

ANNUAL GENERAL MEETING – LETTER TO SHAREHOLDERS

DroneShield Limited (ASX: DRO) (**DroneShield** or the **Company**) advises that its Annual General Meeting will be held in a combined hybrid format at 10:00AM (AEST) on Wednesday, 28 May 2025 at DLA Piper offices at 1 Martin Place, Sydney, NSW 2000, Australia and as well as a virtual meeting (**AGM** or **Meeting**).

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

The Notice is being made available to shareholders electronically and can be viewed and downloaded online at the following link: <https://www.droneshield.com/>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: DRO).

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

Virtual Meeting

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_SC0xmQXUQamtgdZW53oaNQ

After registering, you will receive confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section in the Notice of Meeting) and ask questions. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Joint Company Secretary at investors@droneshield.com at least 48 hours before the AGM.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. To vote in person, please pre-register in advance for the physical meeting by contacting the Joint Company Secretary at investors@droneshield.com.

Voting by proxy

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

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

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

This letter has been approved for release to the ASX by the Board.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday, 28 May 2025.



Yours faithfully,
Paul Cenoz (General Counsel and Joint Company Secretary)
Email: investors@droneshield.com
Tel: +61 2 9995 7280

About DroneShield Limited

DroneShield (ASX:DRO) provides Artificial Intelligence based platforms for protection against advanced threats such as drones and autonomous systems. We offer customers bespoke counterdrone (or counter-UAS) and electronic warfare solutions and off-the-shelf products designed to suit a variety of terrestrial, maritime or airborne platforms. Our customers include military, intelligence community, Government, law enforcement, critical infrastructure, and airports.

To learn more about DroneShield click here: www.droneshield.com/about

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DroneShield Limited

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ACN: 608 915 859

info@dronesield.com

<http://www.dronesield.com/>



DRONESHIELD

DroneShield Limited

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 28 May 2025

10:00AM AEST

Address

DLA Piper Offices, Level 22, 1 Martin Place, Sydney, NSW 2000,
Australia

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 2025 AGM

This Notice is given based on circumstances as at **28 April 2025**. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.droneshield.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10:00am AEST on Wednesday, 28 May 2025 at DLA Piper, Level 22, 1 Martin Place, Sydney, NSW 2000, Australia** and as a **hybrid meeting**.

To be able to hold this Meeting at both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_SCOxmQXUQamtgdZW53oaNQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Paul Cenoz, Joint Company Secretary at **investors@droneshield.com** at least 48 hours before the AGM.

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

Your vote is important

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

Voting in person

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

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.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

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 ensure 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 Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of DroneShield Limited ACN 608 915 859 will be held at **10:00am AEST on Wednesday, 28 May 2025 at DLA Piper, Level 22, 1 Martin Place, Sydney, NSW 2000, Australia** and as a **hybrid meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm AEST on Monday, 26 May 2025.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: There is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business. This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 December 2024."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Election of Directors

2. Resolution 2 – Election of Ms Simone Haslinger as Director

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

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

Voting Exclusion Statement: There are no voting exclusions applicable to this Resolution.

3. Resolution 3 – Election of Mr Richard Joffe as Director

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

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

Voting Exclusion Statement: There are no voting exclusions applicable to this Resolution.

Maximum Aggregate Amount of Non-Executive Directors' Fees

4. Resolution 4 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

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

"That, for the purposes of clause 11.14 of the Company's constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by \$300,000 from \$500,000 to \$800,000 effective immediately."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) any Director of 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 4 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Re-adoption of Incentive Option Plan

5. Resolution 5 – Re-adoption of Incentive Option Plan

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

“That, for the purposes of Listing Rule 7.2 (exception 13(b)), sections 259B and 260C(4), of the Corporations Act and for all other purposes, the Shareholders of the Company approve the re-adoption of the Incentive Option Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Incentive Option Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

6. **Resolution 6** – Issue of Performance Options to Related Party – Mr Oleg Vornik

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of Performance Options to Mr Oleg Vornik (or his nominee) 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 6 by or on behalf of:

