

Beamtree Holdings Limited (ASX: BMT)
ASX Announcement

Sydney, 18 October 2024

Annual General Meeting

Beamtree Holdings Limited (“**Beamtree**” or “**the Company**”) (ASX: BMT), advises that the Annual General Meeting (AGM) will be held at 4:00 pm AEDT on Thursday, 28 November 2024.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders regarding arrangements for the Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
- Notice of AGM; and
- Proxy Form.

-ENDS-

Authorised for release by the Company Secretary.

For further information, please email investor@beamtree.com.au

About Beamtree

Beamtree provides cutting edge automation technology and data analytics that support health care providers improving safety, effectiveness and reduce the administrative burden on clinical staff.

- Diagnostic technology: our flagship RippleDown® products automate expert decision making in clinical and administrative processes in pathology.
- Automation of clinical record coding and data integrity: our RippleDown® and PICQ coding technologies improve data quality in health services, and are now using AI to develop new approaches to the automation of clinical record coding;
- Clinical decision support in acute and community care: our suite of Ainsoff applications leverage RippleDown® with machine learning to transform patient safety through automation of clinical and administrative process;
- Analytics and knowledge networks: we are field leaders in using data to benchmark quality and financial efficiency through national and global peer-to-peer alliances that accelerate innovation and knowledge management.

18 October 2024

Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (**AGM**) of Beamtree Holdings Limited (ASX: BMT) (**BMT or the Company**) will be held at 11:00am (AEDT) on Thursday, 28 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://beamtree.com.au/>

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: BMT).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://beamtree.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Questions must be submitted in writing to the Company Secretary at meetings@automicgroup.com.au at least 48 hours before the AGM.

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who wish to vote virtually on the day of the AGM will need to log in to the online meeting platform powered by Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

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

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

Yours faithfully

Maria Clemente
Company Secretary

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Beamtree Holdings Limited
Suite 2, Level 10, 5 Blue Street
North Sydney, NSW 2060
ACN: 627 071 121

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



Beamtree Holdings Limited

Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday 28 November 2024

11:00 AM AEDT

Address

Level 5, 126 Phillip Street
Sydney NSW 2000

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.

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Important Information for Shareholders about the Company's 2024 AGM

This Notice is given based on circumstances as at 18 October 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://beamtree.com.au/>. 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 11:00 AM AEDT on Thursday, 28 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at meetings@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Beamtree Holdings Limited ACN 627 071 121 will be held at 11:00 AM AEDT on Thursday, 28 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**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 7:00pm AEDT on Tuesday 26 November 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 Bradley Lancken as Director

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

“That Bradley Lancken, 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, be elected as a Director, effective immediately.”

3. Resolution 3 – Re-election of Emma Gray as Director

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

“That Emma Gray, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, be elected as a Director, effective immediately.”

4. Resolution 4 – Election of Mark Britnell as Director

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

“That Mark Britnell, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

5. Resolution 5 – 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, the 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 5 by or on behalf of:

- (a) a 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 5 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.

Approval to Issue Securities under the Company’s Employee Incentive Plan

6. Resolution 6 – Approval of Issue of Securities under the Company’s Employee Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders of the Company approve the issue of securities under the Beamtree Holdings Employee Incentive Plan 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 6 by or on behalf of:

- (a) a person who is eligible to participate in the Beamtree Holdings Employee 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 6 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.

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 6 if:

- (a) the proxy is either:
- (b) a member of the Company's Key Management Personnel; or
- (c) a closely related party of a member of the Company's Key Management Personnel; and
- (d) 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.

BY ORDER OF THE BOARD

Maria Clemente
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 11:00AM AEDT on Thursday, 28 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000.

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

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

Full details of the business to be considered at the 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 <https://beamtree.com.au/>.

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 21 November 2024.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

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.

Re-election and Election of Directors

Clause 13.2 of the Company's Constitution requires that at the Company's Annual General Meeting in every year, one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to one-third (rounded upwards in case of doubt) shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each Annual General Meeting.

Resolution 2 – Re-election of Bradley Lancken as Director

Bradley Lancken was appointed a Non-Executive Director of the Company on 18 October 2019 and was last re-elected as a Director at the 2022 AGM. Mr Lancken is the Chair of the Remuneration and Nomination Committee.

