



28 February 2025

Dear Shareholder

**AMAERO INTERNATIONAL LIMITED – UPCOMING EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

Amaero International Limited (ACN 633 541 634) (**ASX:3DA**) ("**Amaero**" or the "**Company**") advises that the Company will hold an Extraordinary General Meeting of its Shareholders as a virtual meeting at 11:00am (AEDT) on Tuesday, 1 April 2025 (the "**Meeting**").

The Notice of Meeting, accompanying explanatory statement and annexures ("**Meeting Materials**") are being made available to shareholders electronically. The Meeting Materials are available under the 'ASX Announcements' section on the Company's website at:
<https://investorhub.amaero.com.au/announcements>.

The Company strongly encourages all Shareholders to vote either by directed proxy or direct voting prior to the Meeting. Voting forms for the Meeting should be lodged before 11:00am (AEDT) on Sunday, 30 March 2025. A copy of your personalized voting form is enclosed.

Shareholders who wish to attend and participate virtually can do so via the online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online. Details on how to access the virtual Meeting are provided in the Notice. Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing questions to m.licciardo@acclime.com by no later than 11:00am (AEDT) on Tuesday, 25 March 2025.

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. The Explanatory Memorandum contains important information about the matters to be considered at the Meeting to assist Shareholders to determine how to vote on the resolutions set out in the Notice.

Should you wish to discuss any of the matters detailed in this letter, the Notice or the Explanatory Memorandum, please contact the Company Secretary on +61 3 8689 999777 or via email at m.licciardo@acclime.com.

Yours faithfully

Mark Licciardo
Company Secretary
Amaero International Limited



NOTICE OF EXTRAORDINARY GENERAL MEETING

AMAERO INTERNATIONAL LTD

ACN 633 541 634

TIME: 11:00am (AEDT)

DATE: Tuesday, 1 April 2025

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Important Notice

This Notice of Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Extraordinary General Meeting of Amaero International Ltd to assist Shareholders to determine how to vote on the Resolutions set out in this Notice of Meeting. Should you wish to discuss any of the matters detailed in this Notice of Meeting, please do not hesitate to contact the Company Secretary Mark Licciardo on +61 3 8689 9997 or m.licciardo@acclime.com.

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Notice of Extraordinary General Meeting of Shareholders of Amaero International Ltd

Notice is given that the Extraordinary General Meeting of Shareholders of Amaero International Ltd ACN 633 541 634 (**Amaero** or the **Company**) will be held on **Tuesday, 1 April 2025 11:00am (AEDT)**.

The Extraordinary General Meeting will be held as a virtual meeting where shareholders can attend online via Zoom.

Important Information

Your vote is important

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

Voting eligibility

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 7:00pm (AEDT) on Sunday, 30 March 2025.

Attending the Meeting virtually

Shareholders who wish to attend the meeting online must register their details through the following Zoom registration link:

https://us02web.zoom.us/webinar/register/WN_Z01mpHN2QMq5VNdnxdYiLw

Once registered, shareholders will receive a confirmation email from Zoom containing their link to access the Meeting online.

A Virtual Meeting Shareholder Registration & Voting Guide is provided and can also be found at the following link:

<https://www.automicgroup.com.au/virtual-agms>



Voting by proxy or online prior to the Meeting

To submit a vote prior to the Meeting, or to appoint a proxy online, please go to <https://investor.automic.com.au/#/loginsah> and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form. Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online. For further information, please see the Virtual Meeting Registration and Voting Guide attached to this Notice of Meeting.

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Voting prior to the Meeting

A Shareholder may vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's Shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or

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- to cast their votes in different ways on any item, by inserting the number of Shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item. If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of Shares in boxes on any item that in total exceeds the number of Shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

Your proxy voting instruction must be received by **11:00am (AEDT) on Sunday, 30 March 2025**, being not later than 48 hours prior to the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

Shareholders who submit direct votes appoint the Chair as their representative for the purposes of Article 9.4(b) of the Constitution (determination of quorum).

However, Shareholders who submit direct votes will not be entitled to the following rights of Shareholders attending the Meeting by proxy, attorney or representative:

- to join in the election of the Chair under Article 9.5(b) of the Constitution if there is a vacancy in the Chair; or
- to object to the qualification of a voter under Article 9.11(g) of the Constitution.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the meeting with the Share Registry.

