

25 October 2024

Dear Shareholder

Upcoming Annual General Meeting of Shareholders

The Company's Annual General Meeting is scheduled to be held at the Conference Room, Quest Kings Park, 54 Kings Park Road, West Perth WA on Thursday, 28 November 2024 at 10.00 am (AWST) (**Meeting**).

The Company **strongly encourages Shareholders to lodge a directed proxy form by Tuesday, 26 November 2024 at 10.00 am (AWST)**. Shareholder questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare answers. Further details of how to participate are set out in the Notice of Meeting.

The Notice of Meeting and Annual Report can be viewed and downloaded from: <https://announcements.4dsmemory.com>.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

In accordance with sections 110C-110K and 110J-110K of the Corporations Act, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), no hard copy of the Notice of Annual General Meeting and Explanatory Statement will be circulated, unless a shareholder has requested a hard copy.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 or via email at hello@automic.com.au.

Your right to elect to receive documents electronically or in hard copy

4DS Memory will no longer send a hard copy of the meeting documents unless a shareholder requests a copy be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all their communications in hard copy or electronic form, or elect not to receive certain documents such as annual reports.

To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

Contact information

Investors: David McAuliffe
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Executive Chairman
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About 4DS

4DS Memory Limited (ASX: 4DS), with facilities located in Silicon Valley, is a semiconductor technology company bringing high bandwidth, high endurance, persistent non-volatile memory to advanced CMOS process nodes. Its technology, known as Interface Switching ReRAM, features tunable persistence and low energy per bit for today's most challenging compute intensive and AI processor applications. Established in 2007, 4DS owns a patented IP portfolio, comprising 34 USA patents, and is the first company to develop PCMO ReRAM, on an advanced CMOS processing node. 4DS has a development agreement with Belgium based imec – a world leading research and innovation hub in nano electronics and digital technologies, as well as a joint development agreement with Western Digital subsidiary HGST, a global leader in storage solutions.

For more information, please visit www.4dsmemory.com

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4DS MEMORY LIMITED
ACN 145 590 110
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: 28 November 2024
PLACE: Conference Room, Quest Kings Park
54 Kings Park Road
WEST PERTH WA 6005

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00 pm (WST) on 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider 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.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes 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.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR GUIDO ARNOUT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Dr Guido Arnout, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF SALE BONUS POOL PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of sections 200C and 200E of the Corporations Act and for all other purposes, approval is given for the giving of benefits to any holder of a managerial or executive office in the Company or a Related Body Corporate (as defined in section 200AA of the Corporations Act) in connection with the Sale Bonus Pool Plan, on the terms set out in the Explanatory Notes to the Notice of Annual General Meeting.”

A voting prohibition statement applies to this Resolution. Please see below.

5. RESOLUTION 4 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – DAVID MCAULIFFE

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

“That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, approval is given for David McAuliffe (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement.”

A voting prohibition statement applies to this Resolution. Please see below.

6. RESOLUTION 5 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – HOWARD DIGBY

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

“That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, approval is given for Howard Digby (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement.”

A voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – GUIDO ARNOUT

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

“That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, approval is given for Guido Arnout (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement.”

A voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – REPLACEMENT OF CONSTITUTION

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

“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">(a) does not specify the way the proxy is to vote on this Resolution; and(b) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 3 – Approval of Sale Bonus Pool Plan	<p>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 this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 4 – Approval of Entitlement to Sale Bonus Pool – David McAuliffe	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>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 this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and

	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 5 – Approval of Entitlement to Sale Bonus Pool – Howard Digby</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>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 this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 6 – Approval of Entitlement to Sale Bonus Pool – Guido Arnout</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>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 this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6377 8043.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the 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 Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.4dsmemory.com/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR GUIDO ARNOUT

3.1 General

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

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Dr Guido Arnout, who has served as a Director since 7 December 2015 and was last re-elected on 30 November 2022, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Dr. Arnout has specific expertise with over 30 years in commercialising electronics technology from concept to product. He was the founding President and CEO of PowerEscape, which introduced the first tools for the development of low-power software executing on multicore devices. He was also founding President and CEO of CoWare, which pioneered system-level design tools for hardware-software co-design and the time-based licensing business model.

Dr. Arnout co-founded the Open SystemC Initiative (OSCI), an industry consortium to standardise a language for system level design, and as its President submitted the SystemC language to IEEE. He served as VP of Engineering and later senior VP of marketing of CrossCheck Technology. He co-founded and later became VP of Engineering of Silvar-Lisco, the first commercial EDA (electronic design automation) company.

