

## ASX Announcement 12 September 2025

### 2025 Annual General Meeting

**Sydney, Australia, 12 September 2025** – Atturra Limited (ASX: ATA) (**Atturra** or the **Company**), a leading advisory and technology services business in designing, implementing, and maintaining IT solutions, attaches the following documents in relation to its FY2025 Annual General Meeting (**AGM**):

- AGM Notice of Meeting, including the Online Meeting Guide;
- Letter of Access; and
- Proxy Form.

**- ENDS -**

**This announcement has been authorised for release by the Board of Atturra Limited.**

#### About Atturra:

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services and manufacturing industries. Atturra has partnerships with leading global providers including Boomi, Cisco, HP, HPE, Infor, Microsoft, Nuix, OpenText, QAD, Smartsheet, Snowflake, and Software AG, and its clients are some of the largest public and private sector organisations in Australia. For more information visit: [www.atturra.com](http://www.atturra.com).

For further information, please contact:

#### Investors

**Danny Younis**

P: 02 8260 7919

E: [investorrelations@atturra.com](mailto:investorrelations@atturra.com)

#### Media

**Dylan Marks**

P: 02 8260 7918

E: [media@atturra.com](mailto:media@atturra.com)

**Atturra Limited**

Level 2, 10 Bond Street  
Sydney NSW 2000  
ACN: 654 662 638

[info@atturra.com](mailto:info@atturra.com)

[www.atturra.com](http://www.atturra.com)



# Atturra Limited

## **Notice of 2025 Annual General Meeting**

Explanatory Statement | Proxy Form

Tuesday, 14 October  
2025

**10:00 AM AEDT**

**Held as a Virtual Meeting**

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

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## Important Information for Shareholders about the Company's 2025 AGM

This Notice is given based on circumstances as at 12 September 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.atturra.com/meetings/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00AM AEDT on Tuesday, 14 October 2025 as a **virtual meeting**.

To be able to hold this Meeting using virtual meeting technology only, as permitted by the Company's Constitution, the Company is relying upon s249R(c) of the Corporations Act.

## How Do I Participate in the Meetings Online?

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MN6DTHU> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

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

More information regarding participating in the AGM online can be found attached to this Notice of Meeting.

## Voting by Proxy

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
<b>By post</b>	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
<b>By hand</b>	452 Johnston Street, Abbotsford VIC 3067

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

## Power of Attorney

If the Proxy Form is signed under a Power of Attorney on behalf of a Shareholder, then the attorney must make sure that either the original Power of Attorney or a certified copy is sent with the Proxy Form, unless the Power of Attorney has already provided it to the Share Registry.

## Corporate Representatives

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

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 10:00AM AEDT on Tuesday, 14 October 2025 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10:00AM AEDT on Sunday, 12 October 2025.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

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

## Resolutions

### Remuneration Report

#### 1. Resolution 1 – Adoption of Remuneration Report

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2025."*

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

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related

Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

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

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

## **Re-election of Directors**

### **2. Resolution 2 – Re-election of Jonathan Rubinsztein as Director**

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

*"That Jonathan Rubinsztein, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately."*

## **Issue of Performance Rights to Director**

### **3. Resolution 3 – Approval for the Issue of Performance Rights to Stephen Kowal**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,040,235 Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Long Term Incentive Plan to Stephen Kowal, Director and CEO of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Long-Term Incentive Plan; or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the

	Resolution in that way; or
(ii)	the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(iii)	a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>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</li> <li>the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>
<p><b>Voting Prohibition Statement:</b> In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Company's Key Management Personnel; or</p> <p>(ii) a closely related party of a member of the Company's Key Management Personnel; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on the resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair of the Meeting; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.</p>	

## **Ratification of Prior Issue of Placement Shares**

### **4. Resolution 4 – Ratification of Prior Issue of Placement Shares**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 934,491 shares to Chrome Consulting Pty Ltd under Listing Rule 7.1 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

<p><b>Voting Exclusion Statement:</b> The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:</p> <p>(a) Chrome Consulting Pty Ltd); or</p> <p>(b) an Associate of Chrome Consulting Pty Ltd.</p> <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p>
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- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Renewal of Proportional Takeover Provisions**

### **5. Resolution 5 - Renewal of Proportional Takeover Provisions**

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

*"That, for the purposes of section 648G of the Corporations Act and for all other purposes, the Proportional Takeover Provisions set out in Clause 37 of the Company's Constitution be renewed for a period of three years from the date of the Meeting."*

## **Approval for Financial Assistance**

### **6. Resolution 6 – Approval for Financial Assistance of Named Subsidiary**

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

*"That, for the purposes of section 260B(1) and section 260B(2) of the Corporations Act 2001, approval is given for the financial assistance to be provided by the Named Subsidiary, in connection with the Blue Connections Acquisition, as described in the Explanatory Statement accompanying this Notice."*

There is no Voting Exclusion Statement in respect of Resolution 6.

**BY ORDER OF THE BOARD**

**Kunal Shah**  
Company Secretary



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00AM AEDT on Tuesday, 14 October 2025 as a **virtual meeting**.

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

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

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

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday, 7 October 2025.

