



2025 AGM – Notice of Meeting

AI-Media Technologies Limited (ASX: AIM) will hold its 2025 Annual General Meeting (AGM) as a physical meeting at 10.00am (AEST) on Friday 26 September 2025 at the offices of MA Financial, Level 27, Brookfield Place, 10 Carrington St, Sydney NSW 2000.

Attached for release is the 2025 AGM Notice of Meeting and sample voting form which has been sent to shareholders with details on how to attend and vote at the AGM, together with details of how a live audio live stream of the AGM may be accessed for shareholders who are unable to attend.

This announcement has been approved for release by the Company Secretary.

Further Information

AI-Media Technologies

Lisa Jones

Company Secretary

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NWR Communications

Melanie Singh

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About AI-Media

AI-Media (ASX: AIM) is a global leader in AI-powered voice translation, captioning, and language orchestration. At the heart of its platform is the **LEXI suite** - anchored by **LEXI Voice** for instant multilingual voice translation, **LEXI Text** for real-time captioning, and **LEXI AI** for intelligent content automation and analysis.

These solutions are delivered globally through AI-Media's expansive network of encoder infrastructure, optimized for **accuracy, low latency, security, and scale** in live, mission critical environments. AI-Media's orchestration model integrates cutting-edge voice and language AI - including large language models and voice synthesis technologies - to enable transformative workflows across **broadcast, enterprise, education, and government** sectors.

Trusted in over 25 countries and **capable of delivering in more than 100 languages**, AI-Media empowers organizations to **replace legacy workflows, amplify global communication**, and **unlock new revenue streams** through real-time, AI-driven multilingual intelligence. As the world shifts from text to spoken AI interaction, AI-Media leads the way - delivering the infrastructure, intelligence, and scale to make that future real. For more information visit the [AI-Media website](#).



AI MEDIA

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AI-Media Technologies Limited

ACN 122 058 708

Notice of Annual General Meeting

Date of Meeting

Friday 26 September 2025

Time of Meeting

10:00am (AEST)

LETTER FROM THE CHAIR

Dear Shareholder

I am pleased to invite you to attend the Annual General Meeting (**Meeting**) of AI-Media Technologies Limited (**AI-Media** or the **Company**) for 2025. I enclose the Notice of Meeting, which sets out the items of business, and the Explanatory Memorandum, which explains each of the Resolutions to be considered at the Meeting.

The Meeting will be held at 10.00am (AEST) on Friday 26 September 2025 at the offices of MA Financial, Level 27, Brookfield Place, 10 Carrington St, Sydney NSW 2000.

The Directors have decided to proceed with a physical meeting and Shareholders will be able to attend the Meeting in person.

The Company will also live audio stream the Meeting for those Shareholders who choose not to, or are unable to, attend the Meeting in person. This will allow Shareholders to listen to proceedings and view presentations but not participate in the Meeting or vote on any Resolutions during the Meeting.

If you would like to access the webcast, please register your interest via email to companysecretary@ai-media.tv.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

I encourage you to submit your questions in advance of the Meeting. If you wish to do so you may email your questions to companysecretary@ai-media.tv by 5.00pm (AEST) on Monday 22 September 2025. We hope to address as many questions as possible at the Meeting.

If you have questions in relation to the Meeting, please contact Lisa Jones, Company Secretary by email to companysecretary@ai-media.tv.

In case you are not able to attend the Meeting, the Board encourages you to complete the enclosed Voting Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your votes online via the share registry's website at <https://www.investorvote.com.au>.

I look forward to welcoming you to the 2025 Annual General Meeting.

Yours faithfully



John Martin
Chair

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Shareholders of AI-Media Technologies Limited ACN 122 058 708 (**AI-Media** or the **Company**) will be held at:

Time: 10:00am (AEST)

Date: Friday 26 September 2025

Venue: The offices of MA Financial, Level 27, Brookfield Place, 10 Carrington St, Sydney NSW 2000

The business to be considered at the Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the Resolutions. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary and throughout this Notice of Meeting and Explanatory Memorandum.

BUSINESS OF THE MEETING

Financial Statements and Report

To receive and consider the financial report, the Directors' report and the Auditor's report for the financial year ended 30 June 2025.