- (a) Mr Oleg Vornik (or his nominee);
- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7** – Ratification of Prior Issue of Shares – Listing Rule 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 104,347,827 Shares 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 7 by or on behalf of:

- (a) a person who participated in the issue 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 7 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



Paul Cenoz
General Counsel and Joint Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at **10:00 am AEST on Wednesday, 28 May 2025 at DLA Piper, Level 22, 1 Martin Place, Sydney, NSW 2000, Australia** and 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 Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <http://www.droneshield.com/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 21 May 2025.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <http://www.droneshield.com/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2026 AGM. All of the Directors who were in office when the 2026 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting Exclusions

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Director's Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Board encourage all eligible Shareholders to cast their votes in favour of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Election of Directors

Resolution 2 – Election of Ms Simone Haslinger as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

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

Ms Simone Haslinger was appointed as an additional Director of the Company on 9 October 2024 and has since served as a Director of the Company.

Ms Haslinger brings 20 years' investment banking experience, where she provided strategic and capital advice to a diverse range of clients.

Ms Haslinger's most recent role was Co-Head of Equity Capital Markets (Australia) for J.P. Morgan, and she was also previously an Equity Capital Markets executive at Deutsche Bank. Simone is also a Non-Executive Director of ASX-listed National Storage REIT, and Chief Executive Officer of quantitative fund manager, East Coast Capital Management.

Ms Haslinger graduated from the University of New South Wales with a Bachelor of Commerce and Bachelor of Laws.

Under this Resolution, Ms Haslinger seeks election as a Director of the Company at this AGM.

If elected the Board considers that Ms Haslinger will be an Independent Director.

Voting Exclusions

There are no voting exclusions applicable to this Resolution.

Directors' Recommendation

The Directors (excluding Ms Simone Haslinger) unanimously recommend that Shareholders vote for this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Ms Haslinger's election

Resolution 3 – Election of Mr Richard Joffe as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

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

Mr Richard Joffe was appointed as an additional Director of the Company on 9 October 2024 and has since served as a Director of the Company.

Mr Joffe brings significant experience in technology, strategy and rapid scaling globally and has a successful track record in the US of founding and building technology-based companies across a range of industries. Mr Joffe moved from San Francisco to Sydney in 2019 and is currently the Founder and CEO of Honey Insurance which launched in 2021 and has been rated the 6th fastest growing technology company in Australia. Mr Joffe commenced his business career as a consultant with McKinsey and an investment banker with Morgan Stanley, both focussed on the technology sector.

Mr Joffe has a Business Management degree from Ivey Business School at Western University, based in Canada.

Under this Resolution, Mr Joffe seeks election as a Director of the Company at this AGM.

If elected the Board considers that Mr Joffe will be an Independent Director.

Voting Exclusions

There are no voting exclusions applicable to this Resolution.

Directors' recommendation

The Directors (excluding Richard Joffe) unanimously recommend that Shareholders vote for this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Mr Joffe's election

Maximum Aggregate Amount of Non-Executive Directors' Fees

Resolution 4 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

In accordance with clause 11.14 of the Company's constitution and Listing Rule 10.17, the Company must not increase the total amount of non-executive directors' fees payable by it and any of its child entities without the approval of holders of its ordinary securities.

Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration by \$300,000 from \$500,000 to \$800,000 per financial year. The current aggregate remuneration amount was fixed on 9 March 2016.

The directors seek Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors as:

- (a) it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and
- (b) the size of the increased non-executive director fee pool would be consistent with other ASX listed entities of similar market capitalisation.

In line with ASX guidance for companies of comparable size, the Company's non-executive directors no longer receive equity in the Company, such as Performance Options, as part of the remuneration package. Therefore, the non-executive director cash remuneration is intended to be set at a level appropriate as the sole compensation mechanism for the complexity and scale of their roles.¹

If this Resolution is passed, the Company will increase the non-executive directors' remuneration paid to Ms Simone Haslinger and Mr Richard Joffe from \$75,000 per annum to \$150,000 per annum, which is consistent with the non-executive fees paid to directors other than the chair. If this Resolution is not passed, the Company will not be able to proceed to increase the aggregate amount of fees available to be paid to the non-executive directors, which may mean that the Company is unable to retain or recruit qualified non-executive directors.