For personal use only

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

#### **Background**

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

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

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

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

#### **Voting**

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

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

#### **Directors' Recommendation**

The Directors have not made a recommendation for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Re-election of Director**

### **Resolution 2 – Re-election of Jonathan Rubinsztein as Director**

#### **Background**

The Company's Constitution requires that at every general meeting, an election of Directors must be held. All eligible Directors can seek re-election by the Shareholders. Further, ASX Listing Rule

14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Jonathan Rubinsztein was appointed as a Non-Executive Director of the Company on 4 November 2021 and was last re-elected by Shareholders at the Company's 2022 AGM.

Under this Resolution, Jonathan Rubinsztein has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Jonathan is currently the Chief Executive Officer at Nuix Limited (ASX: NXL) a listed global company and a leading provider of investigative analytics and intelligence software.

Previously, Jonathan was Managing Director and CEO of an ASX-listed SaaS company, Infomedia Ltd (ASX: IFM).

Prior to his role at IFM, Jonathan was CEO and founding shareholder at UXC Red Rock Consulting, where he was instrumental in growing the business from a start-up to over 700 people across 13 offices in Australia, New Zealand, India and Singapore. Jonathan was also a Founder and Director

#### **Directors' Recommendation**

The Directors (excluding Jonathan Rubinsztein) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

### **Issue of Performance Rights to Director**

#### **Resolution 3 – Approval for the Issue of Performance Rights to Stephen Kowal**

##### **Background**

This Resolution seeks Shareholder approval to issue 1,040,235 Performance Rights (**Performance Rights**) to Director and CEO Stephen Kowal under the Long-Term Incentive Plan.

If Shareholder approval is obtained, the Performance Rights will be issued to Mr Kowal on or after 14 October 2025 (**Grant Date**), in the following two categories:

**Category A:** 373,568 Performance Rights (**Retention Rights**); and

**Category B:** 666,667 Performance Rights (**Incentive Rights**).

The Performance Rights have been divided into two distinct categories on the basis that the performance criteria (**Performance Criteria**) and performance periods (**Performance Periods**) applicable to the Performance Rights vary between the Retention Rights and the Incentive Rights (as set out below).

- The number of Performance Rights to be granted to Mr Kowal has been calculated in relation to the Retention Rights, based on a market evaluation of the remuneration packages of CEOs of similar sized organisations and advice received from a remuneration consultant; and

- in relation to the Incentive Rights, by dividing \$550,000 (being Mr Kowal's remuneration per annum) by 82.5 cents (being the rounded 30-day VWAP for the period ending 12 August 2025), rounded down to the nearest 1000 Incentive Rights.

Mr Kowal will be entitled to receive one fully paid ordinary share in the capital of the Company (**Share**) for each Performance Right that vests.

If the applicable Performance Criteria in respect of particular Performance Rights is not satisfied during the applicable Performance Period, those Performance Rights will lapse and Mr Kowal will not be allocated with any Shares in respect of those Performance Rights.

The Performance Criteria is as follows:

#### **(A) Retention Rights**

The percentage (if any) of the 373,568 Retention Rights that vest will be determined with reference to Mr Kowal's continuous employment with the Company or any of its subsidiaries (**Group**) during the applicable Performance Periods. Mr Kowal's Retention Rights vest in three tranches. The vesting schedule in relation to the Retention Rights is set out in the table below:

<b>Tranche No.</b>	<b>No. of Retention Rights</b>	<b>Vesting Criteria</b>	<b>Vesting Periods</b>
1	124,523	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 12 months after the Grant Date
2	124,523	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 24 months after the Grant Date
3	124,522	Mr Kowal's continuous employment with the Group	From the Grant Date until the date that is 36 months after the Grant Date
<b>Total:</b>	373,568		

If the Performance Criteria in respect of a particular tranche of Retention Rights is satisfied during the applicable Performance Periods, that tranche of Retention Rights will vest, and the Company will allocate Shares to Mr Kowal, on or around the end date of the applicable Performance Periods.

ASX Guidance Note 19 provides that, in the context of compliance with ASX Listing Rule 6.1, a performance milestone attached to a performance security may not be appropriate and equitable if the performance securities are issued to a director or other officer who is otherwise being

reasonably remunerated for their services where the milestone to be achieved is merely that the director or officer hold office until a nominated date. The case may be different, however, if the director or other officer is not otherwise being reasonably remunerated for their services and the performance securities are effectively being issued in lieu of director's fees or executive remuneration.

The non-conflicted Directors of the Company (being Shan Kanji, Nicole Bowman and Jonathan Rubinsztein) have carefully considered the issue of the Retention Rights to Mr Kowal in the context of Mr Kowal's current total remuneration package (as detailed below) and have formed the view that, given the circumstances of the Company, the quantum and term of the Retention Rights, and the responsibilities held by Mr Kowal as the CEO and as an executive director of the Company, the issue of the Retention Rights to Mr Kowal forms part of his core remuneration package and, if the issue of Performance Rights to Mr Kowal is approved under this Resolution 3, the Retention Rights issued to Mr Kowal will effectively be issued in lieu of other forms of executive remuneration.

### **(B) Incentive Rights**

The higher proportion of Incentive Rights that will vest if either the TSR or EPS Performance Criteria are met as set out below. In the event that both criteria are met, the test that results in a higher proportion of Incentive Rights vesting will be employed. The maximum number of Incentive Rights that can vest subject to satisfaction of the performance criteria is limited to 833,333.