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

Mr Lancken is an experienced private and public company executive with over 20 years' experience and is a Managing Partner of Liverpool Partners with former roles at Archer Capital and Seven Group Holdings Limited. Mr Lancken has global experience in the technology and SaaS sector including currently acting as a Director of Seisma (a leading technology consulting business), Baby Village (a leading ecommerce business) and former roles on the advisory board of China Media Capital Partners and iseekplant.com.au. He also has domestic healthcare experience and is a director of Adora Fertility and Genea Fertility, and manages investment in Healthengine (a leading healthcare and GP marketplace technology company). Mr Lancken serves the community as a Director of the NSW Institute of Sport.

Directors' recommendation

The Directors (excluding Bradley Lancken) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Emma Gray as Director

Emma Gray was appointed a Non-Executive Director of the Company on 24 November 2022 has not sought re-election since. Mrs Gray is the Chairperson of the Company's Board of Directors.

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

Mrs Gray is an experienced global business executive with over 20 years' experience in operations, strategy and digital transformation specifically in the retail, consumer and banking sectors. Mrs Gray was with ANZ Banking Group for five years, most recently as Group Executive, Data and Automation having previously been its Chief Data Officer. Prior to joining ANZ, Mrs Gray was a Group Executive with Woolworths, where she focused on Loyalty, Data and Strategy. Prior to executive life, Mrs Gray was a partner with Bain & Company, where she specialised in the retail and consumer segments, working across Australia, the United States and the United Kingdom for 15 years. Mrs Gray has an MBA from Harvard University and a BA in International Marketing and Languages (French and German) from Dublin City University, Ireland.

Directors' recommendation

The Directors (excluding Emma Gray) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Mark Britnell as Director

Clause 13.3 of the Company's Constitution provides that the Company may elect a person as a Director by resolution passed in a general meeting, with notice of the candidature for election as a Director to be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place. Clause 13.3 further states that a Director elected at a general meeting is taken to have been elected with effect immediately after the end of that general meeting unless the resolution by which the Director was appointed or elected specifies a different time.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mark Britnell was appointed as an additional Director of the Company on 1 May 2024 and has since served as a Non-Executive Director of the Company.

Under this Resolution, Mark Britnell seeks election as a Director of the Company at this AGM.

Mr Britnell has dedicated all his 35 years of professional experience to the development of healthcare around the world, having worked in 82 countries on 425+ occasions. He joined KPMG in 2009 as Global Head of Health and later became Global Head of Health, Government & Infrastructure, responsible for nearly one-quarter of KPMG global revenues. He was made Vice Chair of KPMG in 2020 and has written two books which have sold in 106 countries and been translated into Mandarin, Korean and Portuguese. He is a professor at the Global Business School for Health at University College London and at the Rotman School of Management, University of Toronto, where he teaches the next generation of healthcare leaders on the comparative performance of health systems globally. He is a Trustee and sits on the Board of the King's Fund and has held several charity positions, including Prostrate Cancer UK. He is also the Director of MD Britnell Ltd.

Directors' recommendation

The Directors (excluding Mark Britnell) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-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 \$84.5 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

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

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's 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 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 market 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 strategic growth of the Company and working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

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 Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.1575 50% decrease in issue price	\$0.315 issue price ^(b)	\$0.63 100% increase in issue price
"A" is the number of shares on issue,^(a) being 289,340,739 Shares	10% voting dilution^(c)	28,934,073	28,934,073	28,934,073
	Funds raised	\$4,557,116	\$9,114,233	\$18,228,466
"A" is a 50% increase in shares on issue, being 434,011,109 Shares	10% voting dilution^(c)	43,401,110	43,401,110	43,401,110
	Funds raised	\$6,835,675	\$13,671,350	\$27,342,699
"A" is a 100% increase in shares on issue, being 578,681,478 Shares	10% voting dilution^(c)	57,868,147	57,868,147	57,868,147
	Funds raised	\$9,114,233	\$18,228,466	\$36,456,933

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 30 September 2024.
- (b) Based on the closing price of the Company's Shares on ASX as at 30 September 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.

