposed to be passed by members of the Company.

5.2 **Reasons for giving financial assistance**

The reason for the giving of the financial assistance described above is to enable the Company to comply with its obligations under the Westpac Facility, and to facilitate the payment of Completion Consideration and/or Deferred Consideration in respect of the Exent Acquisition and Deferred Consideration in respect of the Somerville Acquisition.

If such obligations are not complied with a "Default" (as defined in the Westpac Facility) could occur, and Westpac could require that all amounts outstanding under the Westpac Facility are repaid.

Additionally, the approval sought will also assist the Atturra Group to facilitate any future Refinance that may occur.

5.3 **Effect of financial assistance**

As the Company, in its capacity as Borrower, and Atturra Holdings in its capacity as Guarantor, are already liable for amounts payable under the Westpac Facility, the giving of the financial assistance described in this Explanatory Statement by each Named Subsidiary is unlikely to have any adverse effect on the Atturra Group, except that the operations of the Named Subsidiaries will be restricted by the representations, warranties and undertakings given by each of them under the Finance Documents.

The substantial effect of the financial assistance given by each of the Named Subsidiaries is that they each will have guaranteed all amounts payable under the Westpac Facility and have granted security for such obligations. The operations of Named Subsidiaries will also be restricted by the representations, warranties and undertakings given by each of them under their relevant Finance Documents.

The directors of the Company, Atturra Holdings, and each of the Named Subsidiaries do not currently believe that any of them are likely to default in their obligations under the Finance Documents.

5.4 **Advantages of the proposed resolution**

The advantage to the Company of the proposed resolution is that New Guarantors will be able to provide the Accession Documents and enable the Company to satisfy its obligations under the Westpac Facility and a condition of using the Westpac Facility to fund Completion Consideration or Deferred Consideration will be satisfied. This will enable the Company to comply with its obligations under the Westpac Facility and to use the Westpac Facility to fund Completion Consideration and/or Deferred Consideration in relation to the Exent Acquisition and Deferred Consideration in relation to the Somerville Acquisition.

The directors of each Named Subsidiary believe that the execution of the Finance Documents are in the interests of each Named Subsidiary because:

- (a) they will have greater access to funding in the bank and capital markets as a result of integration with the Atturra Group; and
- (b) they will benefit from synergies, cost savings and greater growth potential through their integration with the Atturra Group.

The directors of the Company, Atturra Holdings and each of the Named Subsidiaries believe that transactions contemplated by this Explanatory Statement are in the interests of each of them.

5.5 **Disadvantages to the Company of proposed resolutions**

As the Company is already liable for and has provided security, the directors of the Company do not believe there are any disadvantages to the Company of the proposed resolution, except that the operations of the Named Subsidiaries will be restricted by the undertakings and representations and warranties given by the Named Subsidiaries under the Finance Documents.

5.6 **Disadvantages to the Named Subsidiaries of the proposed resolution**

The disadvantages of the proposed resolution for the Named Subsidiaries include the following:

- (a) they will each become liable for the amounts due under the Westpac Facility;
- (b) each of their respective assets will be subject to security and their respective operations will be restricted by the representations, warranties and undertakings given by them under the Finance Documents;
- (c) the Company, Atturra Holdings or any other obligor under the Westpac Facility may default under the facility;
- (d) Westpac (as Lender) may make a demand under the guarantee provided by a Named Subsidiary requiring immediate repayment of the amounts due under the Westpac Facility; and
- (e) Westpac (as Lender) may enforce the guarantee and/or security granted by a Named Subsidiary to recover the amounts due.

A demand made under the guarantees may result in the winding up of a Named Subsidiary and a sale of any of their respective assets by the Lender upon an enforcement of the security or execution of a judgment for moneys owing under the guarantee. This may result in a return to the Company (and ultimately its shareholders) significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had the Company or, as applicable, any of the Named Subsidiary, continued trading.

5.7 **Passing the Financial Assistance Resolution**

The Financial Assistance Resolution under consideration is set out in the Notice that accompanies this Explanatory Statement and will be passed if it is passed as a special resolution by the Shareholders.

Shareholders may vote either for or against the Financial Assistance Resolution.

As stated at paragraph 3.1 above, each Named Subsidiary will also concurrently seek the approval of each of its sole member companies, to enable it to give the financial assistance outlined in this Explanatory Statement.

6. **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 5 (the Financial Assistance Resolution) to approve the giving of financial assistance.

7. **Voting Intention**

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5 (the Financial Assistance Resolution).

8. **Voting Exclusion**

There is no applicable voting exclusion statement in respect of Resolution 5 (the Financial Assistance Resolution).

9. **Notice to Australian Securities & investments Commission**

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement as sent to the shareholders were lodged with the Australian Securities & Investments Commission before they were sent to the shareholders.

10. **Disclosure**

The directors of the Company consider that this Explanatory Statement contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the proposed Resolution 5 other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders.

Enquiries

Shareholders are asked to contact the Company Secretary on company.secretary@atturra.com if they have any queries in respect of the matters set out in these documents.

Glossary

Accession Documents in respect of the Exent Acquisition is defined in paragraph 2.2 of the explanatory statements for Resolution 5.