#### ***Performance Criteria based on Total Shareholder Return" (TSR)***

The percentage (if any) of the 666,667 Incentive Rights that vest is to be determined by reference to TSR, based on

- (i) If a trading update containing preliminary results is given in relation to FY28 results at any time after 1 March 2027, the 30-day VWAP for Shares in any 30-day period following the publication of trading update and ending 30 days after the release of the Company's results (**Guidance VWAP**); or
- (ii) If no trading update containing preliminary results is given, the 30-day VWAP for Shares for the period following the release of the Company's annual results in 2028 (**Results VWAP**),

taking into account:

- (iii) any dividends paid per Share since 12 August 2025 (**Start Reference Date**); plus or minus
- (iv) any increase or decrease in Share price from:
  - (A) 82.5 cents per Share (being an agreed 30-day VWAP calculation as at the Start Reference Date); to
  - (B) the Guidance VWAP or the Results VWAP (whichever is applicable),

If the Performance Criteria is satisfied, and Mr Kowal is otherwise entitled to be allocated Shares (including satisfaction of the requirement that Mr Kowal remains employed by the Group on the relevant allocation date), the relevant number of Performance Rights will vest, and the Company will allocate:

- half of any such Shares in December 2028; and
- the other half of any such Shares in December 2029.

**Performance Criteria based on Earnings Per Share (EPS) Growth (EPS Growth)**

The percentage (if any) of 666,667 Incentive Rights issued to Mr Kowal will vest based on the Company's EPS Growth for the period commencing on the Start Reference Date and ending on the end date for the Guidance VWAP or Results VWAP (whichever is applicable) (**End Reference Date**).

To measure EPS, the Company's net profit after tax will be divided by the weighted average number of ordinary shares in the Company on issue during the relevant financial year. To measure EPS Growth, the EPS in the financial year immediately preceding the Start Reference Date (i.e., the financial year ending 30 June 2025) is compared with the EPS achieved in the financial year immediately preceding the End Reference Date.

The vesting of Incentive Rights by reference to EPS Growth will be calculated in accordance with agreed targets:

If the EPS Growth Performance Criteria is satisfied, and Mr Kowal is otherwise entitled to be allocated Shares (including satisfaction of the requirement that Mr Kowal remains employed by the Group on the relevant allocation date), the relevant number of Incentive Rights will vest, and the Company will allocate:

- half of any such Shares in December 2028; and
- the other half of any such Shares in December 2029.

The Performance Period applicable to Mr Kowal's 666,667 Performance Rights will commence on the Start Reference Date and end on the End Reference Date.

Being a holder of Performance Rights does not entitle Mr Kowal to attend and vote at general meetings or entitle him to receive dividends or distributions. However, once Shares have been allocated to Mr Kowal after the vesting of the Performance Rights (if any), he will be entitled to:

- exercise any rights (including voting rights) attaching to the Shares allocated to him;
- receive any income including distributions or dividends declared by the Company in respect of any Shares allocated to him; and
- any bonus issues and to participate in any rights issues should they occur after Shares are allocated to him.

**Director and Related Party Approvals**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- 10.14.1 a director of the Company;
- 10.14.2 an associate of a director of the Company; or

- 10.14.3 a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Kowal is a Director of the Company, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution 3 seeks the required Shareholder approval to issue the Performance Rights to Mr Kowal under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 Exception 8, separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Kowal.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights to Mr Kowal. If this occurs, the Company will consider other forms of performance-based remuneration for Mr Kowal, such as cash remuneration, which is to be determined by the Board.

#### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" or a public company.

The non-conflicted Directors of the Company (as set out above) carefully considered the issue of these Performance Rights to Mr Kowal and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights, and the responsibilities held by Mr Kowal in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Performance Rights to Mr Kowal falls in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution 3. Therefore, the proposed issue of Performance Rights to Mr Kowal requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

#### **Information Required by ASX Listing Rule 10.15**



The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) The allottee is Stephen Kowal.
- (b) Mr Kowal is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.14.1.
- (c) The maximum number of Performance Rights that may be acquired by Mr Kowal is 1,040,235.
- (d) The current total remuneration package received by Mr Kowal, as at the date of this Notice of Meeting is:
  - i. Base remuneration (including superannuation): \$550,000;
  - ii. Performance Rights: 3,069,558, in relation to which see item (e) below (which does not include the proposed grant of 1,040,235 Performance Rights the subject of this resolution); and
  - iii. Additional incentives/bonuses: Short-term cash incentive (**STI**) of 50% of base remuneration. The Board, in its absolute discretion, set stretch targets which permit a maximum of 60% of base remuneration to be achieved in STI in any given year. The targets for the STI will be calculated primarily by reference to the Group's projected performance for the relevant financial year, with performance typically being measured against the annual financial objectives of the Group and such other measures as the Board nominates from time to time in its absolute discretion.
- (e) Mr Kowal has previously been issued with the following Performance Rights:

Grant Date	Name	Number of securities received	Acquisition price for each security
22 Dec 2021	Stephen Kowal	750,000 Performance Rights [which have now lapsed - see note below].	Nil
7 Oct 2022	SWK Family Pty Ltd	622,614 Performance Rights.	Nil
13 Oct 2023	Stephen Kowal	444,444 Performance Rights.	Nil
25 Oct 2024	SWK Family Pty Ltd	1,252,500 Performance Rights.	Nil

**Note:** The performance period applicable to the 750,000 Performance Rights issued to Mr Kowal in 2021 (as set out above) (**2021 Rights**):

- (a) in respect of the first 375,000 2021 Rights, ended on 31 December 2024; and

(b) in respect of the other 375,000 2021 Rights, on 31 December 2025.

