

ASX Announcement 18 November 2024

2024 EGM Notice of Meeting, Letter of Access and Proxy Form

Sydney, Australia, 18 November 2024: Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (**Atturra or Company**) attaches the following documents in relation to the Extraordinary General Meeting (EGM):

- EGM Notice of Meeting, including the Online Meeting Guide;
- Letter of Access, including the Proxy Form

- ENDS -

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

About Atturra:

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

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Atturra Limited

Notice of 2024 Extraordinary General Meeting Explanatory Statement | Proxy Form

Thursday, 19 December 2024

10:30AM AEDT

Held as a Virtual Meeting

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

For personal use only

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Important Information for Shareholders about the Company's 2024 EGM

This Notice is given based on circumstances as at 18 November 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.atturra.com/meetings/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting (**EGM**) of the Shareholders to which this Notice of Meeting relates will be held at 10:30AM (AEDT) on Thursday, 19 December 2024 as a **virtual meeting**.

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

How Do I Participate in the Meetings Online?

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

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MJT2JFZ> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

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

To participate in the meeting online follow the instructions below.

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

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

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

More information regarding participating in the AGM online can be found attached to this Notice of Meeting under Annexure A.

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 10:30AM (AEDT) on Thursday, 19 December 2024 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary 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 Extraordinary General Meeting are those who are registered Shareholders at 10.30AM (AEDT) on Tuesday, 17 December 2024.

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

Agenda

Items of Business

Resolutions

ASX Listing Rule 7.4 (Subsequent Approval of Share Issues)

1. **Resolution 1** – Ratification of Prior Issue of Tranche 1 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 29,380,230 Tranche 1 Placement Shares under ASX Listing Rule 7.1 to sophisticated and institutional investors on or about 21 November 2024, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue of Tranche 1 Placement Shares; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) 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
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ASX Listing Rule 10.11 (Approval of Related Party Share Issue)

2. Resolution 2 – Approval of Issue of Tranche 2 Placement Shares to 263 Finance Pty Limited

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 37,762,627 Tranche 2 Placement Shares to 263 Finance Pty Limited, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) 263 Finance Pty Limited and any other person who will obtain a material benefit as a result of the issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) Driftwood IT Pty Limited and an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) 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
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Kunal Shah
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:30AM (AEDT) on Thursday, 19 December 2024 as a **virtual meeting**.

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

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

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

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice. The Notice incorporates and should be read together with this Statement.

Agenda

Items of Business

Resolutions

ASX Listing Rule 7.4 (Subsequent Approval of Share Issues)

1. **Resolution 1** – Ratification of Prior Issue of Tranche 1 Placement Shares

1.1 **Background**

On 14 November 2024, the Company announced that it had successfully raised approximately \$70.5 million (before costs) via a placement of new Shares at an issue price of \$1.05 per Share (**Placement**) which would be completed in two tranches as follows:

- **Tranche 1:** Approximately \$30.8 million (before costs) raised from institutional and sophisticated investors utilising the Company's existing placement capacity under ASX Listing Rule 7.1; and
- **Tranche 2:** Approximately \$39.7 million (before costs) raised from 263 Finance Pty Limited, a substantial shareholder and an entity controlled by a Director, Shan Kanji, subject to the approval of Shareholders under ASX Listing Rule 10.11.

In addition to the Placement, the Company announced a non-underwritten share purchase plan to raise up to \$6.05 million at an issue price of \$1.05 per Share from eligible Shareholders in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (SPP)*.

Tranche 1 of the Placement resulted in the issue of 29,380,230 new Shares (**Tranche 1 Placement Shares**). The SPP will result in the issue of up to 5,761,905 new Shares (**SPP Shares**).

1.2 **Reason for Approval**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over

any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fall within any of the relevant exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under ASX Listing Rule 7.1, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the issue of the Tranche 1 Placement Shares.

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

The Company wishes to retain as much flexibility as possible to promptly issue additional Equity Securities into the future without having to first obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval of the issue of the 29,380,230 Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4

1.3 Effect of Shareholder Approval

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 1 Placement Shares.