The Company's non-executive director's remuneration is:

¹Reflecting DroneShield's inclusion into the ASX 300 index, there has been a shift from issuing equity to non-executive directors with performance conditions to a fixed cash only remuneration structure. DroneShield's historical practice of Director compensation that included equity with performance conditions and/or options reflected DroneShield's earlier stage of growth and has been discontinued. The shift to cash compensation only for non-executive directors reflects governance expectations for ASX 300 companies.

Non-Executive Director	Current Remuneration*	Remuneration if Resolution 4 is approved*
Peter James	\$195,000	\$195,000
Jethro Marks	\$150,000	\$150,000
Simone Haslinger	\$75,000	\$150,000
Richard Joffe	\$75,000	\$150,000
Total	\$495,000	\$645,000

*Inclusive of superannuation. In certain circumstances GST may be applicable and will be paid in addition to the stated remuneration. In such situations, the Company will recover the GST from the ATO.

The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

As required by Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the three years preceding the date of this Meeting under Listing Rules 10.11 or 10.14:

Date of issue	Non-executive director	Terms and number of securities issued
19 January 2024	Peter James	Listing Rule 10.11: 3,000,000 Performance Options following shareholder approval at the General Meeting held on 15 January 2024
19 Oct 2023	Peter James	Listing Rule 10.11: Acquired 5,000,000 Fully Paid Ordinary Shares at nil consideration on exercise of Performance Options
9 March 2023	Peter James	Listing Rule 10.11: 132,500 fully paid ordinary shares (acquired upon the exercise of 132,500 vested Class Q Options).
29 April 2022	Peter James	Listing Rule 10.11: 5,000,000 unlisted and unvested Performance Options, vesting if certain performance milestones are met, each exercisable at \$0.00 per option, expiring on 29 April 2027.
19 January 2024	Jethro Marks	Listing Rule 10.11: 1,500,000 Performance Options following shareholder approval at the General Meeting held on 15 January 2024
19 Oct 2023	Jethro Marks	Listing Rule 10.11: Acquired 1,000,000 Fully Paid Ordinary Shares at nil consideration on exercise of Performance Options
2 May 2023	Jethro Marks	Listing Rule 10.11: 83,334 fully paid ordinary shares (acquired upon exercise of 83,334 vested Class Q Options).
29 April 2022	Jethro Marks	Listing Rule 10.11: 1,000,000 unlisted and unvested Performance Options, vesting if certain performance milestones are met, each exercisable at \$0.00 per option, expiring on 29 April 2027.
9 October 2024*	Simone Haslinger	N/A
9 October 2024**	Richard Joffe	N/A

*Appointment date – Appendix 3X demonstrates Ms Haslinger has no securities.

**Appointment date – Appendix 3X demonstrated Mr Joffe has no securities.

Voting Exclusions

Note that a voting exclusion applies to Resolution 4 in the terms set out in the Notice of Meeting.

Director's Recommendation

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Re-Adoption of Incentive Option Plan

Resolution 5 – Re-Adoption of Incentive Option Plan

Background

The Company's Incentive Option Plan (**Incentive Plan**) was last approved by Shareholders of the Company on 26 April 2022.

As of the date of this Meeting, more than three years would have lapsed since the Incentive Plan was last approved by Shareholders. Accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Incentive Plan aims to align the interests of the Company's directors, senior executives, management and employees and other eligible participants with the delivery of sustainable value to Shareholders. This alignment of interests is important in ensuring that eligible participants are focused on delivering sustainable returns to Shareholders, whilst allowing the Company to attract and retain employees of a high calibre. The Incentive Plan aims to link the short to long-term remuneration of participants with the economic benefit derived by Shareholders over the relevant measurement period and forms part of the Company's overall remuneration strategy.

