

LiveTiles Limited
2 Riverside Quay
Southbank VIC 3006
ACN: 066 139 991

<http://www.livetiles.nyc>



LiveTiles Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

17 July 2019

9:00am AEST

Address

Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

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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Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEST) on Wednesday, 17 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting by proxy

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

1. Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).
2. Complete and sign the enclosed Proxy Form and return the form:
 - (a) by post to:
Automic, GPO Box 5193, Sydney NSW 2001; or
 - (b) by hand to:
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
 - (c) by fax to: (02) 8583 3040

Your Proxy Form 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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of LiveTiles Limited ACN 066 139 991 will be held 9:00am (AEST) on Wednesday, 17 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting** or **Extraordinary General Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary 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 Extraordinary General Meeting are those who are registered Shareholders at 9:00am (AEST) on Monday, 15 July 2019. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Part A: Hyperfish Acquisition

1. **Resolution 1** – Approval of Future Issue of Second Earn-Out Shares

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to the number of fully paid ordinary shares calculated in accordance with the Second Earn-Out Formula to the Hyperfish Vendor (**Second Earn-Out Shares**), 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 1 by or on behalf of:

- (a) the Hyperfish Vendor being Orange Fish Holdings LLC; or
- (b) an Associate of the Hyperfish Vendor.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Part B: Ratification of Prior Issue of Equity Securities

2. **Resolution 2** – Ratification of Prior Issue of First Earn-Out 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 6,769,422 fully paid ordinary shares on 29 January 2019 (**First Earn-Out Shares**) to the Hyperfish Vendor, 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 2 by or on behalf of:

- (a) the Hyperfish Vendor being Orange Fish Holdings LLC; or
- (b) an Associate of the Hyperfish Vendor.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. **Resolution 3** – Ratification of Prior Issue of Wizdom 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 49,715,598 fully paid ordinary shares on 13 February 2019 (**Wizdom Shares**) to the Wizdom Vendor, 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) the Wizdom Vendor being Webtop Holding APS; or
- (b) an Associate of the Wizdom Vendor.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 45,000,000 fully paid ordinary shares on 11 February 2019 (**Placement Shares**) to investors invited to subscribe for the Placement Shares, 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 4 by or on behalf of:

- (a) a person who participated in the issue and received Placement Shares; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. **Resolution 5** – Ratification of Prior Issue of MIP 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 800,001 fully paid ordinary shares on 6 May 2019 (**MIP Shares**), 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 5 by or on behalf of:

- (a) a person who participated in the issue and received MIP Shares; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Andrew Whitten
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 Extraordinary General Meeting to be held at 9:00am (AEST) on Wednesday, 17 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

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 Extraordinary General Meeting are set out below.

Resolutions

Part A: Hyperfish Acquisition

Resolution 1 – Approval of Future Issue of Second Earn-Out Shares

Background

On 25 May 2018, the Company announced that it had agreed to acquire 100% of the issued share capital of Hyperfish, Inc. (**Hyperfish**), a leading next generation employee profile and directory management software company. The purchase price payable by the Company consists of the upfront issue of 8,633,548 Shares on 8 June 2018 and two earn-out tranches as follows:

- (a) First earn-out: This was satisfied, which resulted in the issue of 6,769,422 Shares on 29 January 2019 (**First Earn-Out Shares**). As the First Earn-Out Shares were issued by utilising the Company's existing capacity under ASX Listing Rule 7.1, Shareholder approval is being sought for its ratification under Resolution 2 of this Notice; and
- (b) Second earn-out: The issue of these Shares (which remains subject to satisfaction of performance hurdles and is to be calculated in accordance with the Second Earn-Out Formula (as detailed below)) is the subject of Resolution 1 (**Second Earn-Out Shares**).

Resolution 1 seeks Shareholder approval to issue and allot, subject to satisfaction of performance hurdles, the Second Earn-Out Shares to the vendor of the shares in Hyperfish, Orange Fish Holdings LLC (**Hyperfish Vendor**) as part of the consideration payable by the Company for the acquisition of Hyperfish.

The effect of Resolution 1 is for Shareholders to approve the issue of these equity securities to fall within an exception to ASX Listing Rule 7.1, which will allow the Directors to issue the Second Earn-Out Shares without using the Company's annual 15% placement capacity.

Information Required by Listing Rule 7.3

The following information in relation to these equity securities is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The formula for calculating the number of equity securities that the Company may issue is as follows (**Second Earn-Out Formula**):

$$N = \text{USD\$2,000,000} \times \text{Exchange Rate} / \text{Closing VWAP}$$

Where:

- (i) N = number of Second Earn-Out Shares to be issued.
- (ii) Exchange Rate = the USD/AUD exchange rate published by the Reserve Bank of Australia at 3.00 pm on the business day immediately preceding 30 June 2019.
- (iii) Closing VWAP = 0.419 (which is the volume weighted average price of Shares calculated over the 30 trading day period prior to (but excluding) 25 May 2018).
- (iv) The following is a variation table of the number of shares depending on the USD/AUD exchange rate:

Exchange rate variations	\$0.419 issue price
\$1.45 (example USD/AUD exchange rate, published by the Reserve Bank of Australia)	6,921,241
\$1.595 (10% increase in USD/AUD exchange rate)	7,613,365
\$1.305 (10% decrease in USD/AUD exchange rate)	6,229,116

- (b) The Second Earn-Out Shares will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion) provided that Hyperfish achieves:
 - (i) an annual recurring revenue of at least USD\$1.5 million as at 30 June 2019; and
 - (ii) a “net dollar retention” of at least 90% in the year ending 30 June 2019. Net dollar retention is defined as the annual recurring revenue as at 30 June 2019 from customers who were customers as at 30 June 2018 divided by annual recurring revenue as at 30 June 2018.
- (c) The Second Earn-Out Shares will be issued at an issue price of \$0.419 per Share.
- (d) The allottee is the vendor of the shares in Hyperfish under the transaction in which Hyperfish was acquired by the Company.
- (e) The Second Earn-Out Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Second Earn-Out Shares are subject to a voluntary escrow period of 12 months from the date of issue, during which they cannot be sold or offered for sale (as those terms are used in section 707 of the Corporations Act).

- (f) No funds will be raised by the Company from the issue of the Second Earn-Out Shares. The Second Earn-Out Shares are being issued as part of the consideration payable to the Hyperfish Vendor for the acquisition of Hyperfish.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 1.

Part B: Ratification of Prior Issue of Equity Securities

Resolution 2 – Ratification of Prior Issue of First Earn-Out Shares

Background

As detailed in the Explanatory Statement for Resolution 1 of this Notice, the Company acquired 100% of the issued capital of Hyperfish.

As part of the earn-out consideration payable to the Hyperfish Vendor, on 29 January 2019, the Company issued 6,769,422 Shares at a deemed issue price of \$0.39 (39 cents) per Share to the Hyperfish Vendor (**First Earn-Out Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

The First Earn-Out Shares are subject to a voluntary escrow period of 12 months from the date of issue, during which they cannot be sold or offered for sale (as those terms are used in section 707 of the Corporations Act).

Shares were issued as part of the consideration payable by the Company to acquire the issued capital of Hyperfish, accordingly, no funds were raised as part of the issue of the First Earn-Out Shares.

Resolution 3 – Ratification of Prior Issue of Wizdom Shares

Background

On 5 February 2019, the Company announced that it had agreed to acquire 100% of Wizdom, a leading digital workplace software business in Europe. Wizdom's strong European footprint of 243 Software as a Service customers, including Nokia, Syngenta, De Beers and Anglo American, immediately provides the Company with an established European presence. The acquisition also enables the Company to extend its intelligent workplace platform to deliver exciting new capabilities and provides attractive cross-sell opportunities to LVT and Wizdom customers.

The aggregate purchase price payable by the Company for the acquisition of Wizdom is approximately €30 million (or \$47.6 million based on an AUD/EUR exchange rate of 0.63), which comprises:

- (a) an upfront consideration component of:
 - (i) \$19 million in Shares; and
 - (ii) \$9 million in cash,and
- (b) a deferred consideration component of:
 - (i) \$14.7 million in Shares; and
 - (ii) \$4.9 million in cash.

Accordingly, as part of the upfront consideration, on 13 February 2019, the Company issued 49,715,598 Shares to Webtop Holding APS (**Wizdom Vendor**) at a deemed issue price of \$0.384 (38.4 cents) per Share (**Wizdom 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 Wizdom, accordingly, no funds were raised as part of the issue of Wizdom Shares.

The Wizdom Shares are subject to a voluntary escrow period of 12 months from the date of issue, during which they cannot be sold or offered for sale (as those terms are used in section 707 of the Corporations Act).

Resolution 4 – Ratification of Prior Issue of Placement Shares

Background

On 5 February 2019, the Company announced that it had received commitments for \$15.3 million (before costs) to be raised via the issue of 45,000,000 Shares at an issue price of \$0.34 (34 cents) per Share to sophisticated and professional investors (**Placement Shares**). The funds raised were used to pay the upfront cash consideration for the acquisition of Wizdom, as described above, and for general working capital purposes.

The Company issued the Placement Shares on 11 February 2019 by utilising the Company's existing capacity under Listing Rule 7.1A.

Resolution 5 – Ratification of Prior Issue of MIP Shares

Background

On 6 May 2019, the Company issued 800,001 fully paid ordinary shares at an issue price of \$0.57 (57 cents) per Share under the Company's Management Incentive Plan (**MIP Shares**) by utilising the Company's existing capacity under Listing Rule 7.1. Pursuant to the Company's Management Incentive Plan, the participant (in this case, the Company's CFO who forms part of senior management) was provided with a loan to acquire the MIP Shares. Accordingly, the Company holds a loan against the participant, and no funds were raised from the issue of MIP Shares.