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

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 26 August 2024.

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

ASIC means Australian Securities and Investment Commission.

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

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

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

Atturra Group means Atturra and each of its subsidiaries at the relevant time.

Atturra Holdings means Atturra Holdings Pty Ltd ACN 132 368 104.

Auditor's Report means the auditor's report of Crowe Audit Australia dated 23 August 2024 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Atturra Limited ACN 654 662 638.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Existing Guarantor means Somerville.

Existing Guarantor Documents in respect of the Somerville Acquisition, is defined in paragraph 3.2 of the explanatory statements for Resolution 5.

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

Exent means Exent Holdings Pty Ltd ACN 667 230 328.

Exent Acquisition is defined in paragraph 2.1 of the explanatory statements for Resolution 5.

Finance Documents means the Accession Documents, the Existing Guarantor Documents and the Westpac Facility.

Financial Assistance Resolution is defined at the commencement of this Explanatory Statement.

Future Acquisition means any acquisition that may occur in future, by the Atturra Group, of the share(s) in another company or companies.

Guarantor means Atturra Holdings Pty Ltd ACN 132 368 104.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lender means Westpac Banking Corporation ACN 007 457 141 or other lender to the Atturra Group.

Listed Australian Holding Company is defined in paragraph 1.1 of the explanatory statements for Resolution 5.

Named Subsidiaries means in respect of:

- (a) the Exent Acquisition, each of Exent and Exent Pty Ltd ACN 602 128 432; and
- (b) the Somerville Acquisition, Somerville.

Westpac Facility is defined in paragraph 2.2 of the explanatory statements for Resolution 5.

New Guarantor means each of Exent and Exent Pty Ltd ACN 602 128 432.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 19 September 2024 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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

Performance Right means a performance right which, subject to its terms, could convert to a Share and the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan under Resolution 4 of this Notice of Meeting.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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

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

Shareholder means a holder of a Share.

Share Registry means Computershare Limited.

Somerville means The Somerville Group Pty Ltd ACN 002 876 360.

Somerville Acquisition is defined in paragraph 3.1 of the explanatory statements for Resolution 5.

Somerville SSPD means the Share Sale and Purchase Deed between Atturra Holdings, as buyer, Craig Somerville as trustee for the Somerville Group Partnership, as seller, and others dated 8 March 2023, as amended by a Deed of Amendment dated 30 March 2023, pursuant to which Atturra Holdings acquired all of the issued share capital of Somerville.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Target means in respect of:

- (a) the Exent Acquisition, Exent
- (b) the Somerville Acquisition, Somerville; and
- (c) any Future Acquisition, the relevant company(ies) whose shares are to be acquired.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average (closing) price, with respects to the price of Shares.

Westpac means Westpac Banking Corporation ACN 007 457 141.

Annexure A: Material Terms of the Long-Term Incentive Plan

TERM	DESCRIPTION
Eligible Participant	<p>An eligible participant includes a person:</p> <ul style="list-style-type: none"> (a) who is a senior executive of the Company or an Associated Company (together, an Employing Company); or (b) who receives an invitation under the LTI Plan, but who can only make an application if an arrangement has been entered into that will result in the person becoming a senior executive of an Employing Company, <p>(Eligible Participant).</p>
Plan Interests	<p>Eligible Participants will be provided with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals.</p>
Quantum	<p>The number of Performance Rights offered to an Eligible Participant (or their nominee) will be specified in the invitation made to that Eligible Participant. Each Performance Right carries a right to receive a Share (subject to satisfaction of any performance criteria within any performance period)</p>
Terms and Conditions	<p>The Board may from time to time invite an Eligible Participant to participate in the LTI Plan (Invitation).</p> <p>The Board may, in relation to an Invitation made to an Eligible Participant, prescribe:</p> <ul style="list-style-type: none"> • the performance criteria that must be satisfied as a condition for a Share to be allocated in respect of a Performance Right; and • the performance period over which the performance criteria must be satisfied. <p>Invitations will specify, amongst other things:</p> <ul style="list-style-type: none"> • the number of Performance Rights available; • the performance criteria applicable to some or all of the Performance Rights (if any); • the performance period applicable to some or all of the Performance Rights (if applicable); • the time period in which an Eligible Participant has to make an offer to the Company; and • the circumstances in which the Performance Rights will, or are deemed to, lapse. <p>Following receipt of an invitation, an Eligible Participant may make an application to participate in the LTI Plan by delivering to the Company a duly completed and executed application form within the closing time specified in the Invitation (LTI Offer).</p> <p>The Board may then decide to accept or reject the LTI Offer made by the Eligible Participant. The LTI Offer is accepted by the Company granting Performance Rights referred to in the LTI Offer to the Eligible Participant (or its nominee). An Eligible Participant is not required to make any payment on acceptance of the LTI Offer by the Company.</p> <p>A Performance Right will only vest if the Board determines that the performance criteria (if any) have been satisfied within the performance period.</p> <p>However, if at any time prior to the last date of the performance period:</p> <ul style="list-style-type: none"> • an Eligible Participant ceases to be an employee of an Employing Company as a result of special circumstances (including retirement, redundancy, death or permanent disablement of an Eligible Participant, or other circumstances that the Board determines from time to time) (Special Circumstances), the Board may at its discretion waive some or all of the performance criteria and determine the number of Performance Rights that may vest; and