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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 Securityholders 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.

The Company has not previously sought Shareholder approval under Listing Rule 7.1A and therefore 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 Board of Directors recommend that Shareholders vote for this Resolution.

Approval to Issue Securities under the Company's Employee Incentive Plan

Resolution 6 – Approval to Issue Securities under the Company's Employee Incentive Plan

Background

Resolution 6 seeks Shareholder approval to issue up to a maximum of 13,000,000 securities under the Company's Employee Incentive Plan (**Incentive Plan**).

The Incentive Plan was last approved by Shareholders of the Company at the AGM held on 24 November 2022. Shareholders approved a maximum of 12,226,820 securities to be issued under the Incentive Plan.

Shareholder approval is being sought to issue further securities under the Incentive Plan without using up any of the Company's 15% Placement Capacity.

The objectives of the Incentive Plan are to:

- (a) assist in the reward, retention and motivation of Eligible Participants (as defined below);
- (b) align the interests of Eligible Participants with the interests of the Shareholders of the Company;
- (c) encourage participation by Eligible Participants in the growth and success of the Company through share ownership; and
- (d) promote the long-term success of the Company (and its associated entities) (**Group**).

A summary of the material terms of the Incentive Plan is as follows:

- (a) *Structure of the Plan*: the Incentive Plan provides the Company with the flexibility to offer three types of awards to Eligible Participants, namely:
 - (**Shares pursuant to a pre-tax salary sacrifice arrangement**) Eligible Participants may be offered the right to salary sacrifice part of their pre-tax remuneration in each financial year and for those amounts to be used to acquire Shares at a market value consideration that is acceptable for the purposes of Division 83A of the Income Tax Assessment Act 1997 (Cth) (**Tax Act**) (**Salary Sacrifice Arrangement**). The maximum amount that may be salary sacrificed by an Eligible Participant in a financial year will be determined by the Company, but it must not exceed \$5,000. A Salary Sacrifice Arrangement may be terminated by the Eligible Participant at any time, in which case any salary sacrifice amounts that have not been used to acquire Shares will be paid to the Eligible Participant and, to the extent possible, be treated as a payment of remuneration to the Eligible Participant in relation to services rendered by the Eligible Participant to any company in the Group. The Shares acquired using a Salary Sacrifice Arrangement will either be issued or transferred to the Eligible Participant or to a trustee utilised by the Company to hold Shares on trust for Eligible Participants under the Incentive Plan.
 - (**Shares pursuant to an after-tax salary contribution arrangement**) Eligible Participants may be offered the right to contribute part of their after-tax remuneration in each financial year and for those contributions to be used to acquire Shares at a purchase price equal to 80% of their market value, being a market value that is acceptable for the purposes of Division 83A of the Tax Act (**Salary Contribution Arrangement**). The maximum amount that may be contributed by an Eligible Participant under a Salary Contribution Arrangement in a financial year will be determined by the Company, but it must not exceed \$30,000. A Salary Contribution Arrangement may be terminated by the Eligible

Participant at any time, in which case any salary contribution amounts contributed by the Eligible Participant that have not been used to acquire Shares will be refunded to the Eligible Participant. The Shares acquired using a Salary Contribution Arrangement will either be issued or transferred to the Eligible Participant or to a trustee utilised by the Company to hold Shares on trust for Eligible Participants under the Incentive Plan.