Resolution 1 – Adoption of Remuneration Report

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

"That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as set out in the Annual Report be adopted."

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

A voting exclusion applies to this Resolution (please see below).

Resolution 2 – Election of Otto Berkes as a Director

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

"That Otto Berkes, having previously been appointed as an addition to the Board in accordance with Rule 7.1(c) of the Constitution and who retires in accordance with Listing Rule 14.4, being eligible and offering himself for election, be elected as a Director."

The Directors (with Mr Berkes abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Brad Bender as a Director

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

"That Brad Bender, having previously been appointed as an addition to the Board in accordance with Rule 7.1(c) of the Constitution and who retires in accordance with Listing Rule 14.4, being eligible and offering himself for election, be elected as a Director."

The Directors (with Mr Bender abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Re-Election of Cheryl Hayman as a Director

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

"That Cheryl Hayman, being a Director who retires by rotation in accordance with Rule 7.1(d)(ii) of the Constitution and Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director."

The Directors (with Ms Hayman abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Appointment of Grant Thornton as Auditor

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

"That, for the purpose of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company subject to ASIC consenting to the resignation of the current auditor (Deloitte Touche Tohmatsu) on the terms and conditions in the Explanatory Memorandum."

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

**Resolution 6 – Grant of Restricted Share Units to Anthony Abrahams,
Managing Director and CEO**

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant up to 700,000 Restricted Share Units (RSUs) to Anthony Abrahams, the Chief Executive Officer and Managing Director of the Company, under the AI-Media Restricted Share Unit Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting."

A voting exclusion applies to this Resolution (please see below).

For further details regarding each Resolution, Shareholders are referred to the notes to voting and Explanatory Memorandum that accompany, and form part of, this Notice of Meeting.

Dated 20 August 2025

By order of the Board of Directors



Lisa Jones
Company Secretary

Notes related to voting

1 Entitlement to vote and how to vote/attend

The Board has determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEST) on Wednesday 24 September 2025.

You may vote by attending the Meeting in person, by proxy or duly authorised representative.

You may also lodge your direct vote online by visiting www.investorvote.com.au and use the information provided in your Voting Form. Direct votes must be received by 10.00am on Wednesday 24 September 2025.

2 Voting exclusions

Resolution 1

The Company will disregard votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2025 and their closely related parties (regardless of the capacity in which the vote is cast); and
- as a proxy by a person who is a member of the KMP as at the date of the AGM, or their closely related parties,

unless the vote is cast as proxy on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified in the submitted voting instructions; or where there is no specified voting direction, the vote is cast by the Chair of the AGM as proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of KMP.

Resolution 6

The Company will disregard votes cast on Resolution 6:

- in favour of the Resolution, by or on behalf of Anthony Abrahams or any of his associates; or
- as a proxy by a person who is a member of the KMP at the date of the AGM, or their closely related parties.

However, the Company will not disregard a vote in favour of Resolution 6 if it is cast by:

- a person as proxy or attorney for a person entitled to vote on Resolution 6, in accordance with a direction given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

3 Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To vote by proxy, please complete and sign the Voting Form enclosed with this Notice of Meeting, so that it is received by no later than 10:00am (AEST) on Wednesday 24 September 2025 at:

Online: www.investorvote.com.au

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

Appointing a body corporate as proxy

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

Your Voting Form is enclosed

The Voting Form is an important document. Please read it carefully. If you are unable to attend the Meeting, please complete the enclosed Voting Form and return it in accordance with the instructions.

Chair's intention regarding undirected proxies

The Chair intends to vote all proxies without voting instructions that are exercisable by the Chair of the Meeting in favour of each Resolution including Resolutions 1 and 6. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 and 6, by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolutions 1 and 6 are connected with the remuneration of one or more of the Company's key management personnel.

4 Corporate representatives and attorneys

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and the representative should be provided with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder's or proxy's representative.

The representative should send evidence of his or her appointment to the Company (address above) in advance of the Meeting (including any authority under which it has been signed).

Any Shareholder entitled to vote at the Meeting may appoint an attorney to act on its behalf at the Meeting. An attorney may but need not be a member of the Company. Any attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed (or a certified copy) are received by the Company in the same manner, and by the same time, as outlined for Proxy Forms.