In the event that Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12-month period following the issue of those Tranche 1 Placement Shares.

1.4 Specific information required under ASX Listing Rule 7.5

<p>7.5.1: <i>The names of the persons to whom the securities were issued or the basis on which those persons were identified or selected:</i></p>	<p>Institutional and sophisticated investors to whom a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Participants in the Tranche 1 Placement were identified or introduced by the Joint Lead Managers Barrenjoey Markets Pty Limited and Unified Capital Partners Pty Limited. None of the participants were related parties or KMP (or Associates of any of them) of the Company, and no advisors or substantial shareholders (or Associates of any of them) were issued more than 1% of the Company's issued capital.</p>
<p>7.5.2: <i>The number and class of securities issued:</i></p>	<p>29,380,230 new Shares ranking equally with all existing Shares on issue.</p>
<p>7.5.3: <i>If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:</i></p>	<p>N/A</p>

7.5.4: <i>The date or dates on which the securities were (or are to be) issued:</i>	21 November 2024
7.5.5: <i>The price or other consideration the Company received for the issue:</i>	\$1.05 per Share.
7.5.6: <i>The purpose of the issue, including intended use of funds:</i>	The purpose of the issue is to raise funds. The Company intends to use the funds raised from the overall equity raising, including the Placement and the SPP, to fund inorganic growth opportunities, including the Future Acquisitions, and to provide balance sheet flexibility.
7.5.7: <i>If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:</i>	Standard placement letters were used with the Tranche 1 Placement Shares.
7.5.8: <i>Voting exclusion statement:</i>	A voting exclusion statement is included in this Notice.

1.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

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

ASX Listing Rule 10.11 (Approval of Related Party Share Issue)

2. **Resolution 2 – Approval of Issue of Tranche 2 Placement Shares to 263 Finance Pty Limited**

2.1 Background

Refer to section 1.1 of this Explanatory Statement in relation to the background to the Placement and the SPP.

Tranche 2 of the Placement would, subject to approval of the Shareholders, result in the issue of 37,762,627 new Shares (**Tranche 2 Placement Shares**) to 263 Finance Pty Limited.

2.2 Reason for Approval

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party of the listed company, or a person who is a substantial (30%+) holder in the listed company, or an Associate of such related party or substantial holder, without the approval of shareholders.

ASX Listing Rule 10.11.2 stipulates that "substantial (30%+) holder" is defined (and therefore calculated) in the same manner as a "substantial holder" is defined and calculated for the purposes of section 9 of the Corporations Act, save that the relevant threshold is 30% and not 5%. This requires that the total votes attaching to the voting shares in the Company held by Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates (or in which they have a Relevant Interest) be aggregated.

As at the date of this Notice of Meeting, the holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited are as follows:

Table 1: Current holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited & their Associates

Description	Shares	% (last 6 months)	% (as at Meeting date)
Voting shares prior to the Equity Raising (and within last 6 months)	312,770,789	-	-
Voting shares to be on issue as at the date of the Meeting (including pursuant to Tranche 1 Placement and SPP, but excluding the Tranche 2 Placement)	347,912,924	-	-
Driftwood IT Pty Limited	115,724,809	37.0%	33.3%
263 Finance Pty Limited	60,184,398	19.2%	17.3%
Total Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates	175,909,207	56.2%	50.6%

Table Notes:

[1] This table assumes all SPP Shares are subscribed for and allocated.

[2] This table assumes no options are exercised and no performance rights vest.

Accordingly, Driftwood IT Pty Limited and 263 Finance Pty Limited together with their Associates have a voting power of approximately 56.2% prior to the Equity Raising. As a result of the Equity Raising (excluding the issue of Tranche 2 Placement Shares, which will not have occurred by the date of the Meeting), this will fall to approximately 50.6% after the issue of Shares under the Tranche 1 Placement and the SPP.

