



Electro Optic Systems Holdings Limited
 ABN 95 092 708 364



EOS

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30 am (AEST) on Wednesday, 25 May 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business on the reverse of this Proxy Form. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes on the reverse of this Proxy Form. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a Shareholder of Electro Optic Systems Holdings Limited ('Company').

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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 Shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Company's Share registry, please attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this Proxy 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 Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate Shareholder or proxy is to participate in the AGM you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com.au under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne VIC 3001
 Australia

By Fax:

1800 783 447 within Australia or
 +61 3 9473 2555 outside Australia



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

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Electro Optic Systems Holdings Limited hereby appoint

the Chairman of the AGM **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the AGM. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the AGM, as my/our proxy to act generally at the AGM on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting (AGM) of Electro Optic Systems Holdings Limited to be held in the Heritage Ballroom, The Fullerton Hotel, 1 Martin Place, Sydney, NSW 2000 and online via https://encore.com.au/EOS_AGM on Friday, 27 May 2022 at 9:30 am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the AGM as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 5 (except where I/we have indicated a different voting intention in step 2) even though Item 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the AGM is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 5 by marking the appropriate box in step 2.

Step 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Re-election of Dr Ben Greene as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Geoffrey Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Ms Deena Shiff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the AGM intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the AGM may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /

Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED

ABN 95 092 708 364

18 Wormald Street

Symonston, ACT 2609, Australia

+61 2 6222 7900

www.eos-aus.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of **ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED** will be held at the following time and place:

Time: 09:30 am

Date: Friday 27 May 2022

Place: Heritage Ballroom, The Fullerton Hotel
1 Martin Place, Sydney NSW, Australia

The meeting room has a current capacity as a result of COVID-19 restrictions of 200 guests. Accordingly, shareholders are also invited to participate in the AGM online.

1. Participating in the AGM online

Shareholders can participate in the AGM online using the following link:

https://encore.com.au/EOS_AGM/

Participating in the AGM online enables shareholders to view and listen to the AGM live and submit questions during the AGM via email. You will not be able to vote during the AGM. You must vote online prior to the meeting or send your proxy form to Computershare Investor Services Pty Limited (**Computershare**) prior to 25 May 2022.

2. Voting

All votes on all resolutions to be considered at the AGM will be conducted via poll via Computershare, and the results will be announced by EOS to ASX and made available on the EOS website as soon as practicable after they are known.

On a poll

Each shareholder of EOS has one vote for each share held in EOS. You can vote by proxy. You can appoint a proxy to vote for you using the enclosed pre-printed personalised proxy form or by completing and lodging the proxy form online as per the instructions from Computershare on the enclosed proxy form.

You can also vote online using the links to Computershare website on the attached proxy form.

QUESTIONS

Please note that only shareholders may ask questions online. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the AGM and provide the full registered details of their shareholding with their question. All questions should be submitted by email to the Company Secretary at least three days prior to the AGM to enquiry@eos-aus.com.

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

AGENDA FOR AGM

Ordinary Business:

1. Consideration of Financial Statements and Reports

"To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2021."

There is no vote on this item.

2. Re-election of Dr Ben Greene as a Director

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

"That Dr Ben Greene, who retires by rotation in accordance with clause 60.1 of the Constitution of the Company, and, being eligible, be re-elected as a Director of the Company."

3. Re-election of Mr Geoffrey Brown as a Director

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

"That Mr Geoffrey Brown, who retires by rotation in accordance with clause 60.1 of the Constitution of the Company, and, being eligible, be re-elected as a Director of the Company."

4. Re-election of Ms Deena Shiff as a Director

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

"That Ms Deena Shiff, who was appointed as an additional Director of the Company on 7 December 2021 retires in accordance with clause 59.2 of the Constitution of the Company, and, being eligible, be re-elected as a Director of the Company."

5. Adoption of the Remuneration Report

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

"That the Remuneration Report section of the Directors' Report for the Company for the year ended 31 December 2021 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors of the Company.

DATED: 22 April 2022

By Order of the Board of Directors

Morgan Bryant
Company Secretary

Electro Optic Systems Holdings Limited

ACN 092 708 364

VOTING EXCLUSION STATEMENTS

Resolutions 2 – 4 (inclusive) – Re-election of Directors of the Company

Resolutions 2 – 4 (inclusive) relate to the re-election of Directors of the Company. No voting exclusion statement applies to these Resolutions.

Resolution 5 – Remuneration Report

Pursuant to section 250BD of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will disregard any votes cast on this resolution by, or on behalf of, a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report for the year ended 31 December 2021, or a closely related party of a KMP, whether the votes are cast as a Shareholder, proxy (where the appointment does not specify the way the proxy is to vote on the resolution) or in any other capacity.

However, the Company will not disregard a vote cast on this resolution pursuant to section 250BD of the Corporations Act if it is cast by:

- a person who is a KMP, as proxy for a person who is entitled to vote, and the appointment specifies the way the proxy is to vote on the resolution; or
- a person chairing the Meeting as proxy for a person who is entitled to vote, and the appointment expressly authorises the person chairing the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include the Company's Directors and certain senior executives.

Electro Optic Systems Holdings Limited

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EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared for the information of shareholders (**Shareholders**) of Electro Optic Systems Holdings Limited (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Shareholders of the Company to be held on Friday, 27 May 2022. Shareholders are specifically referred to the Glossary at the end of this Explanatory Memorandum which contains definitions of capitalised terms used in the Notice of Meeting and this Explanatory Memorandum.