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BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

Ordinary Business

RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER ASX LISTING RULE 7.4 (TRANCHE 1 – ISSUE TO UNRELATED INVESTORS)

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 issue of 68,333,334 Placement Shares to Unrelated Investors, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT SHARES TO PEGASUS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

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, approval is given to issue up to (and including) 4,166,667 Placement Shares to Pegasus Growth Capital Fund I, LP, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO JUNE SEVENTY SIXERS LLC PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

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, approval is given to issue up to (and including) 250,000 Placement Shares to June Seventy Sixers LLC, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO ERIC BONO PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

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, approval is given to issue up to (and including) 25,000 Placement Shares to Eric Bono (or his nominees), on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

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RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO ALLCARE INVESTMENTS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

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, approval is given to issue up to (and including) 475,000 Placement Shares to Allcare Investments (or their nominees), on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO JAMIE LEVY PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

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, approval is given to issue up to (and including) 83,333 Placement Shares to Jamie Levy (or his nominees), on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. See below for further details.

RESOLUTION 7 – CHANGE OF COMPANY NAME TO AMAERO LTD

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

“That, for the purpose of section 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, the name of the Company be changed from “Amaero International Ltd” to “Amaero Ltd” and that for the purpose of Section 136(2) of the Corporations Act and for all other purposes, all references to “Amaero International Ltd” in the Company’s Constitution be replaced with “Amaero Ltd”, as detailed in the Explanatory Memorandum to this Notice of Meeting”.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

By order of the Board

Mark Licciardo
Company Secretary

Dated: 28 February 2025

VOTING EXCLUSION STATEMENTS AND VOTING PROHIBITION STATEMENTS

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons (**Restricted Persons**):

RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER ASX LISTING RULE 7.4 (TRANCHE 1 – ISSUE TO UNRELATED INVESTORS)	A person who participated in the issue or is a party to the agreement being approved or an associate of that person or those persons.
RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT SHARES TO PEGASUS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	Pegasus Growth Capital Fund I, LP and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO JUNE SEVENTY SIXERS LLC PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	June Seventy Sixers LLC and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO ERIC BONO PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	Eric Bono and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO ALLCARE INVESTMENTS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	Allcare Investment Pty Ltd and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO JAMIE LEVY PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	Jamie Levy and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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EXPLANATORY MEMORANDUM

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

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting.

Shareholders should read the Notice of Meeting and this Explanatory Memorandum carefully before deciding how to vote on Resolutions.

1. BACKGROUND TO ALL RESOLUTIONS

Resolutions 2 to 6 proposed at the Meeting concern a capital raise announced by the Company on 11 February 2025.

The capital raise comprises a private placement to raise A\$22 million (before costs), to issue 73,333,334 Shares in total at an issue price of A\$0.30 per Share (**Placement Shares**).

The funds raised are proposed to be used towards fit out and improvement costs of the Company's Tennessee facility and the purchase of capital equipment. Completion of Tranche 1 of the Placement also enabled the Company to satisfy a condition precedent to the drawdown of a US\$22.8 million loan from the Export Import Bank of the United States. Further details about this loan are available in the Company's announcement of 26 February 2025.

The Placement is structured in two tranches:

Tranche 1:

- (a) 6,789,299 Placement Shares were issued to Unrelated Investors on 17 February 2025 – these Placement Shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- (b) 61,544,035 Placement Shares were issued to Unrelated Investors on 17 February 2025 – these Placement Shares were issued under the Company's 10% placement capacity under ASX Listing Rule 7.1A; and

Tranche 2:

5,000,000 Placement Shares to be issued to the Related Investors, the issue of which are subject to Shareholder approval which is being sought at this Meeting.

The investors in the Placement are:

Tranche 1:

- Institutional investors and high net worth individuals

Tranche 2:

- Pegasus Growth Capital Fund I, LP (**Pegasus**) – a fund managed by Pegasus Growth Capital, a US-based private equity firm, and a Related Party of Directors Hank Holland and Bob Latta;
- June Seventy Sixers LLC (**JSS**) – representing offshore investors managed by the Company's US strategic advisor, and a Related Party of, Director Omer Granit;
- Director Eric Bono and/or his nominees;
- Allcare Investments Pty Ltd (**Allcare Investments**) – a Related Party of director Alistair Cray; and

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- Director Jamie Levy and/or his nominees.

Investors, other than Pegasus, JSS, Eric Bono and/or his nominees, Allcare Investments and Jamie Levy and/or his nominees, are referred to as the **Unrelated Investors**. Pegasus, JSS, Eric Bono and/or his nominees, Allcare Investments and Jamie Levy and/or his nominees, are referred to as the **Related Investors**.

The resolutions ask Shareholders to:

- ratify the prior issue of Placement Shares in **Tranche 1**; and
- approve the issue of securities in **Tranche 2**.

2. **RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.4 (TRANCHE 1 – ISSUE TO UNRELATED INVESTORS)**

2.1. **General**

As part of the Placement, the Company issued 68,333,334 Placement Shares at A\$0.30 per Placement Share to Unrelated Investors under Tranche 1.

