

HEXIMA LIMITED

ASX ANNOUNCEMENT



24 October 2025

2025 ANNUAL GENERAL MEETING – NOTICE OF MEETING

MELBOURNE, AUSTRALIA (24 October 2025): Attached is the Notice of Meeting and Proxy Form in respect of the 2025 Annual General Meeting (**AGM**) for Hexima Limited (ASX:HXL) which is being held at the offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne, VIC 3000 on Thursday, 27 November 2025 commencing at 2.00pm AEDT.

This announcement is authorised for release to ASX by Board of Hexima Limited.

Enquiries:

Leanne Ralph
Company Secretary
info@hexima.com.au



Hexima Limited

ACN 079 319 314

Notice of Annual General Meeting

**Thursday, 27 November 2025
2.00pm AEDT**

For personal use only



Participation in the AGM

The Annual General Meeting (**AGM**) of Hexima Limited (**Hexima** or **Company**) will be held on Thursday, 27 November 2025 commencing at 2.00pm AEDT at the offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne, VIC 3000.

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting

Access online at
<https://www.asx.com.au/markets/trade-our-cash-market/announcements.html>

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email
communications@cm.mpms.mufg.com

Vote or appoint proxy

Return the hard copy Proxy Form or vote online at
<https://au.investorcentre.mpms.mufg.com/>
To be valid, your Direct Vote or proxy appointment must be received by **2.00pm AEDT on Tuesday, 25 November 2025**

Ask a question or make a comment

Submit questions or comments online at
<https://au.investorcentre.mpms.mufg.com/>
by **5.00pm AEDT on Friday, 21 November 2025**

At the AGM

Attend the AGM in person

The AGM will be held at the offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne, VIC 3000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.



Chair's message

24 October 2025

Dear Hexima Shareholder,

On behalf of the Board, I am pleased to invite you to attend the AGM of Hexima Limited. The AGM will be held on Thursday, 27 November 2025 commencing at 2.00pm AEDT at offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne VIC 3000.

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Hexima recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 2.00pm AEDT on Tuesday, 25 November 2025.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this is outlined in the attached Notice of Meeting.

Yours sincerely,

Geoffrey Kempler
Chair



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Hexima Limited (**Company** or **Hexima**) will be held on Thursday, 27 November 2025 at 2.00pm AEDT at the offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne, VIC 3000 (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters and resolutions to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Proxy Form comprise part of this Notice.

Items of business

Item 1: Financial statements and reports

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

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2025, at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2025."

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting prohibition applies to this resolution (see Explanatory Memorandum for details).

Resolution 2: Re-election of Mr Phillip Hains

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Mr Phillip Hains, being a Director who is retiring in accordance with clause 24.10(b) of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."



Voting Procedures

All resolutions will be by poll

In accordance with clause 20.9 of the Constitution, the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Tuesday, 25 November 2025 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the AGM

Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Resolution 1 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy how to vote on Resolution 1 the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Submitting your Proxy Form

To be valid, a Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Proxy Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged Proxy Form (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) must be received by the Company's Share Registry, MUFG Corporate Markets (AU) Limited, no later than 2.00pm (AEDT) on Tuesday, 25 November 2025 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by using the online platform.



Proxy forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry at <https://au.investorcentre.mpms.mufig.com/>. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Hexima's share registry or online at <https://au.investorcentre.mpms.mufig.com> (under Resources then Forms).

How to vote – during the AGM

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions and vote at the meeting.

Proxy Voting by the Chair

For Resolution 1 (Remuneration Report) where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Resolution 1 the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel (**KMP**).

The Chair intends to vote all undirected proxies in favour of all resolutions, including Resolution 1.



Questions and Comments

Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at <https://au.investorcentre.mpms.mufg.com/>.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Friday, 21 November 2025.

Questions will be collated, and the Chair will seek to address as many of the more frequently raised topics as possible during the AGM. Please note that individual responses will not be sent to Shareholders.

