

ASX Announcement – 28 March 2025
Visionflex Group Limited (ASX: VFX)

Notice of Extraordinary General Meeting and Proxy Form

Visionflex Group Limited (“VFX” or the “Company”), a leader in virtual diagnostic healthcare technology solutions, is pleased to advise that an Extraordinary General Meeting of the Company will be held at 10:00am (AEST) on Friday 16 May 2025 at the offices of Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Listing Rule 3.17.1, attached are the following documents:

- Letter to Shareholders;
- Notice of Extraordinary General Meeting; and
- Proxy Form.

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This announcement was approved for release by the CEO and Managing Director.

For more information:

Joshua Munday
CEO and Managing Director, Visionflex Group
jmunday@visionflex.com

About Visionflex Group

At Visionflex, we believe that healthcare should be accessible, efficient, and connected. Our integrated hardware and software platform allows healthcare providers to deliver comprehensive, collaborative care in real time, no matter the location. From metropolitan health networks to community-based care, Visionflex is reshaping how healthcare is delivered by connecting healthcare teams with the tools and technology needed to provide effective, efficient, and high-quality care.

For more information, visit vfx-group.com

28 March 2025

Dear Shareholder

2025 Extraordinary General Meeting – Notice of Meeting and Proxy Form

The Extraordinary General Meeting (**EGM**) of Visionflex Group Limited (ASX: VFX) will be held at 10:00am (AEST) on Friday 16 May 2025 at the offices of Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. If you have nominated an email address and elected to receive electronic communications from the Company, we will email you a link to an electronic copy of the Notice of Meeting. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company Secretary via email maria.clemente@automicgroup.com.au. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://www.vfx-group.com/>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.vfx-group.com/>. The Notice of Meeting will also be published on the Company's ASX market announcements page.

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid. The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at maria.clemente@automicgroup.com.au at least 48 hours before the Meeting.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our EGM on Friday 16 May 2025.

Yours faithfully
Maria Clemente
Company Secretary

Visionflex Group Limited

Level 5, 126 Phillip St
SYDNEY NSW 2000
ACN: 138 897 533

<https://www.vfx-group.com/>

visionflex group

Visionflex Group Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Friday 16 May 2025

10:00AM (AEST)

Address

Level 5, 126 Phillip Street, SYDNEY NSW 2000

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

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Important Information for Shareholders about the Company's Extraordinary General Meeting

This Notice is given based on circumstances as at 28 March 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.vfx-group.com/>. 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 10:00am (AEST) on Friday 16 May 2025 at Level 5, 126 Phillip Street, Sydney, NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Visionflex Group Limited ACN 138 897 533 will be held at 11:00am (AEST) on Friday 16 May 2025 at Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 11:00am (AEST) on Wednesday 14 May 2025.

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

Resolutions

Ratification of Prior Issue of Placement Shares

1. Resolution 1 – Ratification of Prior Issue of 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, the Shareholders ratify the allotment and prior issue of 437,500,000 Shares issued on 21 November 2024 at an issue price of \$0.004 per Share (**Placement Shares**), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; 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:

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

Issue of Placement Options

2. Resolution 2 – Approval of Issue of Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue of free attaching 145,833,333 Placement Options, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

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

Issue of Corporate Advisor Options

3. Resolution 3 – Approval of Issue of Corporate Advisor Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue of 17,500,000 Options to Lynx Advisors Pty Ltd (or its nominee), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) Lynx Advisors Pty Ltd (or its nominee), or any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

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

BY ORDER OF THE BOARD

Maria Clemente

Company Secretary

28 March 2025

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am (AEDT) on Friday 16 May 2025 at Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

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

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

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

Resolutions

Ratification of Prior Issue of Placement Shares

Resolution 1 – Ratification of Prior Issue of Placement Shares

Background

On 13 November 2024, the Company announced that it had received firm commitments for a placement to professional and sophisticated investors (**Placement Participants**) to raise \$1,750,000 (before costs) through the issuance of 437,500,000 new fully paid ordinary shares (**Placement Shares**).

As part of the Placement, each Placement Share received a 1-for-3 entitlement to options (**Placement Options**), being one (1) Placement Option for every three (3) Placement Shares, exercisable at \$0.01 per Placement Option, expiring two (2) years from the date of issue being 21 November 2024. The Placement Options are the subject of Resolution 2 of this Notice.

