



5 May 2025

ASX Announcement

Extraordinary General Meeting of Shareholders, 5 June 2025

Dear Shareholder

Notice is hereby given that an Extraordinary General Meeting of shareholders of TZ Limited ("**Company**") will be held virtually at 10:00am (AEST) on 5 June 2025 ("**EGM**").

The Notice of Meeting, accompanying explanatory statement ("**Meeting Materials**") are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://tz.net/> or at or at the Company's share registry's website <https://www.computershare.com/au>;
- A complete copy of the Meeting Materials has been released to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code 'TZL';
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

Shareholders can still elect to receive some or all of their communications in physical or electronic form. To review your communication preferences or sign up to receive your shareholder communications via email, please update your details at <https://www.computershare.com/au>. If you have not yet registered with Company's share registry, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry www.investorcentre.com/contact or by phone on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 9:00am and 5:00pm (AEST), to obtain a copy.

The Company strongly recommends to shareholders to lodge a directed proxy as soon as possible in advance of the EGM even if they are planning to attend the EGM.

Yours sincerely,

Mathew Watkins
Company Secretary
TZ Limited

Authorised for release by the Board of Directors.

For personal use only



TZ LIMITED
ACN 073 979 272

NOTICE OF MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

For a meeting to be held on 5 June 2025 at 10:00am (Sydney time) via internet webinar conferencing facility

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ CAREFULLY AND IN ITS ENTIRETY. IF YOU DO NOT UNDERSTAND ANY PART OF THIS DOCUMENT, PLEASE CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER WITHOUT DELAY.

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website: <http://tz.net>. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

TZ LIMITED

NOTICE OF MEETING

Notice is hereby given that a Meeting of the members of TZ Limited ACN 073 979 272 (**Company**) will be held virtually via webinar conferencing facility at 10:00 am (Sydney time) on 5 June 2025.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the Extraordinary General Meeting (**EGM**) virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

When: 10:00 AM, Thursday 5 June 2025 (AEST)

Topic: TZ Limited Extraordinary General Meeting

Register in advance for the virtual meeting:

https://vistra.zoom.us/webinar/register/WN_x9AlbpOWQnGgE17C2xu8yw

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to the Company Secretary at Mathew.Watkins@vistra.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: TZL) and on its website at <http://tz.net>.

Further information on the proposals the subject of the Meeting is set out in the accompanying Explanatory Memorandum. This Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

The business to be considered at the Meeting is set out below.

BUSINESS

Resolution 1 – Approval of Financial Assistance

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

"That for the purposes of section 260B(2) of the Corporations Act and for all other purposes, Shareholder approval is given to the extent necessary to permit Keyvision Holdings Pty Ltd ACN 090 038 636 to:

- (a) *accede as a Guarantor to the Loan Agreement by executing and performing its obligations under the Accession Deed;*
- (b) *grant security over its assets by executing and performing its obligations under the General Security Deed; and*

(c) enter into and perform all of its obligations under each of the Finance Documents."

ADDITIONAL INFORMATION

Keyvision's accession as a Guarantor to the Loan Agreement and grant of security under the General Security Deed constitutes the giving of financial assistance to the Company in connection with the Company's acquisition of Keyvision's shares.

No voting exclusions apply to Resolution 1.

Resolution 2 – Ratification of Prior Issue of 15,333,335 Fully Paid Ordinary Shares

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 15,333,335 fully paid ordinary shares in the Company at an issue price of \$0.075 (7.5 cents) per share as described in the Explanatory Memorandum."

ADDITIONAL INFORMATION

Voting exclusions for Resolution 2 are detailed in the Explanatory Memorandum.

Resolution 3 – Ratification of Prior Issue of 15,333,335 Options

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 15,333,335 options in the Company at an exercise price of \$0.075 (7.5 cents) per option expiring on 31 March 2026 as described in the Explanatory Memorandum."

ADDITIONAL INFORMATION

Voting exclusions for Resolution 3 are detailed in the Explanatory Memorandum.

Voting Entitlement

The Board has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting, Shares will be taken to be held by those who hold them at 7pm (Sydney time) on Tuesday, 3 June 2025. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by Proxy

Each Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. The proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of Shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a Shareholder appoints a proxy and specifies the way the proxy is to vote on a particular Resolution:

- where the proxy is not the Chairman:
 - the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the Shareholder specifies; and

- if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the Shareholder specifies.