	<ul style="list-style-type: none"> a specified event occurs (including a takeover bid being made in respect of the Company or an insolvency event occurring with respect to the Company) (Event), the Board may at its discretion waive some or all of the performance criteria and determine that any unvested Performance Rights vest within 5 business days of an Event occurring (or such longer period determined by the Board) by giving written notice. <p>The Board may determine that instead of allocating Shares to a participant, the Company will pay a cash amount equivalent to the market value of the Shares (as determined by the Board) reduced by the amount and any superannuation contribution or taxes paid or withheld by the Employing Company.</p>
Lapse of Performance Rights	<p>A Performance Right will lapse on the earliest date that:</p> <ol style="list-style-type: none"> is the last date of the performance period and the performance criteria have not been satisfied in respect of that Performance Right; if the relevant person ceases to be an employee at any time before the end of the performance period (and there are no Special Circumstances), the date that the relevant person ceases to be an employee (or such longer period determined by the Board); if there are Special Circumstances but the Board has not waived the performance criteria, is 30 days from the date of cessation (or such longer period determined by the Board); if an Event occurs but the Board has not waived the performance criteria, is 5 business days of an Event occurring (or such longer period determined by the Board); the Board determines that the relevant person has, in the Board's opinion: <ol style="list-style-type: none"> been dismissed with cause; committed any act of fraud, theft or gross misconduct in relation to the affairs of an employing company (whether or not charged with an offence); or brought an employing company into disrepute; and <p>the Board determines that a breach or occurrence of any condition or event contained in the Invitation requires the lapse of the Performance Right.</p>
Restrictions	<p>A participant must not assign, transfer, sell or grant a security interest or otherwise deal with a Performance Right.</p>
Amendments	<p>The Board may at any time amend the LTI Plan or waive or amend the application of any of the rules of the LTI Plan in relation to a participant with retrospective effect. However, where any amendments will reduce any of the participant's rights in respect of their Performance Rights or Shares, the Board must obtain the prior written consent of at least 75% of the participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications in respect of the LTI Plan arising from changes to relevant tax guidance. The Board may also waive, amend or replace any performance measure in a performance criteria attaching to a Performance Right if the Board determines that the original performance criteria is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.</p>

ASX Announcement 19 September 2024

2024 Annual General Meeting (Virtual Meeting) Letter of Access

Sydney, Australia, 19 September 2024: Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Company) advises that the 2024 Annual General Meeting (AGM) will be held at 3:00pm AEDT on Monday, 21 October 2024 as a **virtual meeting**.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

Notice of AGM

The full Notice of AGM (Notice of Meeting) is available:

1. At <https://investors.atturra.com/meetings/>
2. At <https://www2.asx.com.au/markets/company/ata>
3. by contacting the Company Secretary on company.secretary@atturra.com

Business and Resolutions at the AGM

The business and resolutions of the AGM, as outlined in the Notice of Meeting, is:

- Resolution 1 – Adoption of Remuneration Report
- Resolution 2 – Re-election of Mr Stephen Kowal as Director
- Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities
- Resolution 4 – Approval to issue Performance Rights to Stephen Kowal, Director and CEO of the Company
- Resolution 5 – Approval for Financial Assistance of Named Subsidiaries

Virtual Venue and Voting Information

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MFQZ2VF> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Voting by proxy

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

Online	Lodge the Proxy Form online at www.investorvote.com.au by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By hand	452 Johnston Street, Abbotsford Vic 3067

A shareholder can appoint a proxy to attend and vote on their behalf, using the proxy form forwarded to each shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

If you require an additional proxy form, please contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or visit www.investorcentre.com/contact.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Computershare, no later than Saturday, 19 October 2024 at 3.00pm AEDT (that is, at least 48 hours before the meeting).

Proxies received after this time will not be accepted.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

- ENDS -

This announcement is authorised for release by the CEO of Atturra Limited.

For personal use only

About Atturra:

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services and manufacturing industries. Atturra has partnerships with leading global providers including Boomi, Cisco, HP, HPE, Infor, Microsoft, Nuix, OpenText, QAD, Smartsheet, Snowflake and Software AG, and its clients are some of the largest public and private sector organisations in Australia For more information visit: www.atturra.com.

Contact:

Stephen Kowal

CEO Atturra

M: +61 2 8241 1725

E: stephen.kowal@atturra.com

For personal use only

ATA

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Saturday, 19 October 2024.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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

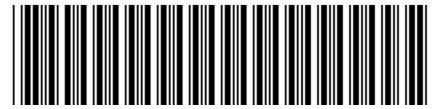


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Atturra 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 Atturra Limited to be held as a virtual meeting on Monday, 21 October 2024 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 & 4 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 & 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 & 4 by marking the appropriate box in step 2.

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
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Stephen Kowal as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for Financial Assistance of Named Subsidiaries	<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

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Computershare



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