1. Resolution 1 – Consideration of financial statements and reports

The Corporations Act requires the financial report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report for the last financial year to be laid before the Annual General Meeting. These reports are all included in the Company's Annual Report. A copy of the Annual Report will be available from the Company's website at <https://www.eos-aus.com/investor-centre/>.

There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

Shareholders will be given a reasonable opportunity to ask questions of a representative of the Company's auditor, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Company's financial statements and auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 2 – Re-election of Dr Ben Greene as a Director

Dr Ben Greene was appointed to the Board as an executive Director on 11 April 2002.

Dr Ben Greene, BE (Hons), Phd in Applied Physics, is the Chief Executive Officer of Electro Optic Systems. Dr Ben Greene is the founder of Electro Optic Systems Pty Limited. He is published in the subject areas of weapon systems, laser tracking, space geodesy, quantum physics, satellite design, laser remote sensing and the metrology of time. Dr Ben Greene is a member of the Australian Research Council Centre for Excellence for Engineered Quantum Systems, a past member of Australia's Prime Minister's Science, Engineering and Innovation Council, and has served as Deputy Chair of the Western Pacific Laser Tracking Network Council and CEO of the Cooperative Research Centre for Space Environment Management.

Dr Ben Greene has been a Director of the Company for twenty years.

Board recommendation

The Board (with Dr Ben Greene abstaining due to his personal interest in the resolution) recommends that Shareholders vote in favour of the re-election of Dr Ben Greene as a Director of the Company.

3. Resolution 3 – Re-election of Mr Geoffrey Brown AO as a Director

Mr Geoffrey Brown AO was appointed to the Board as a non-executive Director on 21 April 2016.

Mr Geoffrey Brown AO retired from the Royal Australian Air Force in July 2015 as Air Marshal in the position of Chief of Air Force. Among his qualifications, he holds a BEng (Mech) and a Master of Arts (Strategic Studies) and is a Fellow of the Institute of Engineering Australia and of the Royal Aeronautical Society. He is a Strategic Advisor to Lockheed Martin (Australia) Pty Limited, Chairman of the Sir Richard Williams Foundation and Chairman of the Advisory Board of CAE Asia Pacific. He is Chairman of the Nominations and Remuneration Committee and a member of the Audit and Risk Committee.

Mr Geoffrey Brown AO has been a Director of the Company for six years.

Board recommendation

The Board (with Mr Geoffrey Brown AO abstaining due to his personal interest in the resolution) recommends that Shareholders vote in favour of the re-election of Mr Geoffrey Brown AO as a Director of the Company.

4. Resolution 4 – Re-election of Ms Deena Shiff as a Director

Ms Deena Shiff was appointed to the Board as a non-executive Director on 7 December 2021.

Ms Deena Shiff, BSc Econ (Hons), LLB, Fellow AICD, has had a senior executive, legal and government career. She was the first woman to be appointed Group Managing Director at Telstra Corporation, is a former Partner at Mallesons Stephen Jacques and has served in regulatory in-house counsel roles. Ms Deena Shiff is currently Chair of the Supervisory Board of Marley Spoon AG and a non-executive director of Appen Limited and Pro Medicus Limited. She is also Chair of the Broadband Advisory Council and is on the Board of Opera Australia. Ms Deena Shiff was previously the Chairman of BAI Communications and a director of Infrastructure Australia and Export Finance Australia.

Ms Deena Shiff has been a Director of the Company for five months.

Board recommendation

The Board (with Ms Deena Shiff abstaining due to her personal interest in the resolution) recommends that Shareholders vote in favour of the re-election of Ms Deena Shiff as a Director of the Company.

5. Resolution 5 – Adoption of the Remuneration Report

The Annual Report for the year ended 31 December 2021 contains the Remuneration Report which sets out the remuneration policy of the Company and the remuneration arrangements in place with the Directors.

Under the provisions of the Corporations Act, the Shareholder vote on this resolution is advisory only and will not require the Company to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed. Notwithstanding the legislative effect of this requirement, the Board has determined that it will take the outcome of the vote into consideration when considering the Company's remuneration policy in future.

Glossary

In this Notice and Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or AGM or Meeting	the general meeting convened by this Notice.
Annual Report	the annual report of the Company for the year ended 31 December 2021.
ASX	ASX Limited ACN 098 624 691 or the securities market operated by it, as the context requires.
ASX Listing Rules	the listing rules of ASX.
Board	the board of Directors of the Company.
Chairman	the chairman of the Board of the Company, being Mr Peter Leahy.
Company or EOS	Electro Optic Systems Holdings Limited ACN 092 708 364.
Constitution	the constitution of the Company as amended from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Memorandum or Memorandum	this Explanatory Memorandum forming part of the Notice of Meeting.
KMP	key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include the Company's Directors and certain senior executives.
Notice or Notice of General Meeting or Notice of Meeting	The notice of general meeting including this Explanatory Memorandum.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of at least one Share.



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Entitlement to appoint proxies

A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies who need not be members of the Company.

Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. A proxy need not be a Shareholder of the Company.

Lodgement of Proxy Form

Forms to appoint proxies must be lodged with the Computershare not later than 09:30 am on Wednesday 25 May 2022 at GPO Box 242, Melbourne VIC 3001, Australia.

Proxies may also be faxed to Computershare on 1800 783 447 within Australia or (+61) 3 9473 2555 outside Australia.

Point at which Voting Rights are Determined

Regulation 7.11 of the Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of members will be taken for the purposes of determining member entitlements to vote at the meeting.

The Company's Directors have passed a resolution to the effect that all shares of the Company that are quoted on the ASX at 25 May 2022 at 07:00 pm shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.