During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person or online will be able to ask questions or make comments during the Meeting, as described earlier in this Notice.

BY ORDER OF THE BOARD

Leanne Ralph
Company Secretary
24 October 2025



Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 2.00pm AEDT on Thursday, 27 November 2025.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the resolutions contained in the Notice.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolution in Resolution 1 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The resolution in Resolution 2 is an ordinary resolution, which require a simple majority of votes validly cast by Shareholders entitled to vote on the resolution.

Item 1: Financial statements and reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Hexima Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company and to ask questions about, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, William Buck, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2025, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

Resolution 1: Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report is set out in the Company's Annual Report for the year ended 30 June 2025. The Annual Report is available on the Company's website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.hxl>.

An opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with section 250R of the Corporations Act, the vote on the resolution in Resolution 1 is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration Committee of the Board when evaluating the remuneration arrangements of the Company.

Shareholders will be given the opportunity to ask questions about, and to make comments on, the Remuneration Report at the Meeting.

Voting exclusion

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2025 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting Form.



This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Resolution 1 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Resolution 2: Re-election of Mr Phillip Hains

Mr Phillip Hains has been appointed as an independent non-executive Director since 18 September 2023, and the appointment of him was last approved by Shareholders on 28 November 2023.

In accordance with the Constitution Mr Hains retires by rotation at this Meeting and offers himself for re-election by Shareholders.

Mr Hains is a Chartered Accountant operating a specialist public practice, The CFO Solution, now part of Acclime Australia. The CFO Solution focuses on providing back-office support, financial reporting and compliance systems for listed public companies. A specialist in the public company environment, Mr Hains has served the needs of a number of company boards and their related committees. He has over 30 years' experience in providing businesses with accounting, administration, compliance and general management services.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Mr Hains to be an independent director. Prior to submitting himself for election, Mr Hains confirmed that he would have sufficient time to properly fulfil his Director duties for the Company.

Board recommendation

The Board (with Mr Phillip Hains abstaining) supports the re-election of Mr Phillip Hains and recommends that Shareholders vote FOR Mr Phillip Hains's re-election as a Director of the Company.



Glossary of key terms

A\$ or \$	Australian dollars
AEDT	Australian Eastern Daylight Savings Time as observed in Sydney, Australia
AGM or Meeting	the meeting convened by the Notice
ASX	ASX Limited ACN 008 624 691
ASX Principles	ASX Corporate Governance Principles and Recommendations (4 th edition)
Board	the board of directors of the Company
Closely Related Party	as defined in section 9 of the Corporations Act
Company or Hexima	Hexima Limited ACN 079 319 314 (ASX code: HXL)
Constitution	the Company's constitution
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	the current directors of the Company
Entitlement Time	7.00pm AEDT on Tuesday, 25 November 2025
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice
Group	the Company and subsidiaries of the Company.
Key Management Personnel (or KMP)	as defined in section 9 of the Corporations Act
Listing Rules	the Listing Rules of the ASX
Notice or Notice of Meeting or Notice of Annual General Meeting	this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting Form
Proxy Deadline	2.00pm AEDT on Tuesday, 25 November 2025
Proxy Form	the proxy form accompanying the Notice
Related Body Corporate	as defined in section 50 of the Corporations Act
Remuneration Report	the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2025
Share	a fully paid ordinary share in the capital of the Company
Share Registry	MUFG Corporate Markets (AU) Limited
Shareholder	a holder of a Share


LODGE YOUR VOTE

 **ONLINE**
<https://au.investorcentre.mpms.mufg.com>

 **BY MAIL**
Hexima Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Hexima Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Thursday, 27 November 2025 at the offices of QR Lawyers, Level 6, 400 Collins Street, Melbourne, VIC 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Phillip Hains	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HXL PRX2501C

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Tuesday, 25 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com>

into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



BY MAIL

Hexima Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

For personal use only