The Placement Shares were issued on 17 February 2025.

The Company issued the Placement Shares without prior Shareholder approval using its 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A as at the date of the issue of the Placement Shares.

The Placement Shares in Tranche 1 were not issued to any persons to whom the Company was not permitted to issue Placement Shares without Shareholder approval under ASX Listing Rule 10.11.

2.2. **ASX Listing Rules 7.1, 7.1A and 7.4**

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 12 month period.

Under ASX Listing Rule 7.1A, an eligible listed company can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 October 2024.

ASX Listing Rule 7.2 exempts certain issues of securities from counting towards this 25% placement capacity.

The Placement Shares issued under Tranche 1 do not fall within any exception under ASX Listing Rule 7.2, and, as the issue has not yet been approved by the Shareholders, the issue of Placement Shares uses up all of the 10% limit in ASX Listing Rule 7.1A and part of the 15% limit in ASX Listing Rules 7.1, reducing the Company's capacity to issue further equity securities under ASX Listing Rules 7.1 and 7.1A without Shareholder approval.

ASX Listing Rule 7.4 allows shareholders of a listed company to approve an issue of securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and 7.1A and therefore that issue does not reduce the company's capacity to issue further securities without shareholder approval. The Company wishes to retain flexibility to potentially issue further securities in the future.

2.3. Information required by ASX Listing Rule 14.1A

If these Resolutions are passed, the issue of Placement Shares under Tranche 1 will be excluded from calculating the Company's remaining 25% capacity to issue securities without Shareholder approval under ASX Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue (with respect to ASX Listing Rule 7.1) and over the 12 month period following 29 October 2024, the date the Shareholder approved the additional 10% placement capacity (with respect to ASX Listing Rule 7.1A).

If Resolution 1 is not passed, the issue will be included in calculating the Company's 25% limit under ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.4. Information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5, the following information is provided in respect of Resolution 1:

1. *Names of persons to whom the Company issued the securities or the basis on which those persons were identified or selected*

- Institutional investors;
- High net worth investors – clients of Curran & Co Pty Ltd;
- High net worth investors – clients of Shaw & Partners; and
- High net worth investors – clients of Alpine Capital Pty Ltd.

None of the above investors are a person to whom the Company is not permitted to issue Shares without Shareholder approval under ASX Listing Rule 10.11.

2. *The number and class of securities the Company issued*

68,333,334 fully paid ordinary shares issued.

3. *The date or dates on which the securities were or will be issued*

Issue date was 17 February 2025.

4. *The price the Company received or will receive for the issue*

The Tranche 1 Placement Shares were issued at a price of A\$0.30 per share, and a total of \$20,500,000 was raised from their issue.

5. *Purpose and use of funds*

The funds raised are proposed to be used towards fit out and improvement costs of the Company's Tennessee facility and the purchase of capital equipment.

6. *Agreements*

The Tranche 1 Placement Shares were agreed to be issued under placement letters at a price of A\$0.30 per share.

7. *Voting exclusion*

A voting exclusion statement is included in the Notice of Meeting.

2.5. Board recommendation

The Board recommends that Shareholders vote in FAVOUR of Resolution 1. The Chair intends to vote all available undirected proxies in FAVOUR of Resolution 1.

3. RESOLUTIONS 2 TO 6 – APPROVAL TO ISSUE PLACEMENT SHARES PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)

3.1. General

As part of Tranche 2 of the Placement, the Company proposes to issue 5,000,000 Placement Shares to Related Investors.

3.2. ASX Listing Rule 10.11

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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The proposed issue of the Placement Shares to the Related Investors under Tranche 2 falls within exception 11 under ASX Listing Rule 10.12, whereby the issue is permitted if the agreement to issue securities is conditional on the holders of the company's ordinary shares approving the issue before the issue is made.

Resolutions 2 to 6 therefore seek the required Shareholder approval for the issue of Placement Shares under Tranche 2 to each of the Related Investors under and for the purposes of ASX Listing Rule 10.11.

3.3. No approval required under ASX Listing Rule 7.1 or 7.1A

An explanation of the operation of ASX Listing Rule 7.1 and 7.1A is set out in section 2.2 of the Explanatory Memorandum.

Exemption 14 of ASX Listing Rule 7.2 exempts issues of securities which are approved by shareholders under ASX Listing Rule 10.11 from counting towards a company's combined 15% and 10% placement capacity. As a result, the Company is not seeking shareholder approval ASX Listing Rule 7.1 or 7.1A.