3.3 Independence

If re-elected the Board does not consider Dr Guido Arnout will be an independent Director by virtue of him being a former Managing Director of the Company.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Dr Guido Arnout will be re-elected to the Board as a non-executive Director.

In the event that Resolution 2 is not passed, Dr Arnout will not continue on the Board as the Non-Exon-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, the Company will have less than the minimum required number of Directors and may be suspended by ASX until a new suitable Director is appointed.

3.5 Board recommendation

The Board has reviewed Dr Arnout's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Dr Arnout and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF SALE BONUS POOL PLAN

4.1 Background

The Company has previously established an incentive scheme in the form of participation in a cash bonus pool upon the sale of the Company (**Sale Bonus Pool**).

The Company now seeks to adopt a plan to regulate the Sale Bonus Pool (**Plan**).

The Sale Bonus Pool will be shared between eligible Directors and employees of the Company (**Eligible Participants**) where those Eligible Participants have continuously provided services to the Company through the Liquidity Event (defined below).

This size of the Sale Bonus Pool will be determined by the value received by Shareholders upon a liquidity event, such as takeover of the Company or a sale of the Company's intellectual property (**Liquidity Event**).

The table below shows the manner in which the size of the Sale Bonus Pool is calculated based on assumed sale values of the Company (**Sale Value**).

Sale Value	Size of Sale Bonus Pool	Example
Up to US\$120 million	US\$0	The Sale Bonus Pool will be US\$0 for any Sale Value up to US\$120 million.
Between US\$120 million and US\$350 million	5% of Sale Value	If the Sale Value of the Company is US\$150 million, the size of the Sale Bonus Pool would be US\$7,500,000.
Between US\$350 million to US\$550 million	US\$17,500,000 plus 6.25% of the excess above \$US350 million.	If the Sale Value of the Company is US\$500 million, the size of the Sale Bonus Pool would be US\$26,875,000.
Sale above US\$550 million	US\$30,000,000 plus 7.5% of excess above \$US550 million.	If the Sale Value of the Company is US\$700 million, the size of the Sale Bonus Pool would be US\$41,250,000.

4.2 Current Eligible Participants

As set out in the Company's annual report for the financial year ended 30 June 2024, the following persons are currently Eligible Participants under the Sale Bonus Pool:

Participants	Percentage Participation in the Sale Bonus Pool (%)
David McAuliffe ^{1,2}	17.50%
Howard Digby ^{1,2}	7.50%
Guido Arnout ^{1,2}	15.00%

Participants	Percentage Participation in the Sale Bonus Pool (%)
Ting Yen ²	25.00%
Joseph Tzou	15.00%
Michael Hawran	5.00%
Peter Webse	5.00%

Notes:

1. Directors, Mr David McAulliffe, Mr Howard Digby and Mr Guido Arnout's on-going participation is subject to Shareholder approval at this meeting (being the subject of Resolutions 4 to 6).
2. This person holds a managerial or executive office of the Company as at the date of this Notice.

4.3 Further information

The Sale Bonus Pool was previously announced to the ASX on:

- (a) 7 October 2020, in an announcement titled 'Board Appointment and Sale Incentive', pursuant to which the Board advised that Dr Arnout would be entitled to receive 30%, former Director, Drs. Wilbert van den Hoek will be entitled to receive 25%, with the balance to be allocated to Eligible Participants (defined below) at the discretion of the Board in the Sale Bonus Pool. Dr Arnout is currently entitled to 15% of the Sale Bonus Pool;
- (b) 19 December 2022, in an announcement titled '2023 Board and Management Incentive Plan', pursuant to which Drs. Wilbert van den Hoek (Executive Chairman at the time of the announcement) increased his entitlement to the Sale Bonus Pool from 25% to 38.5%. Drs Wilbert van den Hoek resigned on 6 February 2023 and is therefore not entitled to the Sale Bonus Pool (see announcement titled 'Director Resignation' on 6 February 2023); and
- (c) 15 March 2022, in an announcement titled 'Appointment of New CEO & Managing Director' pursuant to which Mr Ken Hurley would be entitled to 30% of the Sale Bonus Pool. Mr Ken Hurley resigned on 16 August 2022 and is therefore not entitled to the Sale Bonus Pool (see announcement titled 'Company Update' on 16 August 2022).