The Incentive Plan is materially the same to the existing Incentive Option Plan which was approved by the shareholders in 2022.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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. Listing Rule 7.2 (Exception 13(b)) provides that an issue of equity securities under an employee incentive scheme (such as the Incentive Plan) will not be counted in calculating the Company's placement limit in Listing Rule 7.1 if it is made within 3 years after shareholders approve the issue of equity securities under the scheme as an exception to the placement limit.

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

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

If this Resolution is not passed, the Company will be able to proceed with the issue of Options under the Incentive Plan to eligible participants, but any issues of Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under

Listing Rule 7.1 for the twelve (12) month period following the issue of the Options.

Technical information required by Listing Rule 7.2 (Exception 13)

The material terms of the Incentive Plan are set out in Annexure A of this Notice, and a copy of the rules of the Incentive Plan is available upon request from the Company.

Since the Incentive Plan was last approved by Shareholders on 19 April 2023, the Company advises that it has issued 47,174,000 Securities under the Incentive Plan.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 50,000,000 Securities under the Incentive Plan during the three (3) year period following approval (for the purposes of Listing Rule 7.2 (exception 13(b))).

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans (against the Shares issued on exercise of options issued under the Incentive Plan) to participants to use to pay the exercise price in order to exercise Options granted under the Incentive Plan. The Board may, in its discretion, agree to forgive a loan granted to a participant under the Incentive Plan. The Company will be responsible for any fringe benefits tax, or any other tax liability which may accrue to the Participant, which arises directly from such loan forgiveness.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above the Board may, in its discretion, determine that the Company will provide limited recourse loans (against the Shares issued on exercise of options issued under the Incentive Plan) to participants to use to pay the exercise price in order to exercise Options granted under the Incentive Plan.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the Company or its shareholders, or the Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an “employee share scheme buy-back”. In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

Voting Exclusions

Note that a voting exclusion applies to Resolution 5 in the terms set out in the Notice of Meeting.

Directors Recommendation

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Resolution 6 – Issue of Performance Options to Related Party – Mr Oleg Vornik

Background

This Resolution seeks Shareholder approval to issue and allot Performance Options valued at \$850,000 to Mr Oleg Vornik, Managing Director of the Company (or his nominee).

The Performance Options are intended to provide a long term performance-linked incentive for Mr Vornik, to align his interests with those of Shareholders and to motivate and reward the performance of Mr Vornik in his role as Managing Director.

The Performance Options include a challenging growth metric that has been set based on business conditions, and with reference to current market expectations. The \$200 million rolling 12-month revenue target (as set out in Annexure B) represents approximately 3.5 times growth on the 2024 financial year revenue. Achieving this target will require significant scaling from a small to a large business, overcoming global challenges across all business functions with thoughtful strategic planning and execution. This includes but is not limited to financial management, expanding operational capacity, enhancing human resources processes, complying with complex, highly regulatory requirements, managing market expansion, aligning with strategic goals, adopting appropriate technology, providing effective leadership, ensuring quality customer service and staying ahead of the competition. A concerted effort to address each of these areas holistically is critical for a successful scale and achieving the incentive.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) 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;
- (c) 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;

- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Vornik is the Managing Director of the Company and is a person in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12. Therefore, the proposed issue requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Performance Options to Mr Oleg Vornik (or his nominee) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Performance Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Options (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Options will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Performance Options, and the Company may seek to remunerate the Mr Oleg Vornik through other means, including cash remuneration. As the vesting conditions have been specifically designed to assist in further aligning the interests of Shareholders with the proposed recipients of the Performance Options, if the Performance Options are not approved, the Company will consider other ways to align the interests and remunerate Mr Oleg Vornik.

Information required by Listing Rule 10.13

The following information in relation to the issue of the Performance Options to the Directors (or their nominees) are provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) The allottee is Mr Oleg Vornik, Managing Director (or his nominee).
- (b) Mr Oleg Vornik is a Managing Director of the Company and therefore falls within the related party category referred to in Listing Rule 10.11.1.
- (c) The maximum number of Performance Options to be issued to Mr Vornik will be calculated by dividing \$850,000 by the Company's 5-day VWAP for the period ending on the trading day immediately prior to the date of the AGM.