*One of the vesting conditions applicable to the 2021 Rights is, as at the date of release of the annual audited results for 30 June 2025, the total shareholder return (dividends plus or minus increase in share price) must be 78% or greater than the IPO issue price, based on the 30-day volume weighted average price of Shares for the 30 days before the date of announcement of the 30 June 2024 financial results (**Vesting Condition**).*

*Due to the Vesting Condition not being met, the Board has determined that the performance criteria applicable to the 2021 Rights will not be satisfied prior to the end of the applicable performance period, and as such, all of the 2021 Rights have now lapsed such that Mr Kowal will not be allocated with any Shares in respect of the 2021 Rights.*

- (f) The Performance Rights will be issued in accordance with the terms of the Long-Term Incentive Plan (a summary of the key terms of the Long-Term Incentive Plan is set out in Annexure A). The material terms of the Performance Rights are set out above.
- (g) Performance Rights are being issued to Mr Kowal to provide an incentive component in his remuneration package to retain his services, motivate performance, and reward the achievement of performance hurdles within a specified period. The Board considers this to be a cost-effective remuneration practice which is reasonable given that the vesting conditions and performance hurdles will align the interests of Mr Kowal with those of Shareholders.
- (h) The Company considers that the Performance Rights to be issued to Mr Kowal to have an approximate aggregate value of \$851,843, being:
  - i. \$301,843 for 373,568 Retention Rights; and
  - ii. \$550,000 for 666,667 Incentive Rights.
- (i) The Performance Rights will be issued shortly after the Meeting on the Grant Date, but in any case, within 3 years from the date of this Meeting, if approved by Shareholders.
- (j) The Performance Rights to be issued to Mr Kowal, and any Shares to be allocated on vesting of the Performance Rights, will be provided for nil cash consideration.
- (k) The material terms of the Long-Term Incentive Plan are set out in Annexure A of this Notice of Meeting.
- (l) No loans will be made to Mr Kowal in relation to the issue, vesting or exercise of the Performance Rights.
- (m) Details of any securities issued under the Long-Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued. Should this Resolution 3 be approved, the 2025 Annual Financial Report will include a statement that the Performance Rights issued to Mr Kowal were approved for issue under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long-Term Incentive Plan after this Resolution 3 is

approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

### **Directors' Recommendation**

The Directors (excluding Mr Kowal) recommend that Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 4 – Ratification of Prior Issue of Placement Shares**

### **Background**

On 29 November 2024, the Company announced that through its subsidiary Anatas Pty Ltd (ACN 133 185 458), had completed the acquisition of Chrome Consulting Pty Ltd (ACN 624 013 663) (**Chrome**), an award winning OpenText partner delivering enterprise content management (**ECM**) advice.

The aggregate purchase price payable by the Company for the acquisition of Chrome is based on a multiple of 7.5x forecast EBITDA, comprising an upfront consideration component of \$1 million in Shares and \$4 million in cash and a deferred consideration component of \$2.5 million in cash. Accordingly, as part of the upfront consideration, on 3 March 2025, the Company issued 934,491 fully paid ordinary shares to the vendor of Chrome at a deemed issue price of \$0.93 per share (**Placement Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

Shares were issued as part of the consideration payable by the Company to acquire the issued capital of Chrome, and therefore, no funds were raised as part of the issue of Chrome Shares.

### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 934,491 shares, which was issued on 3 March 2025 (**Issue Date**).

All of the Placement Shares was issued by utilising the Company's existing capacity under Listing Rule 7.1.

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 of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the 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 Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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, this Resolution seeks Shareholder approval to subsequently approve the issue of 934,491 shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 934,491 shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 934,491 shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

### Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to Chrome Consulting Pty Ltd.
- (b) The Company issued 934,491 fully paid ordinary shares.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 3 March 2025.
- (e) The Placement Shares were issued at a deemed issue price of \$0.93 per share.
- (f) Funds were not raised from the issue of the Placement Shares as they were issued as upfront consideration for the acquisition of Chrome.
- (g) The Placement Shares were issued under an agreement between the Company, Anatas Pty Ltd (133 185 458) and Chrome. The material terms of the agreement are summarised below:
  - i) Upfront consideration of \$4 million in cash and \$1 million in shares
  - ii) Earn-out consideration of up to \$2.5 million in cash subject to Chrome achieving performance hurdles based on audited EBITDA targets for FY25 and FY26.

### Directors' recommendation

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

## Resolution 5 – Renewal of the Proportional Takeover Provisions

The Company wishes to renew the proportional takeovers provisions in its current Constitution, which was last adopted by Shareholders on 7 October 2022. Further details in relation to this renewal are set out below.

### Renewal of proportional takeover provisions

The Company's Constitution contains provisions concerning Proportional Takeovers in Clause 37 (**Proportional Takeover Provisions**). The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders.

Section 648G(1) of the Corporations Act provides that a company's Proportional Takeovers Provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). The Company's Constitution was adopted by the Company on 7 October 2022.

The Company accordingly seeks the Shareholder approval of this Resolution 5 for the renewal of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of Clause 37 of the Company's current Constitution, which prescribes the procedure to be followed when a proportional off-market bid is made.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are adopted, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

*Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

*Advantages and disadvantages during the period in which they have been in effect*

The Directors consider that the Proportional Takeover Provisions had no advantages or disadvantages for them during the period in which they have been in effect. The advantages and disadvantages of the Proportional Takeover Provisions for Shareholders include those set out below, which were applicable during the period in which they have been in effect.