Please refer to the above announcements for further information.

4.4 Purpose

The Board is of the opinion that the engagement and retention of highly-skilled and qualified executives and employees is a crucial factor in the Company's commercial success. The Board considers that for the purposes of achieving strategic objectives, acting as a reputable and competitive player in the market, and maximising Shareholder value, it is important to be able to offer balanced and proportionate remuneration to the Company's human capital assets.

In light of this reasoning, the Board considers that the Company can either:

- (a) offer higher cash remuneration; or

- (b) offer the incentives to such Eligible Participant under an incentive scheme such as the Sale Bonus Pool.

Amongst the benefits of the second alternative, the Board notes the benefits the Company will experience from paying out less in executive/employee pay in cash and to align the interests of the Eligible Participants with Shareholders.

4.5 Shareholder Approval

Under section 200C of the Corporations Act, no person may pay a benefit to a person who:

- (a) holds, or has at any previous time held, a managerial or executive office in the Company or a related body corporate; or
- (b) is the spouse, relative, or associate of a person who holds or has held a managerial or executive office in the Company or a related body corporate,

in connection with the transfer of any part of the undertaking or property of the Company, unless the giving of the benefit is approved by shareholders under section 200E.

The Company is seeking Shareholder approval under Resolution 3 to make adopt the Plan and to make the offers under the Plan. As cash payments under the Plan may be given to Eligible Participants who hold managerial or executive offices in the Company, in circumstances covered by section 200C of the Corporations Act, Shareholder approval is required.

A summary of the materials terms of the Plan are set out in Schedule 1.

4.6 Directors' Recommendation

As all the Directors are current Eligible Participants, the Directors do not believe it appropriate to make a recommendation on Resolution 3.

5. RESOLUTION 4 TO 6 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allow Directors, Mr David McAuliffe, Mr Howard Digby and Dr Guido Arnout (**Related Parties**), to participate in the Sale Bonus Pool. Subject to Shareholder approval, the Related Parties will be entitled to the following portions of the Sale Bonus Pool:

- (a) Mr McAuliffe will be entitled to 17.5% of the Sale Bonus Pool;
- (b) Mr Digby will be entitled to 7.5% of the Sale Bonus Pool; and
- (c) Dr Arnout will be entitled to 15.0% of the Sale Bonus Pool,

(together, the **Participation**).

Resolution 4 to 6 to seeks Shareholder approval for the Participation for the purposes of Chapter 2E of the Corporations Act.

As the Related Parties have a material personal interest in Resolution 4 to 6, the Related Parties do not believe it appropriate to make a recommendation on Resolution 4 to 6 of this Notice.

Refer to Section 5.4 of this Notice for a worked example outlining the value of the incentive given to the Related Parties pursuant to Resolution 4 to 6 of this Notice.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Related Parties' Participation constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Participation relates to all Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the benefit. Accordingly, Shareholder approval for the approval for Participation is sought in accordance with Chapter 2E of the Corporations Act.

Additionally, the Company obtained Shareholder approval for Mr McAuliffe and Mr Digby to participate in the Sale Bonus Pool pursuant to Chapter 2E of the Corporations Act at the Company's annual general meeting held on 30 November 2023 (**Previous Approval**). Whilst, the Previous Approval has not expired as at the date of this Notice, the Company seeks to refresh Mr McAuliffe and Mr Digby approval from the meeting going-forward. If Shareholder approval is not obtained for Resolutions 3 and 4, Mr McAuliffe and Mr Digby's Participation will expire on the date that is 15 months from the Previous Approval.

Dr Arnout did not receive Shareholder approval at the last annual general meeting on the basis that his Participation was previously approved by the Directors given that the Directors were able to form quorum to determine Dr Arnout's Participation fell within an exception of the Corporations Act, prior to the other Directors obtaining Previous Approval. For good corporate governance purposes, the Company seeks Shareholder approval for Dr Arnout's Participation at this Meeting. If Shareholder approval is not obtained for Resolution 6, Dr Arnout will be unable to participate in the Sale Bonus Pool.

Consequently, if Resolution 4 to 6 are not approved by Shareholders, the Company may need to consider alternative means to incentivise the Directors' performance which may be on terms less favourable to the Company.