Example:

The below table is indicative only and illustrates the number of Performance Options that may be issued to Mr Vornik based on different 5-day VWAPs:

5-day VWAP	Number of Performance Options
\$0.95	894,736
\$1.09	779,816
\$1.15	739,130

- (d) The Performance Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Performance Options will be offered for nil cash consideration and accordingly have a nil issue price.
- (f) A summary of the material terms of the Performance Options is set out Annexure B.
- (g) No funds will be raised from the issue of the Performance Options.
- (h) Mr Oleg Vornik's FY25 total remuneration package is:
 - fixed annual remuneration of \$850,000 per annum (exclusive of superannuation up to the statutory requirement);
 - short term incentive of up to \$850,000, paid in cash in early 2026 based on a quantitative assessment of achievement against FY25 revenue targets;
 - long term incentive of Performance Options valued at \$850,000 (which are the subject of this approval). The quantity will be calculated using the 5-day VWAP prior to the date of the AGM. Please refer to subclause (c) above for further detail.

Performance-based incentives align with long-term business success, promoting shareholder value creation. Metrics are aligned with annual company priorities and the Company's long-term strategy execution. For FY2025, a challenging revenue growth metric has been set based on business conditions, and with reference to current market expectations. This revenue growth metric will align Mr Oleg Vornik's remuneration with business growth. In addition, a portion of the STI payment will be subject to the business delivering positive EBITDA, recognising the business' trajectory towards sustainable profitability. The maximum STI payment will be capped at 1x Base Salary (\$850,000) for the CEO, and would be paid in cash. Following the conclusion of FY2025, the STI award is determined through a quantitative assessment of achievement against the revenue growth metric and EBITDA. Revenue and EBITDA will be audited as part of the year-ended 31 December 2025 audit process. If Mr Oleg Vornik departs the Company prior to the STI payment date, he forfeits any awards for the performance period, unless otherwise determined by the Board. Clawback conditions apply for serious misconduct, fraud and unlawful behaviour.

- (i) If Shareholder approval is obtained for the Resolution, the issue of the Performance Options will not have any immediate dilutionary effect to existing Shareholders' interests. There will be a dilutionary effect in the future if the Performance Options vest and are exercised.
- (j) As of the date of this Notice of Meeting, Mr Vornik has the following existing interest in the Company:

Director Namer	Current Holding	% of Issued Capital	Options	Last ASX Notice (3Y)
Mr Oleg Vornik	0	0.00%	15,000,000 Performance Options, exercisable at Nil consideration, expiring on 19/01/2029	06/03/2024

Vesting Conditions for Performance Options

The Performance Options will vest and become exercisable into Shares for nil consideration:

- (a) at any time on and from the earlier of the date that the Company achieves \$200,000,000 of revenue in any rolling twelve (12) month period (which commences on or after 1 April 2025 and terminates on or before 30 June 2028) as verified by the Company's auditor. The

following will be excluded in the calculation of revenue:

- one-off or extraordinary items;
 - revenue received in the form of government grants, allowances, rebates or other hand-outs; or
 - revenue that has been "manufactured" to achieve the performance milestone; or
- (b) at any time on and from the earlier of the date that the Company achieves \$200,000,000 of customer cash receipts, in any rolling twelve (12) month period (which commences on or after 1 April 2025 and terminates on or before 30 June 2028) as verified by the Company's auditor; or
- (c) in the event that a change of control transaction (as set out in Annexure B) occurs in respect of the Company.

Valuation of Performance Rights

- (a) The Performance Options are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Performance Options could be exercised/converted into Shares (subject to satisfaction of its terms), the Performance Options may have a present value at the date of their issue.
- (b) The Company has sought an independent valuation of the Performance Options from Leadenhall (**Valuations Expert**). The method used to value the Performance Options ties was the BlackScholes Model, which is a commonly used and recognised model for valuing the Performance Options. The value of a Performance Options calculated by this model is a function of the relationship between a number of variables and inputs, which can be summarised as follows:

Valuation input	Assumption
Market price of the Company's Shares	\$545.07M
Exercise/conversion price	Nil
Expiry date	30 June 2028
Interest rate	N/A
Volatility measure	N/A
Discount rate	N/A
Value for one	\$1.090

- (c) Based on the inputs, the Performance Options have been valued as follows:

Recipient	Number of Performance Options	Total value
Mr Oleg Vornik	The number of Performance Options will be calculated based on the Company's share price at the 5-day VWAP prior to the date of the AGM.	\$850,000

Directors' Recommendation

Mr Vornik has a material personal interest in the outcome of this Resolution (as it concerns the proposed issue of Performance Options to Mr Vornik, accordingly, Mr Vornik did not consider the matters set out in this Resolution and does not provide a recommendation to Shareholders.

The non-conflicted Directors of the Company being Mr Peter James, Mr Jethro Marks, Mr Richard Joffe and Ms Simone Haslinger carefully considered the issue of these Performance Options to Mr Oleg Vornik, and formed the view that this is in the best interest of the Company and its shareholders.

For the above reasons, the non-conflicted Directors of the Company recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

Note that a voting exclusion applies to Resolution 6 in the terms set out in the Notice of Meeting.

Resolution 7 – Ratification of Prior Issue of Shares – Listing Rule 7.1

Background

On 7 August 2024, the Company issued 104,347,827 Shares by way of fully underwritten placement to certain sophisticated, professional and institutional investors at an issue price of \$1.15 per share to raise approximately \$120 million (**Share Placement**).

The Shares were issued using the Company's Listing Rule 7.1 placement capacity.

For further details in respect of the Share Placement refer to the Company's ASX announcement dated 1 August 2024.

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

The Share Placement does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the Share Placement.

Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 7 is not passed, the Shares will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the

Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Shares were issued to professional and sophisticated investors including clients of the Joint Lead Managers, Macquarie Capital (Australia) Limited, Bell Potter Securities and Shaw and Partners Limited. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 104,347,827 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 7 August 2024;
- (e) the issue price was \$1.15 per Share. The Company has not and will receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to raise approximately \$120 million, which will be applied towards:
 - (i) funding research and development;
 - (ii) further strategic bolt-on acquisitions to accelerate the development of the Company's new products and software capabilities;
 - (iii) expenses of the placement of Shares and the share purchase plan undertaken at the same time as the placement; and
 - (iv) general working capital.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Voting Exclusions

Note that a voting exclusion applies to Resolution 7 in the terms set out in the Notice of Meeting.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 9995 7280 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.

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 31 December 2024 as lodged by the Company with ASX on 25 February 2025.

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

Associate has the meaning given to it by the 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.

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

Auditor's Report means the auditor's report of HLB Mann Judd Assurance (NSW) Pty Ltd dated 25 February 2025 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means DroneShield Limited ACN 608 915 859.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

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

Incentive Option Plan or **Incentive Plan** means the Company's Incentive Option Plan which was approved by Shareholders in 2022 and a summary of the key terms of the plan is set out in Annexure A.

KMP or **Key Management Personnel** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** or **Notice** means this notice of annual general meeting dated 28 April 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.

Performance Option means a performance option which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

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

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

Annexure A – Terms of Incentive Option Plan

A summary of the material terms of the Company's Employee Incentive Options Plan (**Incentive Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Incentive Plan from time to time.
Purpose	<p>The purpose of the Incentive Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of options (Options).
Plan administration	The Incentive Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Incentive Plan rules in its sole and absolute discretion (except to the extent that it prevents the Eligible Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Incentive Plan and make an invitation to that Eligible Participant to apply for Options provided under the Incentive Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Options the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Options	The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type

	of Options, subject to the terms and conditions set out in the invitation, the Incentive Plan rules and any ancillary documentation required.
Rights attaching to Options	<p>Prior to an Option being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Option other than as expressly set out in the Incentive Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Options section below).
Vesting of Options	<p>Any vesting conditions applicable to the Options will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Options have vested. Unless and until the vesting notice is issued by the Company, the Options will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Exercise of Options and cashless exercise	<p>To exercise a security, the Eligible Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Options may specify that at the time of exercise of the Options, the Eligible Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Eligible Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 Trading Days immediately preceding that given date, unless otherwise specified in an invitation.</p>