5 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor in respect of the FY25 financial year, Deloitte Touche Tohmatsu (**Deloitte**), if the question is relevant to the content of the Auditor's Report for the year ended 30 June 2025 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2025.

Relevant written questions for the Auditor must be received by the Company by email to companysecretary@ai-media.tv no later than 5.00pm (AEST) on Monday 22 September 2025.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2025 Annual General Meeting.

1 Financial Statements and Reports

The Corporations Act requires that the Directors' Report, the Auditor's Report and the Financial Report for the year end 30 June 2025 be laid before the Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on these reports. However, Shareholders will be given a reasonable opportunity to raise questions with respect to these reports at the Meeting.

In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the 2025 Annual Report on the Company's website or may request a copy from the Company at any time.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

2 Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act) requires the Company to put the Remuneration Report to a vote of Shareholders. The Remuneration Report is set out on pages 22-27 of the 2025 Annual Report and sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors (including the Managing Director) and other key management personnel.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (Two Strikes Rule).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (Spill Resolution).

It is noted that the 2024 Remuneration Report was adopted at the 2024 Annual General Meeting, with 99.96% of votes cast in favour of the relevant resolution. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the 2026 annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election should a Spill Resolution pass at that next annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

As set out in the notes to Resolution 1, a voting prohibition statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Board Recommendation

The Board declines to make a recommendation in relation to Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1 (subject to the voting exclusions set out in the Notice of Meeting).

3 Resolution 2 – Election of Otto Berkes as a Director

Mr Otto Berkes was appointed as a Director of the Company on 1 December 2024 in accordance with Rule 7.1(c) of the Company's Constitution. He is co-Chair of the Company's Product & Technology Committee.

Mr Berkes retires from office under Listing Rule 14.4 and offers himself for election as a Director at this Meeting.

Mr Berkes is a highly experienced technology leader with over 15 years of board level experience. An Xbox founder, Mr Berkes' previous roles have included General Manager at Microsoft, Chief Technology Officer roles at HBO and CA Technologies, and CEO of HireRoad.

Mr Berkes has a BS in physics and an MS in computer science and electrical engineering.

Mr Berkes is currently a non-executive director of Integral Ad Science (IAS) and advisory board member for Intelagree.

The Board considers that Mr Berkes is an independent Director.

Board recommendation

The Directors (with Otto Berkes abstaining) recommend that Shareholders vote **FOR** Resolution 2.

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

4 Resolution 3 – Election of Brad Bender as a Director

Mr Brad Bender was appointed as a Director of the Company on 1 December 2024 in accordance with Rule 7.1(c) of the Company's Constitution. He is co-Chair of the Company's Product & Technology Committee.

Mr Bender retires from office under Listing Rule 14.4 and offers himself for election as a Director at this Meeting.

Mr Bender is a seasoned technology leader with 25+ years of global product and management experience. As former Vice President of Product Management at Google, he founded the Google Display Network and drove its growth to become a multi-billion dollar business, and most recently led Google News and Search Ecosystems, delivering AI-driven initiatives serving billions of people worldwide.

Mr Bender is currently a director of Entravision (NYSE:EVC), a leading global media company that focuses on the Spanish-speaking Hispanic community in broadcast, radio and digital channel services, as well as offering advertising services in over 40 countries through its digital segment.

The Board considers that Mr Bender is an independent Director.

Board recommendation

The Directors (with Brad Bender abstaining) recommend that Shareholders vote **FOR** Resolution 3.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

5 Resolution 4 – Re-Election of Cheryl Hayman as a Director

Ms Cheryl Hayman was appointed as a Director of the Company on 14 March 2022 and first elected on 23 November 2022. She is Chair of the Company's Remuneration & Nomination Committee.

Under Listing Rule 14.4 and Rule 7.1(d)(ii) of the Company's Constitution, a Director of the Company (other than a managing director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer.

The 2025 AGM is the third AGM since Ms Hayman's election as a Director. Accordingly, in accordance with Rule 7.1(d)(ii) of the Constitution and Listing Rule 14.4, Ms Hayman retires as Director and offers herself for re-election as a Director at this Meeting.