5.3 Technical Information required by section 219 of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to Resolution 4 to 6:

- (a) the entitlement to the Participation will be given to:
- (i) Mr McAuliffe (or his nominee/s) pursuant to Resolution 4;
 - (ii) Mr Digby (or his nominee/s) pursuant to Resolution 5; and
 - (iii) Dr Arnout (or his nominee/s) pursuant to Resolution 6,
- each of whom is a Related Party by virtue of being a Director;
- (b) the Related Parties will be entitled to the following portions of the Sale Bonus Pool upon the occurrence of a Liquidity Event:
- (i) Mr McAuliffe (or his nominee/s) will receive 17.5% of the Sale Bonus Pool pursuant to Resolution 4;
 - (ii) Mr Digby (or his nominee/s) will receive 7.5% of the Sale Bonus Pool pursuant to Resolution 5; and
 - (iii) Dr Arnout (or his nominee/s) will receive 15.0% of the Sale Bonus Pool pursuant to Resolution 6,
- (c) the purpose of the Participation is to provide an incentive component alongside the remuneration package for the Related Parties, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties, and to encourage the Related Parties to assist in the growth of the Company to an attractive and saleable size;
- (d) the entitlement to be given to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in offering these incentives to the Related Parties;
- (e) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ending 30 June 2025	Previous Financial Year Ended 30 June 2024
David McAuliffe	\$279,652.36 ¹	\$324,638 ²
Howard Digby	\$35,331 ³	\$45,288 ⁴
Guido Arnout	\$268,068 ⁵	\$286,806 ⁶

Notes:

1. Comprising Director's salary (including annual and long-service leaves) of \$224,668.36, a superannuation payment of \$23,000 and share-based payments of \$31,984.
2. Comprising Director's salary (including annual leaves) of \$206,668, a superannuation payment of \$22,000, post-employment benefits of \$4,242 and share-based payments of \$91,728.
3. Comprising Director's salary of \$30,000 and share-based payments of \$5,331.
4. Comprising Director's salary of \$30,000 and share-based payments of \$15,288.
5. Comprising Director's salary of \$30,000 and contractor fees of \$238,068 for administrative services to 4DS Inc..
6. Comprising Director's salary of \$30,000 and consultancy fees as advisor to the Chairman of \$256,806.

- (f) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options	Undiluted	Fully Diluted
David McAuliffe	10,061,042 ²	6,000,000 ³	0.57%	0.89%
Howard Digby	6,688,629 ⁴	1,000,000 ⁵	0.38%	0.42%
Guido Arnout	8,000,000	-	0.45%	0.44%

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: 4DS).
2. Comprising:
 - (a) 2,767,740 Shares held directly;
 - (b) 4,560,966 Shares held indirectly through David Jeremiah McAuliffe <The Lazy D9M Investment Trust>; and
 - (c) 2,732,336 Shares held indirectly through Margaret Elizabeth Livingston.
3. Unlisted Options exercisable at \$0.037 each on or before 27 February 2028 held indirectly through Margaret Elizabeth Livingston.
4. Comprising:
 - (a) 2,737,004 Shares held directly; and
 - (b) 4,651,625 Shares held indirectly through Lamma Nominees Pty Ltd <XL Middleton A/C>.

5. Unlisted Options exercisable at \$0.037 each on or before 27 February 2028 (held indirectly through Lamma Nominees Pty Ltd <XL Middleton A/C>).
- (g) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 4 to 6.

5.4 Worked Examples

Set out below are worked examples of the Related Parties' Participation value under Resolution 4 to 6, based on assumed indicative Sale Values:

David McAuliffe (Resolution 4)

Example Sale Value	Size of Sale Bonus Pool	D McAuliffe's Entitlement to Sale Bonus Pool	Value of Incentive to D McAuliffe
US\$110,000,000	US\$0	17.5%	Nil
US\$150,000,000	US\$7,500,000	17.5%	US\$1,312,500
US\$500,000,000	US\$26,875,000	17.5%	US\$4,703,125
US\$700,000,000	US\$41,250,000	17.5%	US\$7,218,750

Howard Digby (Resolution 5)

Example Sale Value	Size of Sale Bonus Pool	H Digby's Entitlement to Sale Bonus Pool	Value of Incentive to H Digby
US\$110,000,000	US\$0	7.5%	Nil
US\$150,000,000	US\$7,500,000	7.5%	US\$562,500
US\$500,000,000	US\$26,875,000	7.5%	US\$2,015,625
US\$700,000,000	US\$41,250,000	7.5%	US\$3,093,750

Guido Arnout (Resolution 6)

Example Sale Value	Size of Sale Bonus Pool	G Arnout's Entitlement to Sale Bonus Pool	Value of Incentive to G Arnout
US\$110,000,000	US\$0	15.0%	Nil
US\$150,000,000	US\$7,500,000	15.0%	US\$1,125,000
US\$500,000,000	US\$26,875,000	15.0%	US\$4,031,250
US\$700,000,000	US\$41,250,000	15.0%	US\$6,187,500

The Company considers that it is unable to quantify the probability of an exact Sale Value occurring and is therefore unable to provide an exact value of the Participation. The above tables provide indicative examples of what the Related

Parties may receive depending on the Sale Value and provides no guarantee of a certain Sale Value being achieved.

6. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

6.1 General

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$155,182,272 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2024).

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 7 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 Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

6.2 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the

nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for expanding or accelerating the Company's existing business activities including to further develop the Company's Interface Switching ReRam technology and for general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 17 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			Dilution			
			Shares issued – 10% voting dilution	Issue Price		
				\$0.044	\$0.088	\$0.132
				50% decrease	Issue Price	50% increase
			Funds Raised			
Current	1,763,434,918 Shares	176,343,491 Shares	\$7,759,113	\$15,518,227	\$23,277,340	
50% increase	2,645,152,377 Shares	264,515,237 Shares	\$11,638,670	\$23,277,340	\$34,916,011	
100% increase	3,526,869,836 Shares	352,686,983 Shares	\$15,518,227	\$31,036,454	\$46,554,681	

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,763,434,918 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 17 October 2024 (being \$0.088).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients

of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 28 November 2023, the Company did not issue any Equity Securities pursuant to Listing Rule 7.1A.

1.2 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

7. RESOLUTION 8 – REPLACEMENT OF CONSTITUTION

7.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

The changes to the Proposed Constitution are primarily administrative and include the following key changes:

- (a) amending the reduction of capital to permit unmarketable parcels to be sold through a sale nominee after a reduction of capital;

- (b) aligning shareholder voting requirements in line with the Corporations Act and Listing Rules;
- (c) aligning director rotation in accordance with the Listing Rules; and
- (d) updating Shareholder notification means.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.4dsmemory.com/ and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6377 8043). Shareholders are invited to contact the Company if they have any queries or concerns.

7.2 Insertion of partial (proportional) takeover provisions

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p> <p>This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.</p>
Effect of proposed proportional takeover provisions	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>
Reasons for proportional takeover provisions	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a</p>

	proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means 4DS Memory Limited (ACN 145 590 110).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Eligible Participant has the meaning given in 4.1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Liquidity Event has the meaning given in 4.1.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Participation has the meaning given in Section 5.1.

Plan has the meaning given in Section 4.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties means the Directors, Mr David McAuliffe, Mr Howard Digby and Dr Guido Arnout.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

Sale Bonus Pool has the meaning given in Section 4.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – MATERIAL TERMS OF THE PLAN