The Chairman has determined that voting on all resolutions will occur by way of a poll rather than by way of a show of hands.

Impact of your Proxy Appointment

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected vote on the proposed Resolution in accordance with his intentions set out below.

The Chairman's Voting Intentions

The Chairman intends to vote all undirected proxies on, and in favour of all the resolutions. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to ASX. The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is final.

Online Proxy Appointment

You may appoint and direct your proxy online, by using your smartphone or by visiting www.investorvote.com.au. To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your Proxy Form. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the www.investorvote.com.au website. To use your smartphone voting service, scan the QR code which appears on your Proxy Form and follow the instructions provided. To scan the code, you need to have already downloaded a free QR code reader app to your smartphone.

When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for Shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodians and other intermediaries may appoint and direct their proxy online by visiting www.intermediaryonline.com (subscribers only).

Proxy Appointment by Post or Fax

A proxy can also be appointed by using the Proxy Form enclosed with this Notice of Meeting. Information on how to complete the Proxy Form is included on the form.

For the appointment of a proxy using a Proxy Form, the following documents must be lodged:

- the completed Proxy Form; and
- if the Proxy Form is signed by the appointer's attorney – the authority under which the Proxy Form was signed or a certified copy of the authority.

Lodgement of Proxy Appointments

For the appointment of a proxy to be effective for the Meeting, the Company must receive an online proxy appointment through the website noted above or a duly completed Proxy Form (and if signed by an attorney, the attorney's authority or a certified copy), in either case by **10am on Tuesday, 3 June 2025**. Proxy Forms may be posted or faxed to the Company's share registry at:

Computershare Investor Services Pty Limited

BY MAIL:

GPO Box 242

Melbourne VIC 3001

BY FACSIMILE:

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

If posting, please allow sufficient time for your form to be received by **10am on Tuesday, 3 June 2025**.

Corporate Representatives

A corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a properly executed letter, certificate, form, or other document, such as an "Appointment of Corporate Representative" confirming that they are authorised to act as the corporate Shareholder's representative. A form may be obtained from www.investorcentre.com/au under the tab "Printable Forms"; or
- a copy of the resolution appointing the representative, certified by a director or secretary of the corporate Shareholder.

A copy of the signed document must be produced prior to admission to the Meeting.

By order of the Board
of TZ Limited



Mathew Watkins
Company Secretary
22 April 2025

TZ LIMITED

EXPLANATORY MEMORANDUM

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Shareholders of TZ Limited (**Company**) in connection with the business to be conducted at the Meeting to be held virtually via webinar conferencing facility at 10:00 am (Sydney time) on 5 June 2025.

Important Information

The aim of this Explanatory Memorandum is to provide all information that the Directors believe to be material to Shareholders in deciding whether to pass the resolutions. Amongst other things, this Explanatory Memorandum provides members with the information required to be provided under the Corporations Act.

You Should Read this Document Carefully

This Explanatory Memorandum and the accompanying Notice of Meeting are important documents. You should read each document in its entirety before deciding how to vote on the resolutions. If you are in any doubt as to what you should do, you should consult your financial, legal or other professional adviser without delay.

ASIC Lodgements

As required by section 260B of the Corporations Act, copies of the Notice of Meeting and this Explanatory Memorandum were lodged with ASIC in advance of their despatch to Shareholders.

If Resolution 1 is approved by Shareholders, additional forms (and accompanying materials) will also be lodged with ASIC before the financial assistance the subject of that Resolution is given.

Not Investment Advice

This Explanatory Memorandum does not constitute financial product advice and it does not purport to contain all of the information that a prospective investor in the Company may require. This Explanatory Memorandum has been prepared without taking account of any person's particular investment objectives, financial situation or needs.

Glossary

Unless otherwise defined in the Notice of Meeting or the Explanatory Memorandum, capitalised terms used in a particular Meeting document have the meaning set out in the Glossary at the end of this Explanatory Memorandum.

Resolution 1 – Approval of Financial Assistance

Background

On 18 March 2025, the Company announced to ASX that it had entered into a binding acquisition agreement to acquire Keyvision Holdings Pty Ltd ACN 090 038 636 (**Keyvision**) (**Acquisition**), a leading provider of tenant engagement platforms (**ASX Release**¹).