Resolution 1 is an Ordinary Resolution and seeks Shareholder approval, in accordance with Listing Rule 7.4, for the ratification of the prior issue of the 437,500,000 Placement Shares issued on 21 November 2024 under the Placement.

ASX Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**Placement Capacity**).

The issue of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and was not subject to prior Shareholder approval. The issue of the Placement Shares the subject of Resolution 1 utilised the Placement Capacity, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of their issue.

ASX Listing Rule 7.4

Listing Rule 7.4 provides that where a company in general meeting subsequently ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

If Resolution 1 is passed and Shareholders ratify the issue of the Placement Shares, the Company will retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 in the next 12-month period. The base figure (referred to as variable "A" in the formula in ASX Listing Rule 7.1) from which the Company's Placement Capacity is calculated, will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

If Resolution 1 is not passed, the Company's capacity to issue securities without Shareholder approval under Listing Rule 7.1 will be reduced for the 12 months following the issue of the Placement Shares because the Company's Placement Capacity under Listing Rule 7.1 will also not be refreshed. Consequently, the Placement will continue to be included in calculating the Company's use of the 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without prior Shareholder approval over the 12-month period following the date of their issue. This will limit the Company's flexibility to issue securities and react to opportunities to issue securities for a variety of purposes including raising funds.

The Chair intends to exercise all available proxies in favour of Resolution 1.

Specific Information required by ASX Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue as follows:

- (a) The Placement Shares were issued to Placement Participants who were identified by the Joint Lead Managers, Henslow Pty Ltd and Lynx Advisors Pty Ltd, during the capital raising. As announced on 13 November 2024, members of the Company's key management personnel (KMP) (being the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer) participated in the Placement. No KMP received more than 1% of the Company's current issued capital. None of the Placement Participants were related parties of the Company, substantial holders of the Company, advisers of the Company or an associate of any of these parties.
- (b) 437,500,000 Placement Shares were issued under Listing Rule 7.1 on 21 November 2024.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) Each of the Placement Shares were issued at an issue price of \$0.004 per Placement Share, which raised a total of A\$1,750,000 (before costs) for the Company.
- (e) The funds raised from the issue of the Placement Shares will be used by the Company to build inventory in anticipation of larger contract orders, expand sales and marketing activity and provide working capital flexibility. Additionally, the raise may assist in improving share liquidity, providing greater flexibility for shareholders while supporting the company's broader strategic goals.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution 1.

Issue of Placement Options

Resolution 2 – Approval of Issue of Placement Options

Background

Pursuant to the Placement announced on 13 November 2024, this Resolution seeks Shareholder approval to issue and allot 145,833,333 Placement Options to professional and sophisticated investors. As explained in the notes to Resolution 1 above, Placement Participants were offered free attaching Placement Options, on the basis of one (1) Placement Option for every three (3) Placement Shares subscribed for.

The Company seeks to issue Placement Options with prior Shareholder approval, as such an issue would otherwise exceed the Company's existing Placement Capacity.

ASX Listing Rule 7.1

An explanation of Listing Rule 7.1 is set out in relation to Resolution 1 above. The proposed issue of the Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and would otherwise exceed the Company's existing Placement Capacity.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the Placement Options will be excluded from the calculation of the number of equity securities which the Company can issue without Shareholder approval over the 12-month period following the date on which the Placement Options are issued.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Placement Options. The Company may in the future be able to proceed with the issue of the Placement Options with the passage of time under Listing Rule 7.1, without the need for Shareholder approval.

The Chair intends to exercise all available proxies in favour of Resolution 2.