*Potential advantages and disadvantages*

The adoption of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

As discussed above, if the Proportional Takeover Provisions are renewed, they will be exactly on the same terms as Clause 37 of the Constitution and operate for three years from the date of the Meeting.

Prior to the Meeting, a copy of the Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary. A copy of the Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes renewal of the Proportional Takeover Provisions) can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

#### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.



## **Approval for Financial Assistance**

### **Resolution 6 – Approval for Financial Assistance of Named Subsidiary**

#### **Resolution 6: Financial Assistance Resolution**

##### **1. Restrictions on companies giving financial assistance**

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

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act (see section 1.2 below); or
- (c) the assistance is exempted under section 260C of the Corporations Act.

##### **1.2 Shareholder approval of financial assistance**

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

- (a) 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 units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

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

The Company is a listed domestic corporation.

##### **1.3 Approval under section 260B(1) and section 260B(2) of the Corporations Act**

The purpose of this Explanatory Statement is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice which must be passed under section 260B(1) and section 260B(2) of the Corporations Act to enable the giving of the



financial assistance in connection with the Blue Connections Acquisition (as described below).

## 2. The Blue Connections Acquisition, Financial Assistance and involved companies

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### 2.1 The Blue Connections Acquisition

The Company via its wholly owned subsidiary Cirrus Networks Holdings Pty Ltd ACN 103 348 947 (**Cirrus**) acquired, or will acquire, the entire issued share capital of Blue Connections Pty Ltd ACN 630 573 349 (**Blue Connections**) under the terms of a Share Sale Agreement (**SSA**) dated 30 July 2025 between Cirrus as "Buyer", Snowdrift Investments (VIC) Pty Ltd as trustee for Snowdrift Investments (VIC) Discretionary Trust, Zengold Pty Ltd as trustee for WD Family Trust, Anne Drebing, Steedcorp Pty Ltd as trustee for the Steedman Family Trust, Amberlana Investments Pty Ltd as trustee for The Egerton Family Trust and Jane Murphy, as "Seller" (**the Blue Connections Acquisition**).

Accordingly, on completion of the Blue Connections Acquisition, Blue Connections will become a wholly-owned subsidiary of Cirrus.

### 2.2 The Financial Assistance - Blue Connections Acquisition

The consideration payable by Cirrus for the Blue Connections Acquisition is \$18.0 million in cash paid on completion (**Completion Consideration**) plus an earn-out payment of up to \$7.5 million in cash or shares in the Company, subject to Blue Connections achieving FY2026 and FY2027 performance or staff retention hurdles (**Deferred Consideration**).

It is proposed that the Completion Consideration and/or the Deferred Consideration may be partially or wholly funded by debt advanced by Westpac Banking Corporation ACN 007 457 141 (**Westpac**, as "Lender") pursuant to an amended and restated facility agreement dated 4 December 2023 (**Westpac Facility**).

It is a condition of the Westpac Facility, that Blue Connections becomes a 'Guarantor' to the Westpac Facility, and that all required approvals are obtained to enable this to occur.

Westpac requires that Blue Connections signs:

- (a) an Accession Deed, agreeing to guarantee the obligations of each obligor under the Westpac Facility (**Guaranteed Obligations**); and
- (b) a General Security Agreement, granting security over all of the assets and undertakings of Blue Connections, as security for the Guaranteed Obligations,

(together the **Accession Documents**).

Following the Blue Connections Acquisition (and at the time of entry into the Accession Documents), Blue Connections will be a Subsidiary of the Atturra Group.

The entry into the Accession Documents by Blue Connections (and performance of its obligations under the Accession Documents), constitutes the giving of "financial

assistance" for the purposes of Section 260A of the Corporations Act, as it assists to secure the financing obtained by the Atturra Group, in respect of the Blue Connections Acquisition.

### 3. **Approved financial assistance to extend to any future Refinance**

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The Company, the Target and the Lender, among others, may arrange refinancing and additional financing facilities of an amount to be determined in the future, from time to time. In order to secure and regulate the obligations of the Company and any applicable subsidiary or related entity in relation to such financing facilities, any member of the Atturra Group (whether before, on or after the Blue Connections Acquisition or any Future Acquisition) and any subsidiary of any of them may, from time to time:

- (a) execute, or accede to, a facilities agreement on terms approved by the board or members (or both) at the relevant time;
- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge (or other security interest) or otherwise) to secure any obligations under any facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with or ancillary to, any facilities agreement or guarantee, indemnity or security interest given in connection with any facilities agreement and any related document,

#### **(Refinance).**

By approving the Financial Assistance Resolution, Shareholders are also agreeing that the financial assistance to be provided by the Named Subsidiary is also approved for the purposes of any such Refinance.

### 4. **Financial Assistance Resolutions**

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#### 4.1 **Financial assistance approvals**

The entry by the Named Subsidiary into, and the performance by the Named Subsidiary of its obligations under the Finance Documents and the participation by the Named Subsidiary in the funding arrangements and other transactions or any Refinance, all as described above, constitutes the giving of financial assistance in connection with the Blue Connections Acquisition or Future Acquisition (as the case may be), within the meaning of Part 2J.3 of the Corporations Act.