3.4. 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 issue of Placement Shares to Related Investors constitutes giving a financial benefit as each Related Investor is a related party of the Company by virtue of either being a Director or being controlled by Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Placement Shares to any Related Investor because the Placement Shares will be issued to Related Investors on the same terms as the Unrelated Investors. Consequently, the giving of the financial benefit is on arm's length terms, in accordance with section 210 of the Corporations Act.

3.5. Information required by ASX Listing Rule 14.1A

If any of Resolutions 2 to 6 are passed, the Company will be able to proceed with the issue of Placement Shares to that Related Investor under Tranche 2. In addition, the issue of Placement Shares to that Related Investor will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

If any of Resolutions 2 to 6 are not passed, the Company will not be able to proceed with the issue of Placement Shares to that Related Investor under Tranche 2, and the Company will not receive the proceeds payable to the Company in consideration for Placement Shares, from that Related Investor.

3.6. Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 2 to 6:

	Resolution 2	Resolution 3	Resolution 4	Resolution 5	Resolution 6
Name of the person	Pegasus Growth Capital Fund I, LP	June Seventy Sixers LLC	Eric Bono and/or his nominees	Allcare Investments Pty Ltd	Jamie Levy and/or his nominees
Category in ASX Listing Rules 10.11 the person falls within	10.11.1 Pegasus is a Related Party as it is controlled by Directors Hank Holland and Bob Latta 10.11.2 Pegasus currently holds 30%+ of all Shares	10.11.1 JSS is a Related Party as it is controlled by Director Omer Granit	10.11.1 Eric Bono is a Director	10.11.1 Allcare Investments is controlled by Director Alistair Cray	10.11.1 Jamie Levy is a Director
Number and class of securities to be issued	4,166,667 fully paid ordinary shares	250,000 fully paid ordinary shares	25,000 fully paid ordinary shares	475,000 fully paid ordinary shares	83,333 fully paid ordinary shares

	Resolution 2	Resolution 3	Resolution 4	Resolution 5	Resolution 6
Date by which the securities will be issued	Intended date of issue is as soon as practicable following Shareholder approval, and, in any case, no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).				
Price or other consideration	\$1,250,000.10	\$75,000	\$7,500	\$142,500	\$24,999.90
Purpose and use of funds	The funds raised are proposed to be used towards the Company's Tennessee facility fit out and purchase of capital equipment.				
Remuneration	The issue of the Placement Shares is not intended to remunerate or incentivise any of these Directors.				

3.7. Board recommendation

The Board recommends, with the relevant Directors who have an interest in the Resolution approving an issue of Placement Shares to themselves or their related party abstaining, that Shareholders vote in FAVOUR of Resolutions 2 to 6. The Chair intends to vote all available undirected proxies in FAVOUR of Resolutions 2 to 6.

4. RESOLUTION 7 – CHANGE OF COMPANY NAME TO AMAERO LTD

Resolution 7 seeks Shareholder approval for the change of the name of the Company from Amaero International Ltd to Amaero Ltd. The change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

As the Company is now a United States based company with a domestic-focused business, the proposed name change better aligns the Company's branding with its operations.

In accordance with Section 157(1) of the Corporations Act, a company may change its name by special resolution (being a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution).

The Company's ASX code will remain unchanged (ASX: 3DA).

If Resolution 7 is passed, the Company will lodge the prescribed forms with the Australian Securities & Investments Commission (or "ASIC") requesting that ASIC alter the registration details of the Company to reflect the name change. The change of name will take effect from the day on which ASIC alters the details of the Company's registration.

The Company also seeks approval under Section 136(2) of the Corporations Act to amend the Constitution to reflect the change of name. A company may amend its constitution by special resolution (being a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution).

Accordingly, Resolution 7 is a special resolution that will only pass if at least 75% of the votes cast by members entitled to vote on the resolution vote in favour of it.

The Board recommends that Shareholders vote in FAVOUR of Resolution 7. The Chair intends to vote all available undirected proxies in FAVOUR of Resolution 7.



Glossary

In addition to capitalised terms defined in the body of this Notice of Meeting:

\$ means Australian dollars.

Allcare Investments has the meaning given to it in section 1 of the Explanatory Memorandum.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company, and, specifically, for purposes of the information set out in this Notice of Meeting and the Explanatory Memorandum, any recommendation by the Board is made by the Directors that do not have a material personal interest in the Placement.

Certificate has the meaning given to that term under the heading “Corporate Representatives” in the important notice.

Chair means the chairperson of the Meeting.

Company or **Amaero** means Amaero International Ltd ACN 633 541 634.

Constitution means the Company’s constitution.

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

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice of Meeting.

Extraordinary General Meeting or Meeting means the meeting convened by the Notice of Meeting.