Ms Hayman's corporate experience encompasses a range of senior strategic technology, digital strategy roles and global marketing roles including Head of Marketing and Innovation at Sunrice, George Weston Foods, Unilever Australia, NZ and UK, Yum Restaurants International and Who Weekly magazine. Ms Hayman is a Fellow of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia, and serves as Chair of AIM's Remuneration and Nomination Committee and member of the Audit and Risk Committee. Ms Hayman was a prior appointed member of the Dept. of Prime Minister and Cabinet's Digital Experts Advisory Committee.

Ms Hayman is an experienced listed company director and is currently a director of Chief Executive Women, Guide Dogs NSW/ACT and HJ Langdon and Co.

The Board considers that Ms Hayman is an independent Director.

Board recommendation

The Directors (with Cheryl Hayman abstaining) recommend that Shareholders vote **FOR** Resolution 4.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

6 Resolution 5 – Appointment of Grant Thornton as Auditor

During the year, the Company initiated a competitive tender for the provision of external audit services overseen by the Audit & Risk Committee.

Following evaluation of submissions from a number of firms, the Board determined that Grant Thornton Audit Pty Ltd (**Grant Thornton**) should be appointed as auditor, subject to shareholder approval and ASIC consent to the resignation of the current auditor, Deloitte. The Board is satisfied that Grant Thornton has the requisite skill and experience to be auditor of the Company.

The Board thanks Deloitte for its professional services and longstanding contribution as auditor over the past nine years.

Deloitte will apply to ASIC for consent to resign as auditor of the Company with effect from the close of the AGM or the date on which ASIC consent is obtained (whichever occurs later).

Section 328B(1) of the Corporations Act requires the Company to obtain a nomination from a Shareholder for Grant Thornton to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice of Meeting as Annexure A.

Grant Thornton confirms that it is unaware of any matter or circumstances that would give rise to a conflict of interest situation, as defined in section 324CD of the Corporations Act, in relation to the appointment. Further, for the purpose of section 328A of the Corporations Act, Grant Thornton has given its written consent to act as the Company's auditor (and has not withdrawn its consent as at the date of this Notice of Meeting) subject to

the approval of the Company's Shareholders being obtained, ASIC giving its consent to Deloitte's resignation, and Deloitte resigning.

Subject to the approval of Shareholders being obtained and ASIC granting its consent to the resignation of Deloitte, the appointment of Grant Thornton as auditor will take effect from the later of:

- the conclusion of the AGM; or
- the day on which ASIC gives its consent to the resignation of Deloitte as the current auditor of the Company; or
- the day (if any) fixed by ASIC for the resignation of Deloitte to take effect (in accordance with section 329(8) of the Corporations Act).

Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

7 Resolution 6 - Grant of Restricted Share Units to Anthony Abrahams

Background

As announced to ASX on 8 May 2025, the Company has introduced a new five-year Long-Term Incentive Plan (**LTIP**) designed to retain and reward executives and key staff, and to support the delivery of the Company's five-year strategic growth plans.

The LTIP operates through the issuance of Restricted Share Units (**RSUs**) under the existing AI-Media Restricted Share Unit Plan (**RSU Plan**). The RSUs vest subject to continued service over time, thereby aligning the interests of participants with those of Shareholders through long-term equity participation.

Key terms of the LTIP

The key terms of the LTIP (which apply to the grant of RSUs to Mr Abrahams under Resolution 6) are summarised below:

- Eligible Participants: Executives and key employees across the AI-Media group.
- Instrument: Restricted Share Units (RSUs), each representing an entitlement to receive one fully paid ordinary share (Share) in the Company upon vesting. The RSUs are non-transferrable and have no rights to dividends, no rights to attend or vote at general meetings and no rights to the capital of the Company.
- RSU Plan: The LTIP offer is being made under, and is governed by, the RSU Plan (a copy of which is available at www.asx.com.au). Refer to Annexure B for a summary of the material terms of the RSU Plan.
- No Issue Price or Exercise Price: No consideration will be payable for the grant or exercise of the RSUs.
- Vesting Condition: The vesting of RSUs is subject to continuous service – the participant must be employed or engaged by the AI-Media group on the vesting date of a tranche of RSUs in order for the RSUs to vest (failing which the RSUs will lapse). Accordingly, any participant who ceases to be employed or engaged by AI-Media will cease to be entitled to any future grant of RSUs under the LTIP.