Specific Information required by ASX Listing Rule 7.3

In accordance with Listing Rule 7.3, information is provided in relation to the issue as follows:

- (a) The Placement Options will be issued to Placement Participants who were identified by the Joint Lead Managers, Henslow Pty Ltd and Lynx Advisors Pty Ltd, during the Capital Raising. As explained in the notes to Resolution 1 above and announced on 13 November 2024, members of the Company's KMP (being the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer) participated in the Placement but did not receive more than 1% of the Company's current issued capital. None of the Placement Participants were related parties of the Company, substantial holders of the Company, advisers of the Company or an associate of any of these parties.
- (b) 145,833,333 Placement Options are to be issued under Listing Rule 7.1 within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (c) The terms of the Placement Options are set out in Annexure A of this Notice of Meeting.
- (d) The Placement Options will be offered for nil cash consideration and attach to the Placement Shares on a 1:3 basis. No funds will be raised from the issue of the Placement Options, however, up to approximately \$1.45m may be raised from the exercise of 100% of the Placement Options (if issued).
- (f) The purpose of the issue of the Placement Options was to encourage participation in the Placement and provide a potential increase in funding available to the Company (should the

Placement Options be exercised).

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution 2.

Issue of Corporate Advisor Options

Resolution 3 – Approval of Issue of Corporate Advisor Options

Background

On 8 October 2024, the Company entered into a corporate advisory mandate agreement with Lynx Advisors Pty Ltd (Mandate Agreement). Pursuant to the terms of the Mandate Agreement, the Company will issue the following securities:

- a. 7,500,000 options with an exercise price of \$0.007 and an expiry date of 25 January 2026 (\$0.007 Corporate Advisor Options);
- b. 10,000,000 options with an exercise price of \$0.01 and an expiry of three (3) years from the date of the Mandate Agreement (\$0.01 Corporate Advisor Options)

(together, the Corporate Advisor Options).

The Company seeks to issue the Corporate Advisor Options with prior Shareholder approval, as such an issue would otherwise exceed the Company's existing Placement Capacity.

ASX Listing Rule 7.1

An explanation of Listing Rule 7.1 is set out in relation to Resolution 1 above. The proposed issue of the Corporate Advisor Options does not fall within any of the exceptions to Listing Rule 7.1 and would otherwise exceed the Company's existing Placement Capacity.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Corporate Advisor Options. In addition, the Corporate Advisor Options will be excluded from the calculation of the number of equity securities which the Company can issue without Shareholder approval over the 12-month period following the date on which the Placement Options are issued.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Corporate Advisor Options.

The Chair intends to exercise all available proxies in favour of Resolution 3.

Specific Information required by ASX Listing Rule 7.3

In accordance with Listing Rule 7.3, information is provided in relation to the issue as follows:

- (a) The Corporate Advisor Options will be issued to Lynx Advisors Pty Ltd who is not a related party or a substantial holder of the Company or an associate of any of these parties.
- (b) 17,500,000 Corporate Advisor Options are to be issued under Listing Rule 7.1 within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (c) The terms of the Corporate Advisor Options are set out in Annexure A of this Notice of Meeting.
- (d) The Corporate Advisor Options will be issued for a nominal issue price of \$0.00001 per option.
- (e) The Corporate Advisor Options will be issued as part of the corporate advisory fees payable to Lynx Advisors Pty Ltd pursuant to the terms of the Mandate Agreement as explained above.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution 3.

For personal use only

Enquiries

Shareholders are asked to contact the Company Secretary via email maria.clemente@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

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

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

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

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 the ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means Visionflex Group Limited ACN 138 897 533.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

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

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 28 March 2025 including the Explanatory Statement.

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

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

Placement has the meaning given to it in Resolution 1.

Placement Capacity has the meaning given to it in Resolution 1.

Placement Options has the meaning given to it in Resolution 1.

Placement Shares has the meaning given to it in Resolution 1.

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Annexure A

Terms of Placement Options and Corporate Advisor Options

1. Entitlement

- (a) Each option (**Option**) entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**), subject to adjustment under these terms.
- (b) The Holder has no right to, or interest in, a Share unless and until it is issued to the Holder on exercise of the Option.

2. Issue price

- (a) No amount is payable on issue of the Placement Options.
- (b) A nominal issue price of \$0.00001 per option is payable on issue of the Corporate Advisor Options.

3. Exercise price

- (a) The exercise price of each Placement Option and \$0.01 Corporate Advisor Option is \$0.01, subject to adjustment under these terms.
- (b) The exercise price of each \$0.007 Corporate Advisor Option is \$0.007, subject to adjustment under these terms.

