

## **ASX Announcement**

### **20 March 2024**

### ***Extraordinary General Meeting of Shareholders***

Elixinol Wellness Limited (**Elixinol Wellness** or the **Company**) (**ASX:EXL**) announces that an Extraordinary General Meeting of Shareholders will be held at 11.00am (Sydney time) on Thursday, 18 April 2024 (**Meeting**). This meeting will be held virtually.

The Meeting has been called to consider a resolution in relation to the Company's capital raising announced on 12 February 2024.

Copies of the following documents are attached:

1. Letter to shareholders and Notice of Meeting;
2. Sample Proxy Voting Form for the Meeting.

A letter describing how Elixinol Wellness shareholders can access the Notice of Meeting electronically has been despatched today.

This document was authorised to be given to the ASX by the Group CEO and Managing Director of the Company.

#### **Investor relations please contact:**

Ron Dufficy, Group CEO and Managing Director  
[ron.dufficy@elixinolwellness.com](mailto:ron.dufficy@elixinolwellness.com)

#### **About Elixinol Wellness**

Elixinol Wellness Limited (ASX: EXL) is a pioneer in the global hemp industry, innovating, marketing and selling hemp and other plant-derived food, skincare and nutraceutical products:

- In Australia, EXL operates a vertically integrated business which produces, manufactures, exports and distributes a range of sustainable and plant-based nutrition brands including Hemp Foods Australia, Mt Elephant, Field Day and The Australian Superfood Company. EXL sells to grocery, wholesale, e-commerce and white label customers.
- In the Americas, innovating, marketing and selling high quality Elixinol branded hemp and other plant derived nutraceutical and skincare products based in Colorado, USA.
- In the United Kingdom, Japan, Brazil, Mexico and South Africa, branded hemp and other plant-derived products are available to consumers via exclusive distribution and/or trademark and know-how licensing agreements.

See more at [www.elixinolwellness.com](http://www.elixinolwellness.com)



## NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

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**Date of Meeting:** 18 April 2024

**Time of Meeting:** 11am (Sydney time)

**Place of Meeting:**

**Virtual** meeting to be held virtually online via the Automic Group Registry online meeting platform at:

[https://us02web.zoom.us/webinar/register/WN\\_7OiJYJuUTOGiO4H4WG-78g](https://us02web.zoom.us/webinar/register/WN_7OiJYJuUTOGiO4H4WG-78g)

## Elixinol Wellness Limited

ABN 34 621 479 794

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting (**EGM** or **Meeting**) of shareholders (**Shareholders**) of Elixinol Wellness Limited (**Elixinol Wellness** or the **Company**) will be held:

Date: 18, April 2024

Time: 11am (Sydney time)

Venue: Virtual Meeting to be held online via the Automic Group Registry online meeting platform at:

[https://us02web.zoom.us/webinar/register/WN\\_70iJYJuUTOGiO4H4WG-78g](https://us02web.zoom.us/webinar/register/WN_70iJYJuUTOGiO4H4WG-78g)

Shareholders that have an existing account will be able to watch, listen, submit written questions, ask questions and vote online.

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

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.

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

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting. Questions must be submitted in writing to the Group Company Secretary at [company.secretary@elixinolwellness.com](mailto:company.secretary@elixinolwellness.com) by 16 April 2024.

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

## **Your vote is important**

The business of the EGM affects your shareholding and your vote is important.

## **Voting virtually at the Meeting**

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at [https://staff-web.automicgroup.com.au/er/public/api/documents/EXL?fileName=Virtual Meeting Registration and Voting Guide.pdf](https://staff-web.automicgroup.com.au/er/public/api/documents/EXL?fileName=Virtual%20Meeting%20Registration%20and%20Voting%20Guide.pdf)

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at: <https://www.elixinolwellness.com/site/investor/extraordinary-general-meeting>

The Explanatory Memorandum accompanying, and which forms part of this Notice of Meeting provides additional information on matters to be considered at the EGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on the Resolution, you should seek advice from your accountant, solicitor or other professional adviser without delay.