JSS has the meaning given to it in section 1 of the Explanatory Memorandum.

Notice of Meeting means this notice of Extraordinary General Meeting including the Explanatory Memorandum and the Voting Form.

Pegasus has the meaning given to it in section 1 of the Explanatory Memorandum.

Placement means the fundraising described in section 1 of the Explanatory Memorandum.

Placement Shares has the meaning given to it in section 1 of the Explanatory Memorandum.

Related Investors has the meaning given to it in section 1 of the Explanatory Memorandum.

Related Party has the meaning given to it in ASX Listing Rule 19.12.

Resolution means a resolution set out in the Notice of Meeting.

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

Share Registry means the share registry of the Company, being Automic Pty Ltd.



Shareholder means a holder of a Share.

Tranche 1 means Tranche 1 of the Placement as explained in section 1 of the Explanatory Memorandum.

Tranche 2 means Tranche 2 of the Placement as explained in section 1 of the Explanatory Memorandum.

Unrelated Investors has the meaning given to it in section 1 of the Explanatory Memorandum.

Voting Form means the voting form accompanying the Notice of Meeting.

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Amaero International Ltd | ABN 82 633 541 634

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 30 March 2025**, 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
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Amaero International Ltd, to be held virtually at **11.00am (AEDT) on Tuesday, 01 April 2025** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER ASX LISTING RULE 7.4 (TRANCHE 1 – ISSUE TO UNRELATED INVESTORS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 APPROVAL TO ISSUE PLACEMENT SHARES TO PEGASUS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL TO ISSUE PLACEMENT SHARES TO JUNE SEVENTY SIXERS LLC PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPROVAL TO ISSUE PLACEMENT SHARES TO ERIC BONO PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL TO ISSUE PLACEMENT SHARES TO ALLCARE INVESTMENTS PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 APPROVAL TO ISSUE PLACEMENT SHARES TO JAMIE LEVY PURSUANT TO ASX LISTING RULE 10.11 (TRANCHE 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 CHANGE OF COMPANY NAME TO AMAERO LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