As detailed in the ASX Release, the (up to) \$10 million purchase price for the Acquisition (**Purchase Price**) will be paid by the Company over the next four years, subject to Keyvision achieving certain agreed revenue and growth milestones.

As also detailed in the ASX Release, the first \$2.5 million of the Purchase Price has now been paid, with the Company utilising part of a \$4 million senior secured debt facility provided by the Lender² to do so³.

As part of these financing arrangements, the Company also entered into a general security deed in favour of the Lender on 17 March 2025.

It is a requirement of the Loan Agreement that Keyvision accede as a Guarantor to the Loan Agreement and enter also into a general security deed in favour of the Lender to secure the debts and other obligations of the Company under the Loan Agreement (**General Security Deed**).

As explained below, Keyvision's proposed accession as a Guarantor to the Loan Agreement and entry into the General Security Deed constitutes the giving of "financial assistance" in connection with the acquisition of its shares (i.e. the shares in Keyvision which will be acquired by the Company on completion of the Acquisition).

As Keyvision will become a wholly owned subsidiary of the Company on completion of the Acquisition, Shareholder approval under section 260(B)(2) of the Corporations Act is required. Resolution 1 seeks the requisite approval of the proposed arrangements under section 260(B)(2).

Restrictions on the Giving of Financial Assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in the company (or a holding company of the company) only if:

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

For a company to financially assist a person to acquire shares in itself or a company of which it is a subsidiary (and unless an exemption is available), section 260B(1) of the Corporations Act states that the financial assistance must be approved by shareholders by:

- a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- a resolution agreed to, at a general meeting, by all of the company's ordinary shareholders.

¹ A copy of the ASX Release is available at www.asx.com.au (ASX: TZL).

² AMAL Security Services Pty Ltd (ATF Causeway Wholesale Private Debt Master Fund) is the Lender.

³ The terms of the debt facility were documented in the Loan Agreement.

If the company will become a subsidiary of a listed domestic corporation immediately after the acquisition, then section 260B(2) of the Corporations Act requires that the financial assistance must also be approved by a special resolution passed at a general meeting of that listed domestic corporation.

Financial Assistance

The term "financial assistance" has been interpreted to mean the provision of anything needed in order to carry out a transaction involving the acquisition of shares in the company giving the financial assistance and includes the grant of security over assets or the giving of a guarantee or indemnity in respect of another person's liability.

The Company considers that Keyvision's proposed entry into the Accession Deed and the General Security Deed (as well as, potentially, its entry into and performance of any of the Finance Documents) constitutes the giving of financial assistance for the purposes of section 260A of the Corporations Act.

Since Keyvision will become a wholly owned subsidiary of the Company on completion of the Acquisition, and because the Company is a "listed domestic corporation", Shareholder approval of the following matters is required under section 260B of the Corporations Act:

- **(Accession Deed)** Keyvision's proposed accession as a Guarantor to the Loan Agreement on entry into the Accession Deed;
- **(General Security Deed)** Keyvision's proposed grant of security in favour of the Lender on entry into the General Security Deed; and
- **(Finance Documents)** Keyvision's proposed entry into and performance of the Finance Documents (which may together or singly also constitute the giving of financial assistance for the purposes of section 260A of the Corporations Act). This may include Keyvision:
 - making available directly or indirectly its cashflows (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable the Company and the other Guarantors to comply with their payment and other obligations under the Loan Agreement;
 - consenting or agreeing to amendments to the Finance Documents and/or provide additional support which may include incurring additional and more onerous obligations and/or additional guarantees, mortgages and/or charges on the same or different terms to the General Security Deed; and
 - being required to subordinate intercompany claims or provide other financial assistance to the Company in connection with the Acquisition including, without limitation, as part of any potential future refinancing of the Loan Agreement.

Accordingly, Resolution 1 seeks Shareholder approval of the proposed giving of the above referred financial assistance by Keyvision to the Company in connection with the Company's acquisition of all of the shares in Keyvision (i.e. the Acquisition) for the purposes of section 260B(2) of the Corporations Act.

Resolution 1 is required to be considered as a special resolution. This means that for Resolution 1 to be passed, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be cast in favour of it. Shareholders may either vote for or against Resolution 1.

Separate approvals under section 260B of the Corporations Act will also be required from Keyvision and/or its shareholder/s. Provided that Resolution 1 is approved, it is expected that these separate approvals by Keyvision will be obtained immediately after completion of the Meeting.