- **Grant Frequency:** RSUs will be granted in equal tranches every six months during the Grant Period (subject to the requisite Shareholder approval in the case of Mr Abrahams). If a participant ceases to be employed or engaged by the AI-Media group, their entitlement to any ungranted RSUs will automatically terminate.
- **Vesting:** Each tranche will vest six months after the grant date, subject to satisfaction of the Vesting Condition (other than the first tranche, in the case of Mr Abrahams only).
- **Exercise of RSUs:** The RSUs will be automatically exercised for Shares on satisfaction of the Vesting Condition.
- **Restriction on Shares:** The Shares issued on exercise of the RSUs will be 'Restricted Shares' under the RSU Plan and will be subject to escrow for a period of 12 months from the date of issue of the Shares.
- **Number of RSUs and Shares:** The Company has agreed up to 1,000,000 RSUs to Mr Abrahams (out of a total of up to 10,000,000 RSUs proposed to be granted under the LTIP).
- **Lapse of RSUs:** Any granted but unvested RSUs will lapse if the participant is not employed or engaged by the AI-Media group on the relevant vesting date of a tranche of RSUs. 'Good Leavers' are entitled to retain any RSUs that vest within 90 days of the participant becoming a 'Good Leaver'.
- **Change of Control:** If a 'Change of Control Event' occurs, then any granted but unvested RSUs will automatically vest and be exercised and a participant's entitlement to any ungranted RSUs will automatically lapse.

Grant and vesting schedule

Subject to Shareholder approval and continued service, RSUs will be granted to Mr Abrahams and vest as follows.

Tranche	Grant Date	Vesting Date	Release from escrow	Number of RSUs
1	1 October 2025	1 January 2026	1 January 2027	100,000
2	1 January 2026	1 July 2026	1 July 2027	100,000
3	1 July 2026	1 January 2027	1 January 2028	100,000
4	1 January 2027	1 July 2027	1 July 2028	100,000
5	1 July 2027	1 January 2028	1 January 2029	100,000
6	1 January 2028	1 July 2028	1 July 2029	100,000
7	1 July 2028	1 January 2029	1 January 2030	100,000
8	1 January 2029	1 July 2029	1 July 2030	100,000
9	1 July 2029	1 January 2030	1 January 2031	100,000
10	1 January 2030	1 July 2030	1 July 2031	100,000

Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a company must not permit a director to acquire equity securities under an employee incentive scheme without the prior approval of holders of ordinary securities. Mr Abrahams is a Director and the RSUs are equity securities.

Accordingly, Resolution 6 seeks approval under Listing Rule 10.14 to issue a total of 700,000 RSUs to Mr Abrahams for nil consideration on the terms described above.

Under Listing Rule 10.15.7, the RSUs must be granted within 3 years of approval by shareholders. Accordingly, approval is being sought for the grant of 700,000 RSUs, representing Tranches 1 to 7 in the table set out above. The RSUs to be granted under Tranches 8 to 10 will be granted more than 3 years after the date of the AGM and accordingly the grant of 300,0000 RSUs under these tranches will be subject to further Shareholder approval to be considered at a subsequent general meeting.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board (excluding Mr Abrahams) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the RSUs under Listing Rule 10.14 as contemplated by Resolution 6, but not under Chapter 2E of the Corporations Act.

Listing Rule 10.15

For the purpose of Listing Rule 10.15, the following information is provided:

- Approval is being sought for the issue of RSUs to Mr Anthony Abrahams (or nominee).
- Mr Abrahams is a Director of the Company and is therefore a related party under Listing Rule 10.11.1.
- Approval is being sought for the proposed issue of up to 700,000 RSUs to Mr Abrahams.
- Mr Abrahams' current remuneration package at the date of this Notice of Meeting is as follows:
 - Fixed Remuneration: \$720,000 (incl superannuation)
 - Short Term Incentive: \$250,000 (total maximum)
- The Company has not previously issued any RSUs to Mr Abrahams under the RSU Plan.
- The key terms of issue of the RSUs are set out above and the RSU Plan is available at www.asx.com.au. The RSUs vest subject to continued service

over time, and therefore the Company considers that the RSUs are appropriate to align the interests of participants with those of Shareholders through long-term equity participation.