4. Option period

- (a) Each Placement Option may be exercised in whole or in part at any time in the period commencing on the date of issue of the Option (**Issue Date**) and expire two years from the Issue Date.
- (b) Each \$0.007 Corporate Advisor Option may be exercised in whole or in part at any time in the period commencing on the Issue Date and expire on 25 January 2026.
- (c) Each \$0.01 Corporate Advisor Option may be exercised in whole or in part at any time in the period commencing on the Issue Date and expire three years from the date of the Mandate Agreement with Lynx Advisors Pty Ltd (being 8 October 2024).
- (d) An Option not exercised, automatically expires at 5.00pm, Sydney time, on the respective expiry date.

5. Certificate / Holding Statement

The Company must give each Holder a certificate or holding statement stating:

- (a) the number of Options issued to the Holder;
- (b) the Exercise Price; and
- (c) the Issue Date.

6. Transferability

- (a) Each Option (and any interest in it) may not be transferred by the Holder except with the prior consent of the Company.
- (b) Any unauthorised transfer of an Option will not be recognised by the Company.

7. Participation rights, bonus issues, rights issues and reorganisations

- (a) Participation

A Holder is not entitled to participate in any new issue to existing holders of securities in the Company in respect of their Options except to the extent they:

- i. have exercised their Options before the record date for determining entitlements to the new issue of securities; and
- ii. participate as a result of holding Shares issued on exercise of those Options.

(b) Notice of new issue

In accordance with the ASX Listing Rules, the Company must give a Holder notice of:

- i. the proposed terms of any new issue to existing holders of securities in the Company; and
- ii. the right to exercise their Options under paragraph 7(a).

(c) Bonus issues

If the Company makes a bonus issue of Shares or other securities to shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then:

- i. the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for determining entitlements to the issue; and
- ii. there will also be no change to the Exercise Price of the Option.

(d) Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), there shall be no adjustment to the number of underlying Shares over which the Option is exercisable or the Exercise Price of the Option.

(e) Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder (including the number of Options to which each Holder is entitled to and the Exercise Price) shall be adjusted to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(f) Calculations and adjustments

Any calculations or adjustments which are required to be made under this paragraph 7 will be made by the board of directors of the Company (Board) and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.

(g) Notice of change

The Company must give to each Holder notice of any change under this paragraph 7 to the Exercise Price of any Options held by the Holder or the number of Shares which the Holder is entitled to subscribe for on exercise of an Option in accordance with ASX Listing Rules or otherwise within a reasonable time.

(h) No breach

Notwithstanding anything in these terms, the Company shall not be required to take any action which would be in breach of any applicable law, regulation or if applicable, the ASX Listing Rules.

8. **Method of exercise of Options**

(a) Method and payment

To exercise Options, the Holder must give the Company or its share registry:

- i. a written notice (in the form approved by the Board from time to time) (Exercise Notice) specifying the number of Options being exercised (Exercise Options); and
- ii. payment of the Exercise Price for the Exercise Options by way of electronic funds transfer or by other means of payment approved by the Company.

(b) Exercise all or some Options

A Holder may only exercise Options in multiples of 1,000 unless the Holder exercises all Options held by them.

(c) Exercise Date

Options will be deemed to have been exercised on the latest of the date:

- i. the Exercise Notice; and
- ii. the Exercise Price.

is received by the Company or the share registry (Exercise Date).

9. **Issue of shares**

Within 5 business days after the Exercise Date, the Company must issue the Holder the number of Shares specified in the Exercise Notice (Exercised Shares).

10. **Ranking of Exercise Shares**

Subject to the Company's constitution, all Exercised Shares rank equally in all respects (including rights relating to dividends) with the existing Shares as at the date of issue of those Exercise Shares.

11. **Quotation**

- (a) The Company does not intend to apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Exercised Shares promptly after their issue.

12. **Governing law**

- (a) These terms and the rights and obligations of Holders are governed by the laws of New South Wales. Each participant irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales.

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 14 May 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)

For personal use only



STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Visionflex Group Limited, to be held at **10.00am (AEST) on Friday, 16 May 2025 at Level 5, 126 Phillip Street, SYDNEY NSW 2000** 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.

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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of Corporate Advisor Options	<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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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