***The formal resolution proposed to be considered at the Meeting follows.***

## **ITEM FOR APPROVAL**

### **Resolution 1. Approval to issue securities to Canaccord in connection with the Offer**

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue to sub-underwriters nominated by Canaccord Genuity (Australia) Limited a total of up to 316,435,807 Sub-Underwriter Options as described in the Explanatory Memorandum, in consideration for sub underwriting the Offer, be approved.”*

*Note: A voting exclusion applies to this resolution.*

## **VOTING EXCLUSION STATEMENT (re Resolution 1)**

For the purposes of the ASX Listing Rules, the Company will disregard any vote cast in favour of Resolution 1 by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, the Company need not disregard on the above vote if it is cast by:

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

**BY ORDER OF THE BOARD**

**Josephine Lorenz**  
**Group CFO and Company Secretary**

**20 March 2024**

## **RESOLUTION TO BE DETERMINED BY POLL**

In accordance with the Company's Constitution, the Chair intends to call a poll for the Resolution proposed at the EGM. The vote for the Resolution considered at the EGM will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole, and to ensure the representation of as many Shareholders as possible at the meeting.

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on 16 April 2024 will be entitled to attend and vote at the EGM as a shareholder.

If more than one joint holder of shares is present at the EGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

## **APPOINTMENT OF PROXY**

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the EGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (Sydney time) on 16 April 2024. Proxies must be received before that time by one of the following methods:

Online:

<https://investor.automic.com.au/#/loginsah>

By Mail:

Automic  
GPO Box 5193  
Sydney NSW 2001

By E-mail or Fax:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Alternatively you can fax your form to

(within Australia) 02 8583 3040  
(outside Australia) +61 2 8583 3040

For Intermediary Online subscribers only  
(custodians)

For all enquiries call:  
(within Australia) 1300 288 664  
(outside Australia) +61 2 9698 5414

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

The proxy form is enclosed with this Notice of Meeting.

*Power of Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Sydney time) on 16 April 2024 being 48 hours before the EGM.

*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 EGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the EGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at <https://investor.automic.com.au/#/home>

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's EGM to be held on 18 April 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Directors believe is reasonably required by Shareholders to decide how to vote upon the Resolution.

The Directors unanimously recommend Shareholders vote in favour of the Resolution. The Chair of the Meeting intends to vote all available undirected proxies in favour of the Resolution.

The Resolution is to be voted on as an ordinary resolution (requiring at least 50% of the votes cast in favour).

### **Resolution 1 Issue of Options to Sub-Underwriters**

#### ***Background***

As announced on 12 February 2024, the Company intends to raise \$3.16 million from shareholders via a fully underwritten, non-renounceable entitlement offer (**Offer**) and has entered an underwriting agreement (**Underwriting Agreement**) in connection with the Offer with Canaccord Genuity (Australia) Limited (**Canaccord**).

Canaccord has agreed to underwrite the Offer in return for receiving a management fee and commission (described below), upon the basis that any sub-underwriters nominated by Canaccord in relation to the Offer (each a **Sub-Underwriter**) are issued one (1) Sub-Underwriter Option for every two (2) Offer Shares, subject to shareholder approval. As is normal commercial practice, Canaccord will make its own arrangements with any Sub-Underwriters with respect to any of Canaccord's fees it will pay to those Sub-Underwriters.

Any Sub-Underwriter Options to be issued are to be issued on the terms set out in Schedule 1, being the same terms as the terms applying to the options to be issued to shareholders subscribing under the Offer. Canaccord will not on a principal account be issued any options for underwriting the Offer.

If the Offer proceeds but this Resolution 1 is not approved, the Company is not required to pay the Sub-Underwriters any cash penalty in lieu of any failure to issue the Sub-Underwriter Options, but has agreed to undertake reasonable endeavours to issue maximum number of the Sub-Underwriter Options to the Sub-Underwriters as it is permitted pursuant to its unused capacity under ASX Listing Rule 7.1 (as at the date this Resolution 1 is not approved), on a proportionate basis (based on each Sub-Underwriter's relative subscription relating to the Offer).