Effect, Advantages and Disadvantages

If Shareholders pass Resolution 1, Keyvision will give the financial assistance as detailed above. The main reasons for the proposed arrangements include:

- it is a condition of the Loan Agreement that Keyvision accedes and provides security and guarantees. Failure to comply with such condition in the time specified in the Loan Agreement will be an event of default under the Loan Agreement and the Company may be forced to refinance on worse terms; and

- it is a reasonable, customary and necessary part of obtaining finance on the most favourable terms. Obtaining a facility of the nature of the Loan Agreement without that requirement would have been difficult and would likely have resulted in funding being obtained on more restrictive and expensive terms.

As the Company and certain other members of the Group are already liable for amounts payable under the Finance Documents, the giving of the financial assistance described in this Explanatory Memorandum by Keyvision is unlikely to have any adverse effect on the Company.

On Keyvision's entry into the Accession Deed and the General Security Deed:

- **(Joint and Several Liability)** Keyvision will assume joint and several liability with the Company and/or the other Guarantors;
- **(Guarantee and Indemnities)** the Lender may become entitled to claim from Keyvision any amounts owed under the Loan Agreement;
- **(Enforcement of Security)** the Lender may become entitled to enforce the security granted by Keyvision and apply the proceeds of the enforcement towards the repayment (or part repayment) of the amounts owed by the Company under the Loan Agreement and/or any other Finance Document; and
- **(Representations and Warranties)** Keyvision will be required to provide certain representations, warranties and undertakings (which include restrictions on the granting of further security interests, disposals and capital distributions) in favour of the Lender.

If a breach occurs, the Lender may require immediate repayment of the amounts due under the Loan Agreement and/or any of the Finance Documents and the Lender may become entitled to enforce its security over the assets of Keyvision. This may include a disposal of the shares of Keyvision at highly discounted prices.

Prior Notice to ASIC

As required by section 260B of the Corporations Act, copies of the Notice of Meeting and this Explanatory Statement were lodged with ASIC in advance of their dispatch to Shareholders.

If Resolution 1 is approved by Shareholders, additional forms (and accompanying materials) will also be lodged with ASIC before the financial assistance the subject of that Resolution is given by Keyvision.

Disclosure

The Directors consider that the Notice of Meeting and this Explanatory Statement contains all information known to the Company that is material to Shareholders in deciding how to vote on Resolution 1 other than information (if any) which would be unreasonable to require the Company to include in these documents because the Company has previously disclosed that information to Shareholders. In this regard, the Company notes the various disclosures that it has made in relation to the Acquisition since October 2024 (all of which are available at www.asx.com.au).

Recommendation

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

Resolution 2 & 3 – Ratification of Prior Issue of 15,333,335 Fully Paid Ordinary Shares and 15,333,335 Options

Background

The Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of 15,333,335 fully paid ordinary shares and 15,333,335 Options (**Issue**) to professional and sophisticated investors under a share placement (**Placement**) as announced on 21 February 2025. 15,333,329 Shares and 15,333,329 Options were issued on 12 March 2025 and additional 6 Shares and 6 Options were issued on 21 March 2025 (**Issue Dates**). The Company placed 15,333,335 Shares at the price of \$0.075 (7.5 cents) per Share. Successful participants in the Placement also received one (1) free attaching Option for every one (1) Share subscribed for under the Placement with an exercise price of \$0.075 cents per Option expiring on 31 March 2026. The securities issued under the Placement utilised the Company's placement capacity under ASX Listing Rules 7.1 & 7.1A available at the time.

ASX Listing Rules

Under ASX Listing Rules: (collectively "**Issuing Capacity**")

- Listing Rule 7.1 allows the Company to issue new equity securities up to 15% of the Shares on issue in any 12-month period without the prior approval of Shareholders (**15% Capacity**); and
- Listing Rule 7.1A enables an eligible entity to additionally issue new equity securities up to 10% of the Shares on issue over a 12-month period after the passing of special resolution at an annual general meeting (**10% Placement Facility**).

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

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively used up part of the 15% Capacity in Listing Rule 7.1 and 10% Placement Facility under Listing Rules 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the Issue Date.

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 entity's capacity to issue further equity securities without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, these Resolutions seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

The issue of 15,333,335 Shares and 15,333,335 Options on 12 and 21 March 2025 used the Company's Issuing Capacity. The Company seeks Shareholders' approval under Listing Rule 7.4 to ratify the issue of 15,333,335 Shares and 15,333,335 Options so that the issue of these securities can be treated as having been made with approval under Listing Rule 7.1.

