

ASX ANNOUNCEMENT

27 May 2022

2022 ANNUAL GENERAL MEETING – RESULTS OF MEETING

Set out below are the results of the 2022 Annual General Meeting (**AGM**) held earlier today. All resolutions put to the AGM were decided by a poll.

Item	Resolution	Result
2	Remuneration Report	Passed as an advisory resolution
3	Election of Mr Richard Freudenstein	Passed as an ordinary resolution
4	Election of Mr Stuart Davis	Passed as an ordinary resolution
5	Re-election of Ms Vanessa Liu	Passed as an ordinary resolution
6	Grant of Performance Rights to Mr Mark Brayan	Passed as an ordinary resolution
7	Amendments to Constitution	Passed as a special resolution
8	Renewal of Proportional Takeover Provision	Passed as a special resolution
9	Spill Resolution	Not applicable given result of Item 2

In accordance with section 251AA(2) of the *Corporations Act 2001* (Cth) and ASX Listing Rule 3.13.2 the results of the AGM are provided in the attached document.

Authorised for release by the Company Secretary of Appen Limited.

Please contact for more information:

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ANNUAL GENERAL MEETING
Friday, 27 May, 2022

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	
2	REMUNERATION REPORT	N	35,320,920 92.58%	1,781,794 4.67%	210,038 0.55%	45,316	435,261 1.14%	402,577 1.06%	36,609,362 94.34%	2,196,475 5.66%	50,385	Carried
3	ELECTION OF DIRECTOR MR RICHARD FREUDENSTEIN	NA	36,920,180 77.01%	967,279 2.02%	210,927 0.44%	21,326	9,729,295 20.29%	113,957 0.24%	47,846,277 97.78%	1,085,257 2.22%	24,130	Carried
4	ELECTION OF DIRECTOR MR STUART DAVIS	NA	37,727,475 78.69%	164,414 0.34%	210,597 0.44%	17,226	9,719,434 20.27%	123,818 0.26%	48,645,856 99.40%	292,582 0.60%	17,226	Carried
5	RE-ELECTION OF DIRECTOR MS VANESSA LIU	NA	36,376,353 75.76%	1,513,074 3.15%	217,338 0.45%	12,947	9,720,847 20.25%	187,944 0.39%	47,298,509 96.52%	1,705,443 3.48%	17,251	Carried
6	GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO, MR MARK BRAYAN	NA	36,487,954 76.92%	832,013 1.75%	205,731 0.43%	5,316	9,431,270 19.88%	477,140 1.01%	47,088,263 97.28%	1,318,307 2.72%	25,554	Carried
7	AMENDMENT TO CONSTITUTION	NA	37,834,640 78.97%	32,591 0.07%	211,594 0.44%	40,887	9,662,769 20.17%	166,423 0.35%	48,672,106 99.59%	200,577 0.41%	68,921	Carried
8	RENEWAL OF PROPORTIONAL TAKEOVER PROVISION	NA	37,631,575 78.51%	245,934 0.51%	219,198 0.46%	23,005	9,715,083 20.27%	117,618 0.25%	48,522,833 99.25%	368,519 0.75%	53,761	Carried
9	SPILL RESOLUTION (CONDITIONAL ITEM)	NA	244,482 0.64%	36,679,459 96.58%	219,289 0.58%	214,838	435,035 1.15%	398,483 1.05%	Not applicable given outcome of Item 2	Not applicable given outcome of Item 2	Not applicable given outcome of Item 2	

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

Resolution proposed but not put to the meeting

No.	Short Description	Reason(s) for not putting to the meeting
9	SPILL RESOLUTION (CONDITIONAL ITEM)	Conditional Resolution - second strike not received