	An Option may not be exercised unless and until that security has vested in accordance with the Incentive Plan rules, or such earlier date as set out in the Incentive Plan rules.
Loan	<p>An Eligible Participant who is to be granted Options may request the Company to grant a loan up to the total amount payable in respect of the exercise price of the Options granted to the Eligible Participant (Loan), on the following terms:</p> <ul style="list-style-type: none"> (a) the Loan will be interest free; (b) the Loan will be deemed to have been made at the time the Company issues the Shares on exercise of the Options to the Eligible Participant; (c) the Loan shall be applied by the Company directly toward payment of the exercise price of the Options on exercise of such Options by the Eligible Participant; (d) the Company will apply any cash dividends in respect of Shares issued on exercise of the Options to repayment of any outstanding Loan amount; (e) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the Loan agreement; (f) an Eligible Participant must repay the Loan in full by the Loan repayment date but may elect to repay the Loan amount in respect of any or all of the exercised Options at any time prior to the Loan repayment date; (g) the Company shall have a lien over the Shares issued on exercise of the Options and in respect of which a Loan is outstanding and the Company shall be entitled to sell those Shares in the event the Eligible Participant does not repay the Loan by the repayment date; (h) the Loan is repayable in full where the Eligible Participant suffers an insolvency event or breaches any condition of the Loan or the Incentive Plan; (i) an Eligible Participant must not transfer, assign, encumber or otherwise deal with the Shares issued on exercise of the Options until the Loan has been fully repaid; (j) a Loan will be non-recourse except against the Shares issued on exercise of Options issued under the Incentive Plan and which are held by the Eligible Participant to which the Loan relates; and

	(k) the Board may, in its absolute discretion, agree to forgive a Loan made to an Eligible Participant.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of an Option by an Eligible Participant, the Company will issue or cause to be transferred to that Eligible Participant the number of Shares to which the Eligible Participant is entitled under the Incentive Plan rules and issue a substitute certificate for any remaining unexercised Options held by that Eligible Participant.
Restrictions on dealing with Options	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Incentive Plan (including in the case of death or total or permanent disability of the Eligible Participant) an Eligible Participant may deal with Options granted to them under the Incentive Plan with the consent of the Board.</p>
Listing of Options	An Option granted under the Incentive Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Incentive Plan on the ASX or any other recognised exchange.
Forfeiture of Options	<p>Options will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) where a Participant who holds Options ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Options will automatically be forfeited by the Participant and all vested Options will be forfeited 30 days after the date the Participant ceases to be an Eligible Participant if such Options remain unexercised at that date; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Incentive Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Options.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options will be dealt with,

	including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of Options	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options is entitled, upon exercise of those Options, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Options does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Rights attaching to Shares	All Shares issued or transferred under the Incentive Plan or issued or transferred to an Eligible Participant upon the valid exercise of an Option, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Incentive Plan.
Disposal restrictions on Shares	<p>If the invitation provides that any Shares issued upon the valid exercise of an Option are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Share is subject to any disposal restrictions under the Incentive Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

General Restrictions on Transfer of Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by a Participant during the time the holder has such information.</p> <p>Any Shares issued to a holder upon exercise of an Option shall be subject to the terms of the Company's Share Trading Policy.</p>
Buy-Back	<p>Subject to applicable law, the Company may at any time buy-back Options and Shares issued upon exercise of Options in accordance with the terms of the Incentive Plan.</p>
Employee Share Trust	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Options for holders under the Incentive Plan and delivering Shares on behalf of holders upon exercise of Options.</p>
Maximum number of Options	<p>The Company will not make an invitation under the Incentive Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Incentive Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 6 and Section 7).</p> <p>The maximum number of equity securities proposed to be issued under the Incentive Plan, following Shareholder approval, is 50,000,000 Options. It is not envisaged that the maximum number of Options will be issued immediately.</p>
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Incentive Plan rules, including (without limitation) the terms and conditions upon which any Options have been granted under the Incentive Plan and determine that any amendments to the Incentive Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Incentive Plan rules may be made if the amendment materially reduces the rights of any Participant</p>

	as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	<p>The Incentive Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Incentive Plan for a fixed period or indefinitely and may end any suspension. If the Incentive Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Options granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Options may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Incentive Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Annexure B – Terms of Performance Options

A summary of the material terms of the Performance Options is set out below.