- **(Performance Rights)** The Company may grant Performance Rights to Eligible Participants, with each Performance Right entitling the holder to be issued or transferred one Share on its valid exercise.
- (b) *Eligibility:* The persons who are, at the Board's sole discretion, eligible to participate in the Incentive Plan (**Eligible Participants**) are:
- in the case of offers of Shares pursuant to a Salary Sacrifice Arrangement or a Salary Contribution Arrangement: directors of any company in the Group, full-time, part-time, and casual employees of any company in the Group, any prospective person who may become a director or employee of any company in the Group, or any other person who the Board determines in its discretion to be eligible to participate in the Incentive Plan and who is invited to participate in the Incentive Plan; and
 - in the case of offers of Performance Rights: directors of any company in the Group, full-time, part-time, and casual employees of any company in the Group, any individual who provides services to any company in the Group, any prospective person who may become a director or employee of, or provide services to, any company in the Group, or any other person who the Board determines in its discretion to be eligible to participate in the Incentive Plan and who is invited to participate in the Incentive Plan.
- (c) *Administration:* the Incentive Plan will be administered by the Board, which may make further provisions for the operation of the Incentive Plan which are consistent with the Incentive Plan rules.
- (d) *Invitations to participate:* The Board may in its discretion invite an Eligible Participant to participate in the Incentive Plan and acquire Shares under a Salary Sacrifice Arrangement or Salary Contribution Arrangement or be granted Performance Rights. The Board has the discretion to set the terms and conditions of each individual invitation.
- (e) *Consideration payable:* The consideration payable by an Eligible Participant in respect of the issue or transfer of Shares under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement is set out in paragraph (a) above. No consideration will be payable for the grant of Performance Rights under the Incentive Plan.
- (f) *Restrictions on dealing:* Unless otherwise stated in the individual invitation or as determined by the Board in its discretion, an Eligible Participant must not sell, transfer, assign, mortgage, pledge or grant a lien or other alienation or encumbrance over **(Deal)** Shares acquired under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement for the period specified in, or agreed pursuant to, the relevant invitation received by the Eligible Participant. Following expiry of this restriction period, an Eligible Participant will be free to Deal with the Shares, subject to the requirements of the Company's Securities Trading Policy. An Eligible Participant must also not Deal with a Performance Right, however, following vesting of the Performance Right and the issue or transfer of a Share (as applicable) to the Eligible Participant on its exercise, the Eligible Participant will be free to Deal with that Share, subject to the requirements of the Company's Securities Trading Policy.

- (g) *Source of Shares*: The Board has the discretion to either issue, or procure the transfer of, Shares to Eligible Participants (or to a trustee on behalf of the Eligible Participant) under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement. The Board also has the discretion to either issue or procure the transfer of Shares to an Eligible Participant on the exercise of a Performance Right.
- (h) *Bonus issues, pro-rata issues and capital reorganisations - Performance Rights*: The Incentive Plan allows for adjustments to be made to the number of Shares which an Eligible Participant would be entitled to receive on the exercise of Performance Rights in the event of a bonus issue or pro-rata issue to holders of Shares or a reorganisation of capital, subject to the ASX Listing Rules and all applicable laws.
- (i) *Vesting conditions - Performance Rights*: a Performance Rights granted under the Incentive Plan may be subject to time and/or performance based conditions (called vesting conditions) as determined by the Board, which must be satisfied (or waived by the Board) before the Performance Right can vest and be capable of being exercised.
- (j) *Rights associated with Performance Rights*: Performance Rights will not carry any voting rights or right to dividends. Shares issued or transferred to Eligible Participants on exercise of a Performance Right will have the same rights and entitlements as other issued Shares on issue, including voting and dividend rights.
- (k) *Exercise price - Performance Rights*: The exercise price payable by an Eligible Participant to exercise a vested Performance Right will be as set out in the relevant invitation and may be nil.
- (l) *Cessation of employment or engagement - Performance Rights*:
- Where an Eligible Participant is a "Good Leaver" (being an Eligible Participant who is not a "Bad Leaver"), they will be entitled to keep all of their vested Performance Rights and, unless the Board otherwise determines, a proportion of their unvested Performance Rights by reference to the time that has elapsed between the date of grant of the relevant unvested Performance Rights and when the Eligible Participant became a Good Leaver and also by reference to the performance of the Company and the Eligible Participant (as the case may be) against targets (if any) in the vesting conditions for the unvested Performance Rights at that time. All unvested Performance Rights that the Eligible Participant is not entitled to retain will lapse on their cessation of employment or engagement unless the Board determines otherwise.
 - If an Eligible Participant is a "Bad Leaver" (being where the Board determines that the Eligible Participant has ceased to be employed or engaged because they have been dismissed without notice for cause, have committed an indictable offence or an act of fraud, defalcation or serious misconduct in relation to the affairs of a company in the Group, or a gross dereliction of duty, have done (or failed to do) any act which has brought a company in the Group into disrepute, or otherwise in circumstances where the Board determines that the Eligible Participant is to be treated as a "Bad Leaver"), all of their vested and unvested Performance Rights will immediately lapse on their cessation of employment or engagement unless the Board determines otherwise.
- (m) *Other lapsing of Performance Rights*: In addition to the circumstances set out in paragraph (l), (n) and (o), the Incentive Plan provides for other situations where Performance Rights will immediately lapse. These include voluntary forfeiture by an Eligible Participant,