ASX Listing Rule 7.4

Resolutions 2 to 5 of this Notice proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the following Shares:

- (a) Resolution 2 – First Earn-Out Shares: 6,769,422 Shares;
- (b) Resolution 3 – Wizdom Shares: 49,715,598 Shares;
- (c) Resolution 4 – Placement Shares: 45,000,000 Shares; and
- (d) Resolution 5 – MIP Shares: 800,001 Shares.

All of the Shares were issued by utilising either the Company's existing capacity under Listing Rule 7.1 or Listing Rule 7.1A.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the entity's issued capital in any 12-month period without the approval of the entity's shareholders. Listing Rule 7.1A allows an eligible entity to issue up to an additional 10% of the entity's issued capital if shareholder approval by special resolution passed at an annual general meeting is obtained. The Company obtained shareholder

approval under Listing Rule 7.1A for this additional 10% placement capacity on 15 November 2018.

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and/or 7.1A, those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1 and/or 7.1A. This has the effect of refreshing the entity's placement capacity under Listing Rule 7.1 and/or Listing Rule 7.1A to the extent that the previous issues made are ratified.

Accordingly, the effect of approval of Resolutions 2 to 5 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A after each of the Resolutions are approved by Shareholders of the Company instead of having to wait, in the case of the Company's capacity under Listing Rule 7.1, 12 months after the respective issue dates of the First Earn-Out Shares and Wizdom Shares, and, in the case of the Company's capacity under Listing Rule 7.1A, until shareholder approval under Listing Rule 7.1A is obtained again at the Company's annual general meeting for 2019.

Information required by ASX Listing Rule 7.5

For Resolutions 2-5, the following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued:
 - (i) First Earn-Out Shares – 6,769,422 Shares on 29 January 2019;
 - (ii) Wizdom Shares – 49,715,598 Shares on 13 February 2019;
 - (iii) Placement Shares – 45,000,000 Shares on 11 February 2019; and
 - (iv) MIP Shares – 800,001 Shares on 6 May 2019.
- (b) The issue prices of each of the Shares issues were as follows:
 - (i) First Earn-Out Shares: \$0.39 (39 cents) per Share (deemed value);
 - (ii) Wizdom Shares: \$0.384 (38.4 cents) per Share (deemed value);
 - (iii) Placement Shares: \$0.34 (34 cents) per Share; and
 - (iv) MIP Shares: \$0.57 (57 cents) per Share.
- (c) The Wizdom Shares, Placement Shares, First Earn-Out Shares and MIP Shares were all fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The allottees of each of the Shares issues were as follows:
 - (i) First Earn-Out Shares: the Hyperfish Vendor.
 - (ii) Wizdom Shares: the Wizdom Vendor;
 - (iii) Placement Shares: institutional, sophisticated and professional investors; and
 - (iv) MIP Shares: management of the Company invited to participate in the Company's Management Incentive Plan.
- (e) The use of funds for each of the Share issues were as follows:
 - (i) First Earn-Out Shares: as part of the consideration payable by the Company to acquire 100% of the issued capital of Hyperfish, accordingly, no funds were raised from the issue of the First Earn-Out Shares;
 - (ii) Wizdom Shares: as part of the consideration payable by the Company to acquire Wizdom,

accordingly, no funds were raised from the issue of Wizdom Shares;

- (iii) Placement Shares: as part of the consideration payable by the Company to acquire Wizdom; and
- (iv) MIP Shares: Shares pursuant to a loan provided under the terms of the Company's Management Incentive Plan, accordingly, no funds were raised, as instead, the Company holds a loan against the participant.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolutions 2 to 5.

Enquiries

Shareholders are asked to contact the Company's Share Registry on 1300 554 474 if they have any queries in respect of the matters set out in these documents

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Company or **LVT** means LiveTiles Limited ACN 066 139 991.

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

Director means a current director of the Company.

Dollar or “\$” means Australian dollars.

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

Extraordinary General Meeting or **EGM** or **Meeting** means the meeting of the Company’s members convened by this Notice of Meeting.

First Earn-Out Shares means the Shares that are the subject of Shareholder approval under Resolution 2.

Hyperfish means Hyperfish, Inc. (UBI 603-534-726).

Hyperfish Vendor means Orange Fish Holdings LLC, the vendor of the shares in Hyperfish under transaction in which Hyperfish was acquired by the Company.

MIP means the Company’s Management Incentive Plan.

MIP Shares means the Shares that are subject of Shareholder approval under Resolution 5.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 17 June 2019 including the Explanatory Statement.

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.

Placement Shares means the Shares that are the subject of Shareholder approval under Resolution 4.

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

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

Second Earn-Out Formula means the formula for calculating the number of Second Earn-Out Shares to be issued by the Company as set out in the Explanatory Statement on pages 8 to 9.

Second Earn-Out Shares means the Shares that are the subject of Shareholder approval under Resolution 1.

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Wizdom Shares means the Shares that are the subject of Shareholder approval under Resolution 3.

Wizdom Vendor means Webtop Holding APS, the vendor of Wizdom under the transaction in which Wizdom was acquired by the Company.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: LVT

Your proxy voting instruction must be received by **09:00am (AEST) on Monday 15 July 2019**, 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 VOTE ONLINE

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

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 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

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).