Therefore, Driftwood IT Pty Limited and 263 Finance Pty Limited are:

- at the date of this Notice of Meeting both related parties of the Company, by virtue of being entities controlled by a Director of the Company, Shan Kanji; and
- at the date of this Notice of Meeting, and expected to be at the date of the Meeting, together a substantial (30%+) holder of the Company.

As none of the exceptions under ASX Listing Rule 10.12 are available to the Company in respect of the proposed issue of Tranche 2 Placement Shares, the Company seeks approval for the issue of the Tranche 2 Placement Shares under ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2 (exception 14), where approval under ASX Listing Rule 10.11 is obtained for the Tranche 2 Placement Shares, approval is not also required under ASX Listing Rule 7.1 and the issue of the Tranche 2 Placement Shares will not be included in calculating the Company's 15% limit under ASX Listing Rule 7.1.

The participation of 263 Finance Pty Ltd in the total Placement is approximately equal to its and its Associates voting power prior to the issue of the Tranche 1 Placement Shares.

2.3 Effect of Shareholder Approval

If Resolution 2 is passed, then:

- the Company will proceed with the issue of the Tranche 2 Placement Shares to 263 Finance Pty Limited; and

- the issue of the Tranche 2 Placement Shares will, pursuant to ASX Listing Rule 7.2 (exception 14), be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 2 Placement Shares.

In the event that Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to 263 Finance Pty Limited to raise \$39.7 million.

2.4 Specific information required under ASX Listing Rule 10.13

10.13.1: <i>The name of the persons to whom the securities were issued:</i>	263 Finance Pty Limited
10.13.2: <i>Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why:</i>	263 Finance Pty Limited: <ul style="list-style-type: none"> is a related party under ASX Listing 10.11.1 by virtue of being an entity controlled by a Director of the Company, Shan Kanji; and together with Driftwood IT Pty Limited is a substantial (30%+) shareholder in the Company under ASX Listing Rule 10.11.2.
10.13.3 <i>The number and class of securities to be issued:</i>	37,762,627 new Shares ranking equally with all existing Shares on issue.
10.13.4: <i>If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:</i>	N/A
10.13.5: <i>The date or dates on or by which the securities will be issued:</i>	As soon as practicable after the Meeting, and in any event by no later than the date which is 1 month after the date of the Meeting.
10.13.6: <i>The price or other consideration the Company will receive for the issue:</i>	\$1.05 per Share.
10.13.7: <i>The purpose of the issue, including intended use of funds:</i>	The purpose of the issue is to raise funds. The Company intends to use the funds raised from the overall equity raising, including the Placement and the SPP, to fund inorganic growth opportunities, including the Future Acquisitions, and to provide balance sheet flexibility.
10.13.8: <i>If the person is a director or related party or their associate, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package.</i>	N/A. The Tranche 2 Placement participant will pay the same consideration of \$1.05 per Share, as all other participants in the Placement and the SPP.
10.13.9: <i>If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:</i>	The Tranche 2 Placement participant committed to subscribing for the Tranche 2 Placement Shares at \$1.05 per Share, on substantively the same terms as the participants in the Tranche 1 Placement, except

	that the Tranche 2 Placement is subject only to any requisite shareholder approvals being obtained by the Company.
10.13.10: Voting exclusion statement:	A voting exclusion statement is included in this Notice.

2.5 Chapter 2E of the Corporations Act

263 Finance Pty Limited is a related party of the Company for the purposes of Chapter 2E of the Corporations Act. Accordingly, the provision by the Company of any financial benefit to a related party requires Shareholder approval, unless the Directors have determined that one of the available exceptions applies.

The issue of shares is a financial benefit.

Section 210 of the Corporations Act is one such exception, and provides that shareholder approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the company and the related party were dealing at arm's length; or
- (b) are less favourable to the related than the terms referred to in paragraph (a) (**Arms' Length Exception**).

263 Finance Pty Limited will participate in the Placement on substantially the same (or less favourable) terms and at the same price as all other Placement participants, with the only difference being that its participation is also subject to the additional requirement to obtain shareholder approval for the purposes of ASX Listing Rule 10.11. The Directors are satisfied that the Arms' Length Exception is available and accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act.