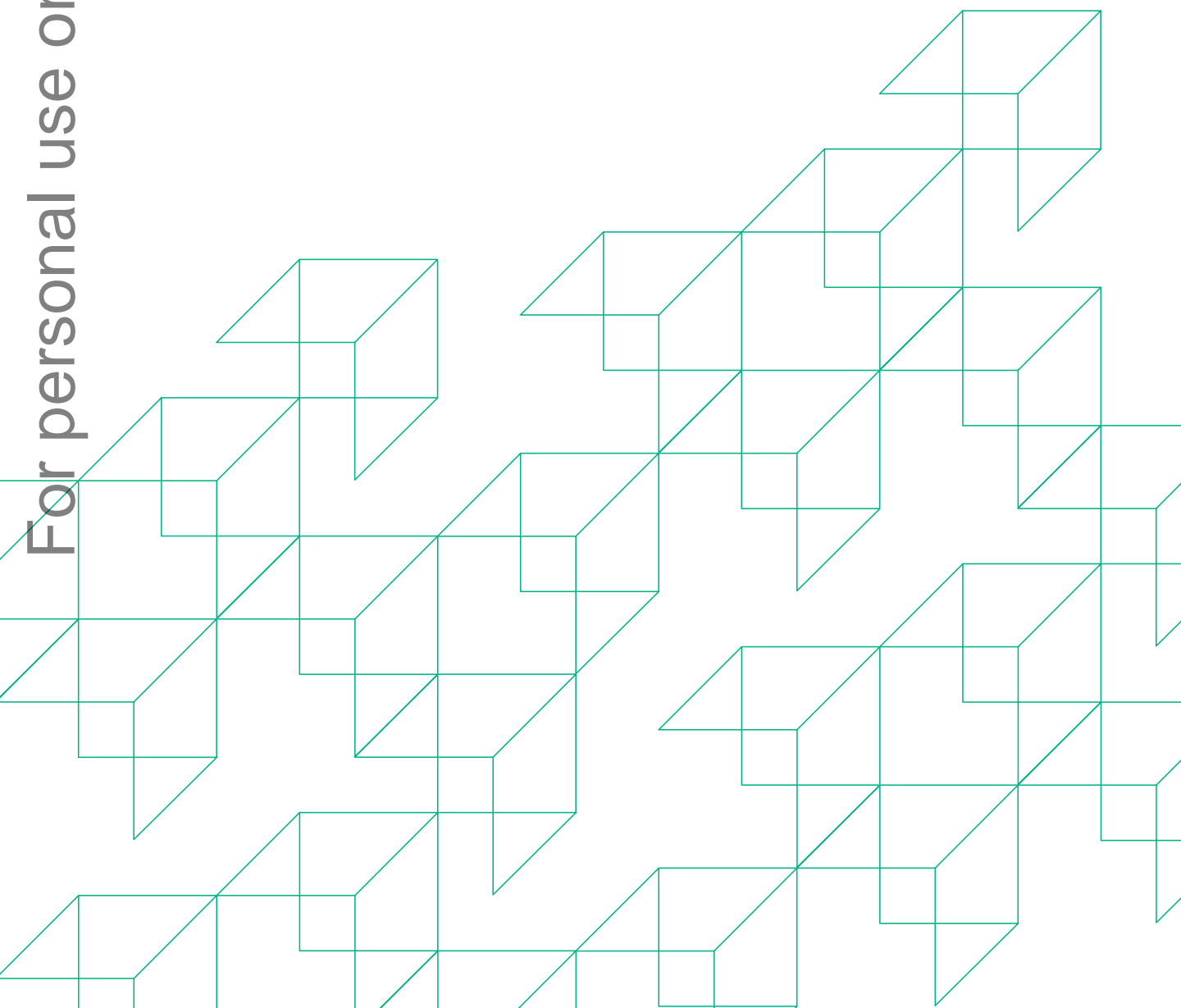
STEP 3 – Signatures and contact details

[illegible]