As the Company is the Listed Australian Holding Company of the Named Subsidiary providing the financial assistance outlined in this Explanatory Statement, the financial assistance must be approved by a special resolution at a general meeting of the Company in accordance with section 260B(2) of the Corporations Act. This is the Resolution that Shareholders are being asked to consider.

The Named Subsidiary must also have its shareholders approve the financial assistance to be given by it for the purposes of section 260B(1) of the Corporations Act. Those approvals will be sought by the Named Subsidiary.

#### 4.2 **Reasons for giving financial assistance**

The reason for the giving of the financial assistance described above is to enable the Company to comply with its obligations under the Westpac Facility, and to facilitate the payment of Completion Consideration and/or Deferred Consideration in respect of the Blue Connections Acquisition.

If such obligations are not complied with a "Default" (as defined in the Westpac Facility) could occur, and Westpac could require that all amounts outstanding under the Westpac Facility are repaid.

Additionally, the approval sought will also assist the Atturra Group to facilitate any future Refinance that may occur.

#### 4.3 **Effect of financial assistance**

As the Company, in its capacity as Borrower, and Cirrus in its capacity as Guarantor, are already liable for amounts payable under the Westpac Facility, the giving of the financial assistance described in this Explanatory Statement by the Named Subsidiary is unlikely to have any adverse effect on the Atturra Group, except that the operations of the Named Subsidiary will be restricted by the representations, warranties and undertakings given by it under the Finance Documents.

The substantial effect of the financial assistance given by the Named Subsidiary is that it will have guaranteed all amounts payable under the Westpac Facility and have granted security for such obligations. The operations of the Named Subsidiary will also be restricted by the representations, warranties and undertakings given by it under the Finance Documents.

The directors of the Company, Atturra Holdings, and the Named Subsidiary do not currently believe that any of them are likely to default in their obligations under the Finance Documents.

#### 4.4 **Advantages of the proposed resolution**

The advantage to the Company of the proposed resolution is that Blue Connections will be able to provide the Accession Documents and enable the Company to satisfy its obligations under the Westpac Facility and a condition of using the Westpac Facility to fund Completion Consideration or Deferred Consideration will be satisfied. This will enable the Company to comply with its obligations under the Westpac Facility and to use the Westpac Facility to fund Completion Consideration and/or Deferred Consideration in relation to the Blue Connections Acquisition.

The directors of the Named Subsidiary believe that the execution of the Finance Documents are in the interests of the Named Subsidiary because:

- (a) it will have greater access to funding in the bank and capital markets as a result of integration with the Atturra Group; and

- (b) it will benefit from synergies, cost savings and greater growth potential through its integration with the Atturra Group.

The directors of the Company, Atturra Holdings and the Named Subsidiary believe that the transactions contemplated by this Explanatory Statement are in the interests of each of them.

#### **4.5 Disadvantages to the Company of proposed resolutions**

As the Company is already liable for and has provided security, the directors of the Company do not believe there are any disadvantages to the Company of the proposed resolution, except that the operations of the Named Subsidiary will be restricted by the undertakings and representations and warranties given by the Named Subsidiary under the Finance Documents.

#### **4.6 Disadvantages to the Named Subsidiary of the proposed resolution**

The disadvantages of the proposed resolution for the Named Subsidiary include the following:

- (a) it will become liable for the amounts due under the Westpac Facility;
- (b) its assets will be subject to security and its operations will be restricted by the representations, warranties and undertakings given by it under the Finance Documents;
- (c) the Company, Atturra Holdings or any other obligor under the Westpac Facility may default under the facility;
- (d) Westpac (as Lender) may make a demand under the guarantee provided by the Named Subsidiary requiring immediate repayment of the amounts due under the Westpac Facility; and
- (e) Westpac (as Lender) may enforce the guarantee and/or security granted by the Named Subsidiary to recover the amounts due.

A demand made under the guarantee may result in the winding up of the Named Subsidiary and the sale of any of its assets by the Lender upon an enforcement of the security or execution of a judgment for moneys owing under the guarantee. This may result in a return to the Company (and ultimately its shareholders) significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had the Company or, as applicable, the Named Subsidiary, continued trading.

#### **4.7 Passing the Financial Assistance Resolution**

The Financial Assistance Resolution under consideration is set out in the Notice that accompanies this Explanatory Statement and will be passed if it is passed as a special resolution by the Shareholders.

Shareholders may vote either for or against the Financial Assistance Resolution.

As stated in paragraph 4.1 above, the Named Subsidiary will also seek the approval of its sole member company, to enable it to give the financial assistance outlined in this Explanatory Statement.

#### 5. **Board Recommendation**

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The Board unanimously recommends that Shareholders vote in favour of Resolution 6 (the Financial Assistance Resolution) to approve the giving of financial assistance.

#### 6. **Voting Intention**

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The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6 (the Financial Assistance Resolution).

#### 7. **Voting Exclusion**

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There is no applicable voting exclusion statement in respect of Resolution 6 (the Financial Assistance Resolution).

#### 8. **Notice to Australian Securities & investments Commission**

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As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement as sent to the shareholders were lodged with the Australian Securities & Investments Commission before they were sent to the shareholders.

#### 9. **Disclosure**

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The directors of the Company consider that this Explanatory Statement contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the proposed Resolution 6 other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders.