- Approval is being sought to issue up to 700,000 RSUs to Mr Abrahams in accordance with the grant schedule set out above. Tranches 8 to 10 of the proposed grant of RSUs (occurring more than 3 years after the date of the AGM) will be subject to a further shareholder approval.
- The Company attributes a total value of ~\$374,500 to the 700,000 RSUs to be granted to Mr Abrahams based on the share price of the Company on the date of this Notice (\$0.535).
- The RSUs will be issued for nil cash consideration and will be exercised for nil exercise price.
- There is no loan to be made in relation to the acquisition of the RSUs.
- A summary of the material terms of the RSU Plan is provided in Annexure B.
- If Resolution 6 is approved, the details of any RSUs issued to Mr Abrahams will be published in the Company's annual report relating to the period in which they are issued, with a statement that approval for the issue of the RSUs was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the RSU Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Board recommendation

The Directors (excluding Mr Abrahams) recommend that Shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6 (subject to the voting exclusions set out in the Notice of Meeting).

Glossary

In the Notice of Meeting and this Explanatory Memorandum the following defined terms have the following meanings:

\$ means Australian dollars.

Annual General Meeting, AGM or Meeting means the annual general meeting of Shareholders convened by this Notice of Meeting.

Associate has the meaning given in the Listing Rules.

ASIC means the Australian Securities and Investment Commission

ASX means ASX Limited or the securities exchange market operated by it, as the context requires.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2025.

Auditor's Report means the Auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Company or AI-Media means AI-Media Technologies Limited ACN 122 058 708.

Constitution means the Company's constitution.

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

Director means a director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel or **KMP** has the meaning given in the Listing Rules

Listing Rules means the official listing rules of ASX.

LTIP means the Company's long-term incentive plan, pursuant to which RSUs are being granted as described in the Explanatory Memorandum for Resolution 6.

Non-executive Director means a non-executive Director.

Notice of Meeting or **Notice** means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice of Meeting.

Restricted Share Unit or **RSU** means a Restricted Share Unit issued under the RSU Plan.

RSU Plan means the AI-Media Restricted Share Unit Plan, a summary of which is set out in Annexure B.

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

Shareholder means a holder of a Share.

Annexure A – Nomination of Auditor

19 August 2025

Lisa Jones
Company Secretary
AI-Media Technologies Limited

Dear Ms Jones

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Brent Cubis, being a member of AI-Media Technologies Limited hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as an annexure to the Notice of Meeting for the AGM as required by s328B(3) and (4) of the Corporations Act 2001.

Yours sincerely



Brent Cubis

For personal use only

Annexure B – Summary of material terms of RSU Plan

Term	Description
Eligibility	Offers to participate in the LTIP may be made at the Company's discretion to Directors (including Non-Executive Directors), senior management and other employees.
Awards	<p>The LTIP permits the grant of restricted share units (Restricted Share Units), being a conditional right under the LTIP to receive a number of Shares (as specified in, or otherwise determined in accordance with, the relevant invitation) (Restricted Shares) or, subject to any discretion conferred on the Board in the invitation, to receive a cash amount equivalent to the value of such number of Shares as determined in accordance with the invitation, on and subject to the LTIP rules and the terms of the invitation.</p> <p>The Restricted Shares are subject to dealing restrictions for a period of time in accordance with the LTIP rules and/or the terms of the relevant invitation.</p> <p>Each Restricted Share Unit entitles the holder to acquire one fully paid ordinary share in the Company for nil consideration, subject to any applicable vesting (and exercise) conditions.</p> <p>The number of Restricted Share Units will be determined by the Board based on the face value of the underlying shares.</p>
Issue price	Unless the Board determines otherwise, Restricted Share Units will be issued for nil consideration.
Vesting conditions and vesting	<p>The Board has the discretion to set the terms and conditions on which it will offer Restricted Share Units under the LTIP and will specify such terms and conditions in the relevant invitation to an eligible employee.</p> <p>The Board may determine that the Restricted Share Units will be subject to performance, service, or other conditions which must be satisfied or waived before the Restricted Share Units vest (Vesting Conditions).</p> <p>The Restricted Share Units offered to Non-Executive Directors will only be subject to continued service and will not be subject to performance-based conditions.</p> <p>For initial grants of Restricted Share Units to participants other than the Non-Executive Directors, the proposed Vesting Conditions are as follows:</p> <p>In addition to the Vesting Conditions, the Board may determine that Restricted Share Units will be subject to further conditions which must be satisfied or waived before vested Restricted Share Units may be exercised (Exercise Conditions) and that shares received on the exercise of Restricted Share Units will be</p>