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

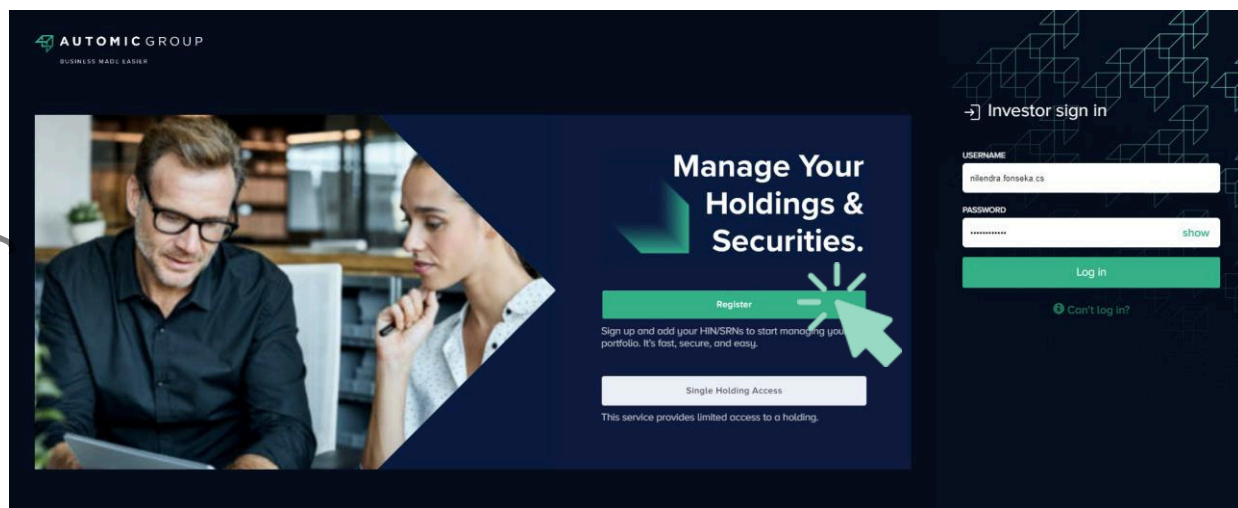
Virtual Meeting Registration and Voting

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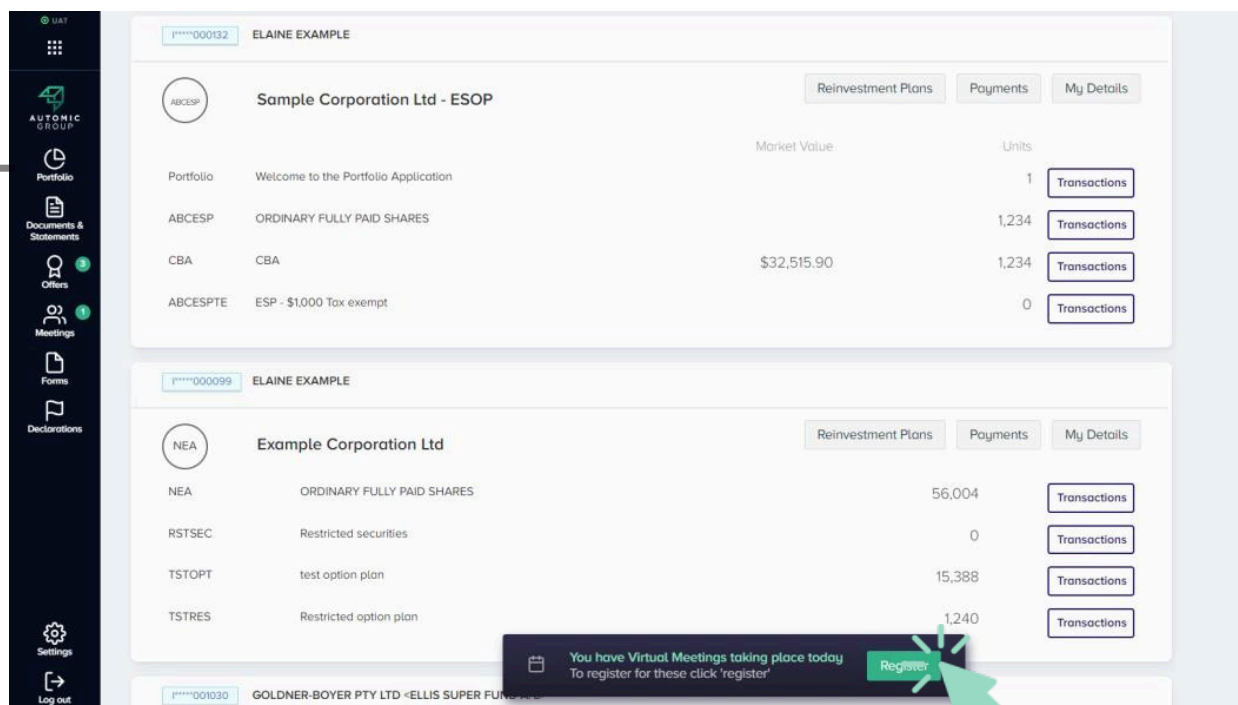


REGISTRATION

- Go to: <https://investor.automic.com.au/#/home>. Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.

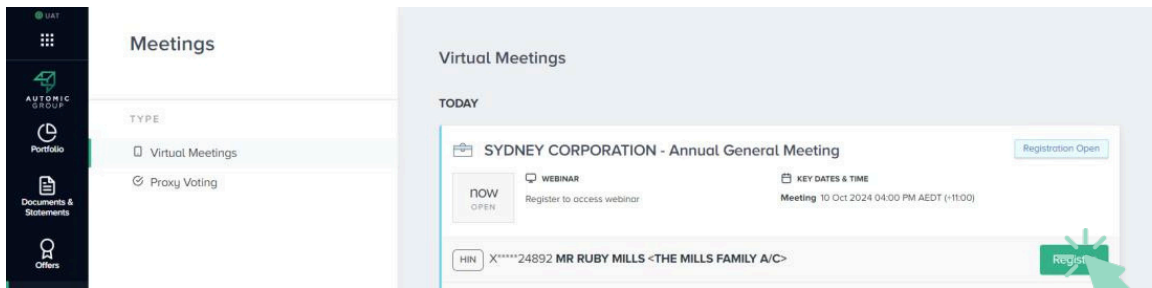


- Once logged in you will see that the meeting is open for registration. Click on “Register”.