Entitlement	Each Performance Option entitles the holder to subscribe for one share upon exercise of the Performance Option.
Exercise Price	No consideration is payable upon the exercise of each Performance Option.
Expiry Date	Each Performance Option will expire at 5:00pm (Sydney time) on the date that is three years from the date of issue (Expiry Date). A Performance Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period and Vesting Condition	<p>The Performance Options shall vest and become exercisable into Shares at any time on and from the earlier of the date that the Company achieves:</p> <p>(a) \$200,000,000 of revenue in any rolling twelve (12) month period (which commences on or after 1 April 2025 and terminates on or before 30 June 2028) as verified by the Company's auditor. The following will be excluded in the calculation of revenue:</p> <ul style="list-style-type: none"> ○ one-off or extraordinary items; ○ revenue received in the form of government grants, allowances, rebates or other hand-outs; or ○ revenue that has been "manufactured" to achieve the performance milestone; or <p>(b) \$200,000,000 of customer cash receipts in any rolling twelve (12) month period (which commences on or after 1 April 2025 and terminates on or before 30 June 2028) as verified by the Company's auditor.</p>
Automatic Vesting	<p>Subject to the Company complying with the Listing Rules and the Corporations Act, each Performance Option will automatically vest and become exercisable into Shares in the event of:</p> <p>(a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company having received acceptances for more than 50% of the Shares on issue and being declared unconditional by the bidder; or</p> <p>(b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme or arrangement for the reconstruction of the</p>

	<p>Company or its amalgamation with any other company or companies; or</p> <p>(c) a person acquiring voting power (as defined in section 610 of the Corporations Act) in over 50% of the Shares, in circumstances where such person's voting power was lower than the 50% threshold prior to the date on which the Performance Options were issued; or</p> <p>(d) the Company enters into agreements to sell businesses or assets which are owned by the Company at the date of issue of the Performance Options (whether or not in the form of shares in a subsidiary company) the consideration for which businesses or assets represent more than 50% of the value of all businesses and assets owned by the Company at the date of issue of the Performance Options (with reference to the Company's most recent audited financial statements) to a person or a number or persons, none of which are in the Company's group; and</p> <p>such a determination shall be notified to the holder in writing.</p>
Forfeiture	<p>Performance Options will be forfeited in the following circumstances:</p> <p>(a) where the holder acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(b) where there is a failure to satisfy the vesting conditions;</p> <p>(c) on the date the holder becomes insolvent; or</p> <p>(d) on the expiry date of the Options.</p>
Notice of Exercise	<p>The Performance Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Performance Option certificate (Notice of Exercise).</p>
Exercise Date	<p>A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (Exercise Date).</p>
Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Options specified in the Notice of Exercise;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporation Act and do all such things</p>

	<p>necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Options.</p> <p>If a notice delivered upon paragraph (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Shares issued on exercise	Shares issued on exercise of the Performance Options rank equally with the then issued shares of the Company.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of the holder of Performance Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Performance Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Options without exercising the Performance Options.
Transferability	The Performance Options are not transferable.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Options and Shares issued upon exercise of Options in accordance with the terms of the Incentive Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Options for holders under the Incentive Plan and delivering Shares on behalf of holders upon exercise of Options.

Your proxy voting instruction must be received by **10.00am (AEST) on Monday, 26 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of DroneShield Limited, to be held virtually at **10.00am (AEST) on Wednesday, 28 May 2025 and physically at DLA PIPER, Level 22, 1 Martin Place, 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.

[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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Simone Haslinger as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Richard Joffe as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to increase the maximum aggregate amount of Non-Executive Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-adoption of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Issue of Performance Options to Related Party Oleg Vornik, Managing Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Shares – Listing Rule 7.1	<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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	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).