**The Company believes it is important for Shareholders to consider that in approving the issue of the Sub-Underwriter Options –**

- **The Sub-underwriting Options are on the same terms as the options to be issued to participating shareholders in the Company's 2024 Rights Issue; and**
- **The Sub-underwriting Options could result in the Company receiving prior to the expiry date for the options, \$2.373 million in subscription monies (if all of the Sub-underwriting Options are exercised) – providing additional working capital for the Company.**

#### ***Summary of key terms of the Underwriting Agreement***

##### **Fees and Sub-Underwriter Options**

In consideration for underwriting the Offer, the Company agreed to pay Canaccord management fee of 2% and commission of 4% of the Underwritten Amount. The Company has not agreed to issue any securities to Canaccord.

In addition, subject to shareholder approval (being the subject of this Resolution) and completion of the Offer, EXL agrees to issue to Canaccord's nominees, up to 316,435,807 Sub-Underwriter Options on the same terms as the options issued to shareholders under the Offer.



### Representations and warranties

The Company agreed to give standard representations and warranties to Canaccord in the Underwriting Agreement and agreed to provide a standard indemnity for the benefit of Canaccord and pay Canaccord's reasonable expenses. It also agrees to conduct the Offer in accordance with applicable law.

### Conditions Precedent and Termination Events

Canaccord's obligation to underwrite the Offer is subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement that are customary for a transaction of this nature. If one or more of those conditions are not satisfied by the relevant date or if certain events occur, then Canaccord may terminate the Underwriting Agreement (in which case it will not receive any fees in connection with the Offer including the Sub-Underwriter Options).

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- the All Ordinaries Index & Emerging Companies Index as published by the ASX falls below 10% of its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- Official Quotation has not been applied for in respect of the new shares under the Offer by 20 March 2024, or having been applied for, is subsequently withdrawn, withheld or qualified;
- the offer document (i.e. the Prospectus) does not contain all the information required by the Corporations Act;
- it transpires that there is a statement in the Prospectus that is misleading or deceptive in a material respect or likely to mislead or deceive in a material respect, or that there is a material omission from the Prospectus or if any statement in the Prospectus becomes misleading or deceptive in a material respect or likely to mislead or deceive in a material respect or if the issue of the Prospectus is or becomes misleading or deceptive in a material respect or likely to mislead or deceive in a material respect;
- the Company is prevented from allotting the new shares under the Offer within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- any authorisation which is material to anything referred to in the Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter (acting reasonably); and
- a director or senior manager of EXL is charged with an indictable offence.

### ***ASX Listing Rules 7.1 and 7.3***

Under ASX Listing Rule 7.1, broadly speaking and subject to a number of exceptions, a listed entity must obtain ordinary shareholder approval if it wishes to issue, or agree to issue, more than 15% of its equity securities over any 12 month period based on the number of fully paid ordinary securities it had on issue at the start of that 12 month period (**15% Placement Capacity**). ASX Listing Rule 7.3 provides that, for holders of ordinary securities to approve an issue or agreement to issue securities under ASX Listing Rule 7.1, the entity must provide certain specified information in relation to the issue (or agreement to issue) to its security holders (as described below).

If Resolution 1 is passed, the Sub-Underwriter Options to be issued will be excluded from the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without prior Shareholder approval over the 12-month period following the date of issue of those Sub-Underwriter Options. The effect of Resolution 1 is to permit the Company to issue 316,435,807 Sub-Underwriter Options in consideration for sub-underwriting the Offer.

For the purpose of Resolution 1, the following information is provided in relation to the proposed issue of Sub-Underwriter Options in accordance with Listing Rule 7.3:

- (a) **The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):**  
The Options will be issued to sub-underwriters (of Canaccord Genuity (Australia) Limited) to the Offer (**Sub-Underwriters**), as nominated by Canaccord as sub-underwriter of the Offer.
- (b) **Number and class of securities to be issued:**  
Where Canaccord nominates any Sub-Underwriters, those Sub-Underwriters (between them) may be issued up to a total of 316,435,807 Sub-Underwriter Options under this Resolution 1 (subject to Shareholder approval).
- (c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:**  
The Sub-Underwriter Options will be issued upon and subject to the terms set out in Schedule 1.
- (d) **Date which the securities are to be issued:**  
Provided there is no termination of the Underwriting Agreement, the Sub-Underwriter Options will be issued, subject to successful completion of the Offer, within 2 business days and in any case no later than 3 months of the date of the approval of this Resolution at the EGM.
- (e) **The issue price or other consideration the Company will receive for the issue of the securities:**  
No cash consideration will be raised by the Company from the issue of Sub-Underwriter Options. If all the Sub-Underwriter Options are issued:  
i. based on a Black-Scholes valuation, the value of the aggregate of those Sub-Underwriter Options would be approximately \$1.096 million, and  
ii. if all those Sub-Underwriter Options are exercised, the Company receive approximately \$2.373 million in subscription monies upon that exercise.
- (f) **The purpose of the issue, including the intended use of the funds raised by the issue:**  
As noted above, the Sub-Underwriter Options will be issued in lieu of cash fees for sub-underwriting the Offer.  
  
If all of the Sub-Underwriter Options were exercised, the Company would raise total proceeds of approximately \$2.373 million in subscription monies upon that exercise. These funds will be used to pursue the Company's growth strategy which includes expansion of retail channels and for general working capital purposes.
- (g) **The summary of the material terms of an agreement under which the securities were issued:**  
The securities would be issued pursuant to the terms of separate sub-underwriting agreements, each between each the Lead Manager and the respective Sub-Underwriter. The terms of the Underwriting Agreement between the Company and the Lead Manager are described above. The Sub-Underwriter Options will be issued subject to the Option Terms, a copy of which is included in Schedule 1.  
  
Shares to be issued on the exercise of the Sub-Underwriter Options will be fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (h) **If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:**  
The securities the subject of Resolution 1 are not being issued under or to fund a reverse takeover.
- (i) **Voting Exclusion Statement:**  
A voting exclusion statement in relation to Resolution 1 is included in the Notice.

*The Directors unanimously recommend Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.*

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## **Glossary**

In this Explanatory Memorandum, and the Notice of Meeting:

**Associate** has the meaning given to that term under the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by the ASX.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

**Board** means the board of directors of the Company.

**Company** means Elixinol Wellness Limited.

**Constitution** means the constitution of the Company.

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

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

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Extraordinary General Meeting** or **EGM** or **Meeting** means the extraordinary general meeting of the Company to be held as a virtual meeting on 18 April 2024 pursuant to the Notice of Meeting.

**Lead Manager** means Canaccord Genuity (Australia) Limited.

**Notice of Meeting** or **Notice** means this notice of the Extraordinary General Meeting.

**Offer** means a fully underwritten non-renounceable entitlement offer to holders of shares as announced by the Company on 12 February 2024

**Offer Share** means a Share to be issued pursuant to the Offer.

**Option Terms** means the terms and conditions under which the Options will be issued, as set out in Schedule 1.

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

**Resolution** means the resolution referred to in the Notice of Meeting.

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

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

**Sub-Underwriter** means a person or entity who has entered a sub-underwriting agreement with the Lead Manager to sub underwrite the Offer.

**Sub-Underwriter Option** means an option to purchase a Share issued to a Sub-Underwriter on the Option Terms.

**Underwritten Amount** means \$3.16 million to be raised under the Offer.

## Schedule 1 – Terms of Issue of Sub-Underwriter Options

Each option (Option) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in Elixinol Wellness Limited ACN 621 479 794 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, namely 5pm on the date which is 36 months from the date of issue (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.

2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder by paying to the Company at its registered office prior to the Expiry Date the exercise price of A\$0.0075 or 0.75 cents per Option (**Exercise Price**).

3. On receipt of payment of the Exercise Price, the Company must, within 4 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (ASX Listing Rules):

(a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;  
(b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and  
(c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.

4. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.

5. The Options are transferable in accordance with the ASX Listing Rules.

6. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).

7. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (Rights Entitlement) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

8. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.

9. The Options do not provide any entitlement to dividends paid to ordinary shareholders.

10. The Options do not entitle the Option Holder to vote at any meeting of shareholders

11. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms and

Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.

12. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 16 April 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