Performance Rights not having been exercised by their last applicable exercise date, where there is a material breach of the Incentive Plan rules by an Eligible Participant or other lapsing events that may be set out in the invitation letter provided to the Eligible Participant in respect of a Performance Right. Where a Performance Rights lapses, the Performance Right can no longer be exercised and all of the Eligible Participant's rights in it automatically cease.

- (n) *Clawback of equity - Performance Rights:* The Board has the discretion to clawback Performance Rights and Shares issued on exercise of Performance Rights from an Eligible Participant in certain circumstances, including where the Eligible Participant was, in reality, not a "Good Leaver", ceases to be a "Good Leaver", could have been treated as a "Bad Leaver", or if it is later discovered that a vesting condition in respect of the Performance Rights was not, in fact, satisfied.
- (o) *Change of control - Performance Rights:* The Board has the discretion to determine whether, and the extent to which, Performance Rights granted under the Incentive Plan lapse or vest where a change of control event has occurred or may occur in the future (such as a takeover bid or similar transaction, scheme of arrangement, sale, in aggregate, of a majority in value of the business or assets of all companies in the Group, an administrator, liquidator, receiver or similar being appointed in respect of the Company or substantially all of its assets, or any other event or transaction the Board determines to be a change of control event). In these circumstances, the Board also has the discretion to bring forward the first and/or last exercise date of any vested Performance Rights.
- (p) *Trustee:* The Company may establish a trust for the sole purpose of managing employee incentive plans of the Company (including the Incentive Plan) and appoint a trustee of that trust to acquire and hold Shares on behalf of Eligible Participants under the Incentive Plan or for the transfer to future Eligible Participants (including Shares to be transferred to an Eligible Participant on the exercise of any Performance Rights).
- (q) *Taxes:* Subject to applicable law, no company in the Group is responsible for any duties, taxes or other government levies or imposts which are or may become payable by any person other than the Company in connection with the grant of securities under the Incentive Plan.
- (r) *Amendments:* Subject to the ASX Listing Rules, the Board may, in its absolute discretion, amend the Incentive Plan rules or waive or modify the application of the Incentive Plan rules, except in certain circumstances.

ASX Listing Rules

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

In addition, Listing Rule 7.1A allows shareholder approval to be sought by a company to authorise an additional 10% placement capacity to be added to the Company's 15% placement capacity under Listing Rule 7.1. This approval is being sought by the Company under Resolution 5.

If Resolution 6 is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula used to calculate the number of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) and the further 10% capacity under Listing

Rule 7.1A during the period of three years following the date of the passing of this Resolution.

If Resolution 6 is not approved by Shareholders, the Company still proposes to issue securities to Eligible Participants under the Incentive Plan, however, any issue of securities under the Company's Incentive Plan will utilise the Company's capacity under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issue of securities under the Incentive Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

The Company has issued a total of 12,223,500 Performance Rights under the Incentive Plan in reliance of Listing Rule 7.2 (exception 13(b)) since the Incentive Plan was last adopted by Shareholders on 24 November 2022.

If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 13,000,000 securities under the Incentive Plan during the three-year period following such approval in reliance of ASX Listing Rule 7.2 (exception 13(b)), which represents 4.49% of the total issued capital of the Company as at the date of this Notice of Meeting.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on + 61 2 8072 1400 or meetings@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

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

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 27 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.

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.

Auditor's Report means the auditor's report of BDO Audit Pty Ltd dated 27 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 Beamtree Holdings Limited ACN 627 071 121.

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.

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

Incentive Plan means the employee incentive scheme titled "Beamtree Holdings Employee Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 6 of this Notice of Meeting.

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general

meeting dated 18 October 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.

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 Automic Pty Ltd.

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

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.

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

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

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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

PHONE:

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

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