2.6 Chapter 6 of the Corporations Act

Relevant Interests

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a Relevant Interest in issued voting shares in a company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point that is above 20% to below 90%,
(**Control Prohibition**).

The voting power of a person in a company is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's Associates have a Relevant Interest.

A person has a Relevant Interest in securities if they:

- (a) are the holder of the securities;
- (b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- (c) have the power to dispose of or control the exercise of a power to dispose of, the securities.

It does not matter how remote the Relevant Interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

Details of the interests presently held by Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates are set out at 'Table 1: Current holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited & their Associates' in section 2.2 above.

Mr Shan Kanji has a Relevant Interest in Driftwood IT Pty Limited and 263 Finance Pty Limited. Mr Shan Kanji does not hold any Shares in the Company in his own right.

As stated above, the impact of those components of the Equity Raising that have (or will at the time of the Meeting have been) completed, will result in a decrease to the combined voting power of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates from approximately 56.2% to approximately 55.4%.

Assuming no options are exercised, and no other share issues take place, if Resolution 1 is approved and shareholder approval is given to the issue of the Tranche 2 Placement Shares, the impact to the holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited will be as follows:

Table 2: Current Driftwood IT Pty Limited and 263 Finance Pty Limited Holdings

Description	Shares	% (as at Meeting date)	Post Placement and SPP (without Tranche 2 Placement Shares ^[1])	Post Placement and SPP ^[2]
Voting shares prior to the Equity Raising (and within last 6 months)	312,770,789	-	-	-
Voting shares to be on issue as at the date of the Meeting plus Tranche 1 Placement Shares and SPP Shares (<i>assumes Resolution 2 is not passed</i>)	347,912,924	-	-	
Voting shares to be on issue as at the date of the Meeting plus Tranche 1 Placement Shares, Tranche 2 Placement Shares and SPP Shares (<i>assumes Resolution 2 is passed</i>)	385,675,551	-	-	
Driftwood IT Pty Limited	Pre-Meeting: 115,724,809 Post Meeting: 115,724,809	33.3%	33.3%	30.8%
263 Finance Pty Limited	Pre-Meeting: 60,184,398 Post Meeting: 97,947,025	17.3%	17.3%	25.4%

Total Driftwood IT Pty Limited and 263 Finance Pty Limited and Associates	Pre Meeting:	50.6%	50.6%	55.4%
	175,909,207			
	Post Meeting:			
	213,671,834			

Table Notes:

- [1] Assumes Resolution 2 is not passed.
- [2] Assumes Resolution 2 is passed.
- [3] This table assumes all SPP Shares are subscribed for and allocated.
- [4] This table assumes no options are exercised and no performance rights vest.

Accordingly, the issue of the Tranche 1 Placement Shares, Tranche 2 Placement Shares and the SPP Shares will result in an overall decrease to the combined holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates from the position prior to the Equity Raising of approximately 0.8%, to a final position of 55.4%

However, due to the chronology of events, the combined holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates will first decrease from a pre-Equity Raising position of approximately 56.2%, to an interim position of approximately 50.6% for a brief period prior to the proposed completion of the issue of the Tranche 2 Placement Shares to Driftwood IT Pty Limited and 263 Finance Pty Limited.

Whilst there will be an increase (after an initial decrease) to the combined holdings of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates, and prima facie, the Control Prohibition discussed above will be breached, the Company has not sought shareholder approval for the purposes of this Control Prohibition, on the basis of the exception described below.

Exception to section 606 prohibition (3% creep rule)

Item 9 of section 611 of the Corporations Act provides an exception to the prohibition under section 606 of the Corporations Act. This exception relates to acquisitions of voting power where the increase is no more than 3% over a 6 month period. It has the effect that the Control Prohibition (to increasing voting power for amounts above 20%) does not apply to an acquisition of voting power, if:

- (a) a person throughout the 6 month period prior to the acquisition has had a voting power in the company of at least 19%; and
- (b) as a result of the acquisition, that person's voting power does not increase by more than 3% above the level they had 6 months before the acquisition.