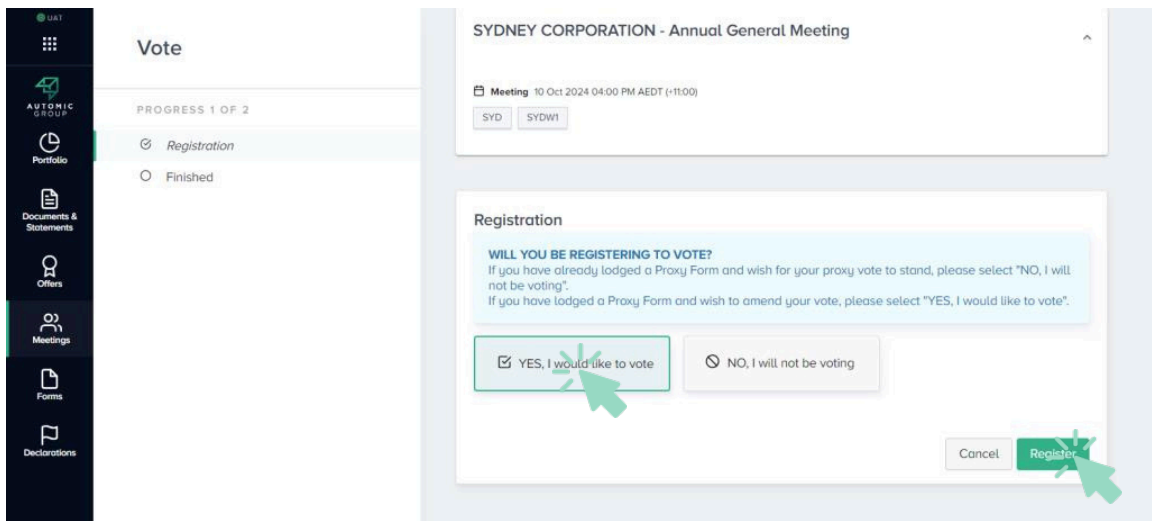


REGISTRATION

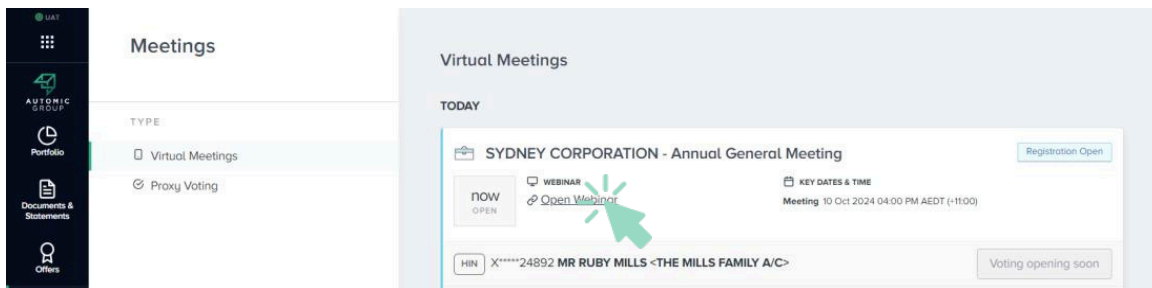
- Click on “register” to register your attendance for the meeting.



- Select “yes, I would like to vote” and then click “register”.

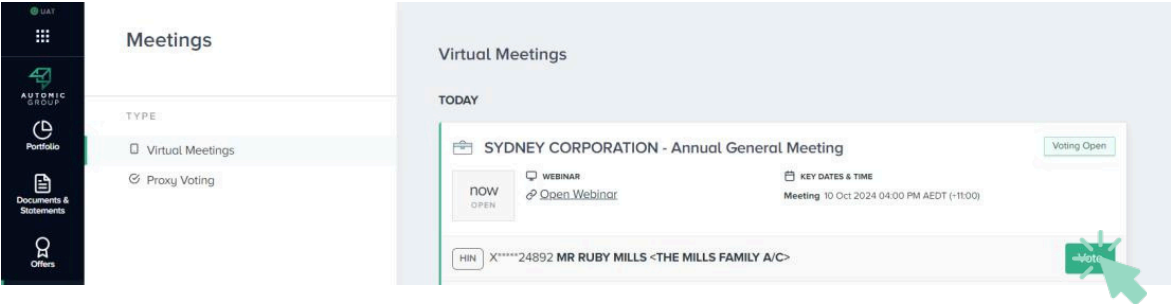


- You will be re-directed to the “Virtual Meetings” listing screen. From here you can access the meeting video/audio by selecting the meeting URL.



REGISTRATION

- Once the Chair of the Meeting declares voting open, you should refresh your page, and click on the “Vote” button.



VOTING

- The next screen will display the resolutions to be put to the meeting. The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once you have voted for all resolutions select “next” to submit your vote.

Vote

PROGRESS 1 OF 3

- ☒ Meeting Resolutions
- ☐ Voting Confirmation
- ☐ Finished

SYDNEY CORPORATION - Annual General Meeting

Meeting 10 Oct 2024 04:00 PM AEDT (+11:00)

SYD SYDWI

You can join the meeting online using the following link

<https://www.uovirtualmeetinglink.com.au>

Meeting Resolutions

RESOLUTIONS

You must vote on all resolutions, except for those marked as withdrawn.

1 Give all director a pay raise

For Against Abstain

2 Pay shareholder dividend

For Against Abstain

3 Added during Poll

For Against Abstain

Cancel Next

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- UAT

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PROGRESS 2 OF 3

Meeting Resolutions

Voting Confirmation

Finished

SYDNEY CORPORATION - Annual General Meeting

Meeting 10 Oct 2024 04:00 PM AEDT (+11:00)

SYD

SYDW1

You can join the meeting online using the following link
<https://www.uouvirtualmeetinglink.com.au>

Voting Confirmation

Please review and confirm.

RESOLUTIONS

1

Give all director a pay raise

FOR

2

Pay shareholder dividend

FOR

3

Added during Poll

FOR

☒

Declaration

PLEASE NOTE: You will not be able to change your votes after pressing the **confirm** button.

By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

Previous

Save

VOTING COMPLETE

- Your vote is now lodged and is final.