If these Resolutions are passed, the Issue will be excluded in calculating the Company's Issuing Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If these Resolutions are not passed, the Issue will be included in calculating Company's Issuing Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the securities were issued to professional and sophisticated investors who had expressed interest and committed to investing in the Company based on its recent Keyvision acquisition; these investors were selected by the Company for their strategic alignment and potential as long-term supporters; they are:
 - (i) existing and new investors of the Company's;
 - (ii) not related party of the Company;
 - (iii) not related to the Company's Key Management Personnel ("**KMP**");
- (b) the number and class of securities issued were:
 - (i) 15,333,335 fully paid ordinary shares; and
 - (ii) 15,333,335 Options;
- (c) The key Options terms are:
 - (i) Exercise price: \$0.075 (7.5 cents) per option;
 - (ii) Expiry date: 31 March 2026;
 - (iii) Conversion: each Option entitling the holder to be issued one fully paid ordinary Share in the Company upon conversion of that Option;
- (d) the Issue occurred on 12 and 21 March 2025;
- (e) the Shares were issued at an issue price of \$0.075 (75 cents) per share, the Options were issued at nil grant price as they are free-attaching securities to the Shares subscribed under the Placement on the basis of one (1) free attaching option for every one (1) share subscribed;
- (f) the purpose of the Placement was to provide funds to be utilised to expedite new hires to support both Keyvision and the Company's expanding data centre business.

Directors Recommendation

The Board unanimously recommends that Shareholders vote in favour of these Resolutions.

Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the relevant Issue of the securities, or any associates of that person or those persons.

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

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

GLOSSARY

In this Explanatory Memorandum (and in the Notice of Meeting):

ASIC means the Australian Securities and Investments Commission.

Accession Deed means the document of the same name proposed to be entered into by Keyvision under which it will accede as a Guarantor to the Loan Agreement.

Acquisition means the Company's acquisition of all of the shares in Keyvision as documented in the Share Purchase Agreement.

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

Board means the board of directors of the Company.

Chairman means the person appointed as chairman of the Meeting.

Company or **TZL** means TZ Limited ACN 073 979 272.

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

Director means a director of the Company.

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

Finance Documents means:

- any guarantee or security document and all other finance documents under which the debt facility the subject of the Loan Agreement is provided;
- any document refinancing, amending, varying, supplementing or replacing any of the Loan Agreement, the Accession Deed or the General Security Deed; and
- any document which is considered necessary or desirable for the giving effect to or which relates to any of the provisions of any of the above documents.

General Security Deed has the meaning given in the Explanatory Memorandum.

Group means the Company and each of its subsidiaries.

Guarantor means any person or entity that accedes as a 'guarantor' in accordance with the terms of the Loan Agreement.

Keyvision means Keyvision Holdings Pty Ltd ACN 090 038 636.

Lender means AMAL Security Services Pty Ltd, as trustee for Causeway Wholesale Private Debt Master Fund.

Loan Agreement means the agreement of the same name between the Company, the Lender and others dated 17 March 2025.

Meeting means the general meeting convened by the Notice of Meeting.

Notice of Meeting means the notice accompanying this Explanatory Memorandum.

Proxy Form means the proxy form accompanying this Explanatory Memorandum.

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

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

Shareholder means a holder of one or more Shares.

Share Purchase Agreement means the agreement of the same name between the Company, Keyvision and others dated 11 March 2025.

Subsidiary has the meaning given in section 9 of the Corporations Act.



ABN 26 073 979 272

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

TZL

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

For personal use only

TZ Limited Extraordinary General Meeting

The TZ Limited Extraordinary General Meeting will be held on Thursday, 5 June 2025 at 10:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 10:00am (AEST) on Tuesday, 3 June 2025.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit https://vistra.zoom.us/webinar/register/WN_x9AlbpOWQnGgE17C2xu8yw

To vote online during the meeting you will need to visit <https://meetnow.global/MSMMJYR>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

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



ABN 26 073 979 272

TZL

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Tuesday, 3 June 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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

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the Chairman
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of TZ Limited to be held as a virtual meeting on Thursday, 5 June 2025 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of 15,333,335 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of 15,333,335 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

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