Term	Description
	<p>subject to restrictions on disposal for a specified period (Disposal Restrictions).</p> <p>The Board may, at its discretion, vary, reduce or waive any Vesting Conditions, Exercise Conditions and/or Disposal Restrictions attaching to awards at any time, subject to applicable law and the ASX Listing Rules.</p>
Lapse	<p>Unless otherwise determined by the Board, a Restricted Share Unit issued under the LTIP will lapse, in certain circumstances including:</p> <ul style="list-style-type: none"> • where the Board determines that any applicable Vesting Condition and/or Exercise Condition cannot be satisfied; • where the participant purports to dispose of the Restricted Share Unit, or enter into any arrangement in respect of the Restricted Share Unit, in breach of any disposal or hedging restrictions; • if the participant's employment/directorship is terminated; • if the Board determines that the Restricted Share Unit is liable to clawback (see 'Clawback and malus' below); and • if the Board determines that the Restricted Share Unit will lapse in the event of a change of control in respect of the Company (see 'Change of control' below).
Dividend and voting entitlements	<p>Restricted Share Units will not be entitled to dividend or voting rights.</p>
Participation rights	<p>Restricted Share Units will not confer the right to participate in new issues of Shares or other securities in the Company.</p>
Restrictions	<p>Restricted Share Units will not be permitted to be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of, without the prior approval of the Board, or unless required by law.</p> <p>Participants will not be permitted to enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Restricted Share Units.</p> <p>On or before the end of the Restriction Period applicable to a Restricted Share Unit, the Board may determine that the Company will pay a cash amount to the participant equivalent to the market value of a Share as at the end of the Restriction Period instead of the participant retaining the Share.</p>
Leaver provisions	<p>A 'good leaver' is defined as an employee who terminates employment as a result of retirement, genuine redundancy, death, terminal illness, total and permanent disablement, or anyone else as determined by the Board.</p>

Term	Description
	<p>Where an individual is a good leaver, the Board has the discretion to allow some or all of the unvested Restricted Share Units to remain on foot or determine that unvested Restricted Share Units vest on a date earlier than the vesting date.</p> <p>A 'bad leaver' is defined as an employee who terminates employment and is not considered a good leaver. Where an employee is a bad leaver, unless the Board determines otherwise, any unvested Restricted Share Units immediately lapse.</p>
Clawback and malus	<p>If the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, negligence or gross misconduct or failed to comply in a material respect with any restrictive covenant or that some other event has occurred which, as a result, means that a participant's award should be reduced or extinguished, or should not vest, then the Board may clawback or adjust any such award at its discretion to ensure no unfair benefit is derived by the participant.</p>
Change in control	<p>If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Restricted Share Units will be dealt with having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the transaction or event, the extent to which any applicable Vesting Conditions and/or Exercise Conditions have been satisfied and/or the proportion of any applicable performance period that has passed at that time.</p>



AI-MEDIA TECHNOLOGIES LIMITED
ABN 12 122 058 708

Need assistance?



Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AEST) on Wednesday, 24 September 2025.**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

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

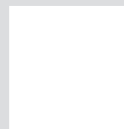
If a representative of a corporate securityholder or proxy is to participate in the Meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Form:

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: 187948

SRN/HIN:

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.

For personal use only

☐ **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.

Voting Form

Please mark ☒ to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

At the Annual General Meeting of AI-Media Technologies Limited to be held at the offices of MA Financial, Level 27, Brookfield Place, 10 Carrington St, Sydney NSW 2000 on Friday, 26 September 2025 at 10:00am (AEST) and at any adjournment or postponement of that Meeting, I/We being member/s of AI-Media Technologies Limited direct the following:

A **Vote Directly** ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** ☐ I/We hereby appoint: **The Chairman of the Meeting** OR **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Otto Berkes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Brad Bender as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Cheryl Hayman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Grant Thornton as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Restricted Share Units to Anthony Abrahams, Managing Director and CEO	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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