Eligibility and Invitation	<p>The Board may from time to time determine that a person may be eligible to participate in the Plan.</p> <p>Following determination that a Participant may participate in the Plan, the Board may make an invitation (Invitation) to that Participant on such terms and conditions as the Board decides from time to time.</p>															
Sale Bonus Pool	<p>Upon a Change in Control or an Asset Sale (each, a Liquidity Event), a Bonus Pool will be created on the following amounts of the Sale Value:</p> <table border="1" data-bbox="475 510 1378 786"> <thead> <tr> <th>Tier</th> <th>Sale Value</th> <th>Bonus Pool</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>\$0 to US\$120 million</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>US\$120 million to US\$350 million</td> <td>5.0% of the Sale Value</td> </tr> <tr> <td>3</td> <td>US\$350 million to US\$550 million</td> <td>US\$17.5 million plus 6.25% of the excess above US\$350 million</td> </tr> <tr> <td>4</td> <td>Above US\$550 million</td> <td>US\$30.0 million plus 7.5% of the excess above US\$550 million</td> </tr> </tbody> </table> <p>Asset Sale means the completion of a sale of the Company or any of its subsidiaries' main undertaking to a third party, excluding a Change in Control.</p> <p>Change in Control means:</p> <ul style="list-style-type: none"> (a) a bona fide takeover bid having been made in respect of the Company and: <ul style="list-style-type: none"> (i) the bidder has received acceptances for not less than 50.1% of the fully paid ordinary share in the capital of the Company (Shares); and (ii) having being declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or (c) a person acquires a Relevant Interest (as defined in the Corporations Act 2001 (Cth)) in 50% or more of the Shares by any other means. <p>Sale Value means, with respect to a particular Liquidity Event and without duplication, the sum of the total proceeds and other consideration paid or received and to be paid or received by the Company or by the Company's shareholders (which shall include amounts paid or to be paid into escrow or subject to earn-out or other deferred payment arrangements).</p> <p>If all or any portion of the Sale Value is paid in the form of assets other than cash, the value of such non-cash consideration shall be the fair market value of the asset as measured as of the date of the announcement of the transaction giving rise to the Liquidity Event, provided, that if such consideration includes securities with an existing public trading market, the value of the securities shall be the volume weighted average price of the closing price for such Securities on the ten (10) trading days immediately prior to the Liquidity Event or as otherwise provided in the relevant documentation for such Liquidity Event.</p>	Tier	Sale Value	Bonus Pool	1	\$0 to US\$120 million	Nil	2	US\$120 million to US\$350 million	5.0% of the Sale Value	3	US\$350 million to US\$550 million	US\$17.5 million plus 6.25% of the excess above US\$350 million	4	Above US\$550 million	US\$30.0 million plus 7.5% of the excess above US\$550 million
Tier	Sale Value	Bonus Pool														
1	\$0 to US\$120 million	Nil														
2	US\$120 million to US\$350 million	5.0% of the Sale Value														
3	US\$350 million to US\$550 million	US\$17.5 million plus 6.25% of the excess above US\$350 million														
4	Above US\$550 million	US\$30.0 million plus 7.5% of the excess above US\$550 million														
Entitlement	<p>In the event of a Liquidity Event, then, subject to the other terms and conditions of this Plan or the Participant's Invitation, a Participant shall be entitled to the percentage amount of the Bonus Pool as set out in the Participant's Invitation (Participation Amount).</p>															
Employment Requirement	<p>A Participant must be continuously employed by or providing services to the Company, or a subsidiary of the Company, through to the time of the</p>															

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	<p>Liquidity Event to be entitled to the Participation Amount (Employment Requirement).</p> <p>If the Participant's employment or services are terminated prior to the Liquidity Event, the Board may determine, in its sole discretion, that the Participant continues to be entitled to their Participation Amount (in whole or part) at the Liquidity Event.</p> <p>If the Participant's employment or services are terminated after the Liquidity Event, the Participant's entitlement to their Participation Amount is deemed to have accrued and be payable from the Liquidity Event.</p>
Payment of Bonus	<p>Subject to the escrow and mixed consideration provisions of this Plan, and any terms set out in the Invitation, the Company will pay each Participant their Participation Amount from the Bonus Pool in a single, cash lump-sum within 5 days following the Liquidity Event, unless otherwise agreed by the Company and the acquirer, or set out in the relevant transaction documents to such Liquidity Event.</p>
Escrow	<p>If the proceeds from the Liquidity Event are subject to escrow, earn-out or other deferred payment arrangements, the Participant's bonus will be subject to the same terms and conditions as the proceeds are paid in connection with the Liquidity Event.</p>
Mixed Consideration	<p>If the consideration offered in the Liquidity Event is not solely cash, subject to any applicable law or stock exchange rules, a Participant's bonus (or a portion of the bonus) will be paid in the same form of the consideration received in the Liquidity Event by the Company or the shareholders (as applicable).</p> <p>If the shareholders were offered a choice of consideration, the bonus will be paid in the same form as the consideration received by a majority of the shareholders participating in the Liquidity Event.</p>
Fraud and Misconduct	<p>The Board may determine that some or all of the Participant's entitlement to the bonus will lapse if the Participant:</p> <ul style="list-style-type: none"> (a) acts fraudulently or dishonestly; (b) engages in gross misconduct; (c) acts in a manner which brought the Company or the Company group into disrepute; (d) breaches their duties or obligations to the Company (including acting in breach of the terms and conditions of their employment and/or the Company's code of conduct, as amended or replaced from time to time); (e) is convicted of an offence or have a judgement entered against them in connection with the affairs of the Company; or (f) contributes to, either by act or omission, to a material misstatement or omission in the financial statements of the Company or any other circumstances or events which affect the Company's financial soundness or require re-statement of the Company's financial accounts, including, without limitation, as a result of misrepresentations, errors, omissions, or negligence.



4DS Memory Limited | ABN 43 145 590 110

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AWST) 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://automicgroup.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
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