## Enquiries

Shareholders are asked to contact the Company Secretary on [company.secretary@atturra.com](mailto:company.secretary@atturra.com) if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 27 August 2025

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

**ASIC** means Australian Securities and Investment Commission.

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

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

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

**Atturra Group** means Atturra and each of its subsidiaries at the relevant time.

**Atturra Holdings** means Atturra Holdings Pty Ltd ACN 132 368 104.

**Auditor's Report** means the auditor's report of Crowe Audit Australia dated 27 August 2025 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

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

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

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

**Company** means Atturra Limited ACN 654 662 638.

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

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

**Dollar** or **"\$"** means Australian dollars.

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

**Finance Documents** means the Accession Documents and the Westpac Facility.

**Financial Assistance Resolution** is defined at the commencement of this Explanatory Statement.

**Future Acquisition** means any acquisition that may occur in future, by the Atturra Group, of the share(s) in another company or companies.

**Guarantor** means Cirrus Networks Holdings Pty Ltd ACN 103 348 947.

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

**Lender** means Westpac Banking Corporation ACN 007 457 141 or other lender to the Atturra Group.

**Listed Australian Holding Company** is defined in paragraph 1.2 of the explanatory statements for Resolution 6.

**Named Subsidiary** means Blue Connections.

**Westpac Facility** is defined in paragraph 2.2 of the explanatory statements for Resolution 6.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 12 September 2025 including the Explanatory Statement.

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

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

**Performance Right** means a performance right which, subject to its terms, could convert to a Share and the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan under Resolution 3 of this Notice of Meeting.

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

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

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

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

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

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

**Shareholder** means a holder of a Share.

**Share Registry** means Computershare Limited.

**Chrome** means Chrome Consulting Pty Ltd (ACN 624 013 663).

**Chrome Shares** is defined in in explanatory statements for Resolution 4.

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

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

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

2026 AGM.

**Target** means in respect of:

- (a) the Blue Connections Acquisition; and
- (b) any Future Acquisition,

the relevant company(ies) whose shares are to be acquired.

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

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

**Westpac** means Westpac Banking Corporation ACN 007 457 141.



## Annexure A: Material Terms of the Long-Term Incentive Plan

TERM	DESCRIPTION
<b>Eligible Participant</b>	An eligible participant includes a person: (a) who is a senior executive of the Company or an Associated Company (together, an Employing Company); or (b) who receives an invitation under the LTI Plan, but who can only make an application if an arrangement has been entered into that will result in the person becoming a senior executive of an Employing Company, <b>(Eligible Participant).</b>
<b>Plan Interests</b>	Eligible Participants will be provided with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals.
<b>Quantum</b>	The number of Performance Rights offered to an Eligible Participant (or their nominee) will be specified in the invitation made to that Eligible Participant. Each Performance Right carries a right to receive a Share (subject to satisfaction of any performance criteria within any performance period)
<b>Terms and Conditions</b>	<p>The Board may from time to time invite an Eligible Participant to participate in the LTI Plan (<b>Invitation</b>).</p> <p>The Board may, in relation to an Invitation made to an Eligible Participant, prescribe:</p> <ul style="list-style-type: none"> <li>the performance criteria that must be satisfied as a condition for a Share to be allocated in respect of a Performance Right; and</li> <li>the performance period over which the performance criteria must be satisfied.</li> </ul> <p>Invitations will specify, amongst other things:</p> <ul style="list-style-type: none"> <li>the number of Performance Rights available;</li> <li>the performance criteria applicable to some or all of the Performance Rights (if any);</li> <li>the performance period applicable to some or all of the Performance Rights (if applicable);</li> <li>the time period in which an Eligible Participant has to make an offer to the Company; and</li> <li>the circumstances in which the Performance Rights will, or are deemed to, lapse.</li> </ul> <p>Following receipt of an invitation, an Eligible Participant may make an application to participate in the LTI Plan by delivering to the Company a duly completed and executed application form within the closing time specified in the Invitation (<b>LTI Offer</b>).</p> <p>The Board may then decide to accept or reject the LTI Offer made by the Eligible Participant. The LTI Offer is accepted by the Company granting Performance Rights referred to in the LTI Offer to the Eligible Participant (or its nominee). An Eligible Participant is not required to make any payment on acceptance of the LTI Offer by the Company.</p> <p>A Performance Right will only vest if the Board determines that the performance criteria (if any) have been satisfied within the performance period.</p> <p>However, if at any time prior to the last date of the performance period:</p> <ul style="list-style-type: none"> <li>an Eligible Participant ceases to be an employee of an Employing Company as a result of special circumstances (including retirement, redundancy, death or permanent disablement of an Eligible Participant, or other circumstances that the Board determines from time to time) (<b>Special Circumstances</b>), the Board</li> </ul>