Here:

- (c) the relevant "acquisition" is the acquisition by 263 Finance Pty Limited of the Tranche 2 Placement Shares;
- (d) as already discussed, Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates had a voting power of approximately 56.2% in the 6 months prior to that acquisition; and
- (e) as a result of that acquisition (which will occur after the issue of the Tranche 1 Placement Shares and the SPP Shares), it is expected that the combined voting power of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates will decrease to approximately 55.4%, meaning that the 3% creep rule in section 711 (item 9) will not be breached.

Accordingly, no shareholder approval is being sought for the purposes of the control provisions in Chapter 6 of the Corporations Act.

2.7 Dilution

The effect of Resolution 2 on the capital structure of the Company is as follows:

Pro Forma Shares (post Tranche 1 Placement and SPP)	Total Shares after the Equity Raising (including Tranche 2 Placement Shares)	Dilution %
347,912,924	385,675,551	10.9%

The share capital numbers that have been provided in this Notice of General Meeting are based on what the Directors believe is the information material to the Shareholder's decision whether or not to approve Resolution 2 and have been calculated on an undiluted basis. The Company currently has 9,705,273 performance rights on issue (none of which are expected to vest prior to the proposed issue of the Tranche 2 Placement Shares to Driftwood IT Pty Limited and 263 Finance Pty Limited). If some or all of these performance rights are exercised, this would further reduce the combined voting power of Driftwood IT Pty Limited and 263 Finance Pty Limited and their Associates upon the proposed issue of the Tranche 2 Placement Shares.

2.8 Directors' Recommendation

The Directors (excluding Mr Shan Kanji) recommend that Shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 2.

Enquiries

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

Glossary

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

ASIC means Australian Securities and Investments Commission.

Arms' Length Exception has the meaning given in section 2.5 of the Explanatory Statement.

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.

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.

Company or **Atturra** means Atturra Limited ACN 654 662 638.

Constitution means the Company's constitution.

Control Prohibition has the meaning given in section 2.6 of the Explanatory Statement.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Equity Raising means the Placement and SPP.

Equity Security has the meaning given to it by the ASX Listing Rules.

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

Extraordinary General Meeting or **EGM** or **Meeting** means a general meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Future Acquisitions means three potential acquisitions that the Company is currently in advanced preliminary discussion with counterparties, including a managed services organisation, a niche advisory business and an integration services provider.

KMP or **Key Management Personnel** has the meaning in the Accounting Standard AASB 124 Related Party Disclosure.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 18 November 2024 including the Explanatory Statement.

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.

Placement has the meaning given in section 1.1 of the Explanatory Statement.

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

Relevant Interest has the meaning given to it by section 608 the Corporations Act.

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

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

Shareholder means a holder of a Share.

Share Registry means Computershare Limited.

SPP has the meaning given in section 1.1 of the Explanatory Statement.

SPP Shares has the meaning given in section 1.1 of the Explanatory Statement.

Tranche 1 Placement Shares has the meaning given in section 1.1 of the Explanatory Statement.

Tranche 2 Placement Shares has the meaning given in section 2.1 of the Explanatory Statement.

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ONLINE MEETING GUIDE

GETTING STARTED

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

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

For personal use only

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

or To register as a guest

Select 'Guest' and enter your details.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

FOR ASSISTANCE

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ATA

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



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Atturra Limited Extraordinary General Meeting

The Atturra Limited Extraordinary General Meeting will be held on Thursday, 19 December 2024 at 10:30am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:30am (AEDT) on Tuesday, 17 December 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MJT2JFZ>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

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

ATA

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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Tuesday, 17 December 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
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SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Atturra Limited hereby appoint

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Atturra Limited to be held as a virtual meeting on Thursday, 19 December 2024 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of Prior Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of Issue of Tranche 2 Placement Shares to 263 Finance Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

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