	<p>may at its discretion waive some or all of the performance criteria and determine the number of Performance Rights that may vest; and</p> <ul style="list-style-type: none"> <li>• a specified event occurs (including a takeover bid being made in respect of the Company or an insolvency event occurring with respect to the Company) (Event), the Board may at its discretion waive some or all of the performance criteria and determine that any unvested Performance Rights vest within 5 business days of an Event occurring (or such longer period determined by the Board) by giving written notice.</li> </ul> <p>The Board may determine that instead of allocating Shares to a participant, the Company will pay a cash amount equivalent to the market value of the Shares (as determined by the Board) reduced by the amount and any superannuation contribution or taxes paid or withheld by the Employing Company.</p>
<b>Lapse of Performance Rights</b>	<p>A Performance Right will lapse on the earliest date that:</p> <ol style="list-style-type: none"> <li>(a) is the last date of the performance period and the performance criteria have not been satisfied in respect of that Performance Right;</li> <li>(b) if the relevant person ceases to be an employee at any time before the end of the performance period (and there are no Special Circumstances), the date that the relevant person ceases to be an employee (or such longer period determined by the Board);</li> <li>(c) if there are Special Circumstances but the Board has not waived the performance criteria, is 30 days from the date of cessation (or such longer period determined by the Board);</li> <li>(d) if an Event occurs but the Board has not waived the performance criteria, is 5 business days of an Event occurring (or such longer period determined by the Board);</li> <li>(e) the Board determines that the relevant person has, in the Board's opinion: <ol style="list-style-type: none"> <li>i. been dismissed with cause;</li> <li>ii. committed any act of fraud, theft or gross misconduct in relation to the affairs of an employing company (whether or not charged with an offence); or</li> <li>iii. brought an employing company into disrepute; and</li> </ol> </li> </ol> <p>the Board determines that a breach or occurrence of any condition or event contained in the Invitation requires the lapse of the Performance Right.</p>
<b>Restrictions</b>	<p>A participant must not assign, transfer, sell or grant a security interest or otherwise deal with a Performance Right.</p>
<b>Amendments</b>	<p>The Board may at any time amend the LTI Plan or waive or amend the application of any of the rules of the LTI Plan in relation to a participant with retrospective effect. However, where any amendments will reduce any of the participant's rights in respect of their Performance Rights or Shares, the Board must obtain the prior written consent of at least 75% of the participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications in respect of the LTI Plan arising from changes to relevant tax guidance. The Board may also waive, amend or replace any performance measure in a performance criteria attaching to a Performance Right if the Board determines that the original performance criteria is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.</p>

## ASX Announcement 12 September 2025

### 2025 Annual General Meeting (Virtual Meeting) Letter of Access

**Sydney, Australia, 12 September 2025:** Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Company) advises that the 2025 Annual General Meeting (AGM) will be held at 10:00am AEDT on Tuesday, 14 October 2025 as a **virtual meeting**.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

#### Notice of AGM

The full Notice of AGM (Notice of Meeting) is available:

1. At <https://investors.atturra.com/meetings/>
2. At <https://www2.asx.com.au/markets/company/ata>
3. by contacting the Company Secretary on [company.secretary@atturra.com](mailto:company.secretary@atturra.com)

#### Business and Resolutions at the AGM

The business and resolutions of the AGM, as outlined in the Notice of Meeting, are:

- Resolution 1 – Adoption of Remuneration Report
- Resolution 2 – Re-election of Mr Jonathan Rubinsztein as Director
- Resolution 3 – Approval for the issue of Performance Rights to Stephen Kowal
- Resolution 4 – Ratification of Prior Issue of Placement Shares
- Resolution 5 – Renewal of Proportional Takeover Provisions
- Resolution 6 – Approval for Financial Assistance of Named Subsidiary.

#### Virtual Venue and Voting Information

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MN6DTHU> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

## Voting by proxy

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

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
<b>By post</b>	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
<b>By hand</b>	452 Johnston Street, Abbotsford Vic 3067

A shareholder can appoint a proxy to attend and vote on their behalf, using the proxy form forwarded to each shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

If you require an additional proxy form, please contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or visit [www.investorcentre.com/contact](http://www.investorcentre.com/contact).

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Computershare, no later than Sunday, 12 October 2025 at 10:00am AEDT (that is, at least 48 hours before the meeting).

Proxies received after this time will not be accepted.

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

**- ENDS -**

**This announcement is authorised for release by the CEO of Atturra Limited.**

**About Atturra:**

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services and manufacturing industries. Atturra has partnerships with leading global providers including Boomi, Cisco, Denodo, HP, HPE, Infor, Microsoft, Nuix, OpenText, QAD, SAP, Smartsheet, and Snowflake, and its clients are some of the largest public and private sector organisations in Australia. For more information visit: [www.atturra.com](http://www.atturra.com).

**Contact:**

**Investors**

**Danny Younis**

P: 02 8260 7919

E: [investorrelations@atturra.com](mailto:investorrelations@atturra.com)

**Media**

**Dylan Marks**

P: 02 8260 7918

E: [media@atturra.com](mailto:media@atturra.com)

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

ATA

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

## Atturra Limited Annual General Meeting

The Atturra Limited Annual General Meeting will be held on Tuesday, 14 October 2025 at 10:00am (AEDT). 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](http://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](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Sunday, 12 October 2025.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MN6DTHU>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

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.

ATA

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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Sunday, 12 October 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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



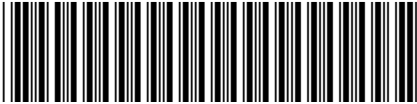
**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

XX

I/We being a member/s of Atturra Limited 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) at the Annual General Meeting of Atturra Limited to be held as a virtual meeting on Tuesday, 14 October 2025 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**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 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 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 3 by marking the appropriate box in step 2.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Jonathan Rubinsztein as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the Issue of Performance Rights to Stephen Kowal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Financial Assistance of Named Subsidiary	<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

■ A T A

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Computershare



For personal use only



ATARM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Atturra Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Atturra Limited**

For personal use only

