

ASX Announcement
6 September 2022

2022 AGM Notice of Meeting and Proxy Form

Sydney, Australia, 6 September 2022: Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Company) attaches the following documents in relation to FY2022 Annual General Meeting:

- AGM Notice of Meeting, including the Online Meeting Guide; and
- Proxy Form

- ENDS -

This announcement has been authorised for release by the Board of Atturra Limited.

About Atturra:

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services, and manufacturing industries. Atturra has partnerships with leading global providers including Microsoft, Boomi, Software AG, OpenText, Smartsheet, QAD, Infor and Solace and its clients are some of the largest public and private-sector organisations in Australia. For more information visit: www.atturra.com

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atturra

Atturra Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 7 October 2022

10.00AM AEDT

Held as a Virtual Meeting

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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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 1 September 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.atturra.com/meetings/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00AM AEDT on Friday, 7 October 2022 as a **virtual meeting**.

How Do I Participate in the Meetings Online?

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MQTGXY2> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

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

More information regarding participating in the AGM online can be found attached to this Notice of Meeting under Annexure A.

Voting by proxy

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

Online	Lodge the Proxy Form online at www.investorvote.com.au by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By hand	452 Johnston Street, Abbotsford Vic 3067

Your Proxy instruction 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 provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 10.00am AEDT on Friday, 7 October 2022 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders at 7.00pm AEDT on Wednesday, 5 October 2022.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2 – Re-election of Stephen Kowal as Director**

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

“That Stephen Kowal, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. **Resolution 3 – Re-election of Jonathan Rubinsztein as Director**

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

“That Jonathan Rubinsztein, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

4. Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 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 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
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Appointment of Auditor

5. Resolution 5 – Appointment of Auditor

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

“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, PricewaterhouseCoopers (ABN 52 780 433 757), having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately.”

Adoption of New Constitution

6. Resolution 6 – Adoption of Amended Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, approval is given that the constitution of the Company is amended in the manner set out in the Explanatory Statement, as tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately."

7. Resolution 7 - Grant of Performance Rights to Stephen Kowal, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 622,614 Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Long Term Incentive Plan to Mr Stephen Kowal, Director of the Company, 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 7 by or on behalf of:

- (a) A person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Long Term Incentive Plan; or
- (b) An associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary 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 directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company's key management personnel; or
 - (ii) a closely related party of a member of the Company's key management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's key management personnel.

BY ORDER OF THE BOARD

Kunal Shah
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 Annual General Meeting to be held at 10.00am AEDT on Friday, 7 October 2022 as a **virtual meeting**.

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 Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.atturra.com

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 30 September 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.atturra.com

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election/election of Directors

Resolution 2 – Re-election of Stephen Kowal as Director

Mr Stephen Kowal was appointed as a Director of the Company in October 2021, prior to the Company listing on the ASX in December 2021, and has not previously sought re-election.

Constitution and Listing Rules Requirements

Clause 20.7 of the Constitution requires that at every general meeting, an election of Directors must be held. All eligible Directors can seek re-election by the Shareholders. Further, ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Under clause 20.3(a) of the Constitution, the Board may appoint a person to be a Director of the Company at any time, except during a general meeting. As prescribed by clause 20.3(b) of the Constitution, any Director appointed in accordance with clause 20.3(a) automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

However, in accordance with clause 20.3(c), clause 20.3(b) of the Constitution does not apply in circumstances where a Director is appointed to fill a casual vacancy or as an additional Director to the Board prior to the Company's admission to the ASX. Any such Director is not required to stand for re-election at the next annual general meeting following the Company's admission to the ASX, provided the requirements of clause 20.6, (Rotation of Directors), is met.

Resolution

Notwithstanding clause 20.3(c), and in accordance with clause 20.7 of the Constitution, the Directors have agreed that Mr Kowal will voluntarily retire, and, being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Kowal is the CEO and Executive Director of Atturra. Stephen has been the CEO since early 2019 and, prior to his appointment, has held senior executive and non-executive positions in the IT and consultancy sectors since 2001. Prior to joining Atturra, Stephen led sales for the Australian and New Zealand division for DXC Technology, a US multinational business to business IT services provider.

Stephen was also previously the President for the Computer Sciences Corporation's (CSC) Australian and New Zealand Insurance and Banking business. Stephen is highly experienced across the insurance, banking, government, and natural resources sectors, holding several Chief Information Officer roles within the US, Chile, and Australia.

Stephen holds a Bachelor of Science from the University of NSW, a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia, and Diploma of Insurance from the Australian and New Zealand Institute of Insurance and Finance (ANZIF). ANZIF awarded Stephen the PC Wickens award in 2015.

Stephen is a Fellow of the Governance Institute of Australia, Fellow of the Financial Services Institute of Australia, Senior Associate of ANZIF and a member of the Australian Institute of Company Directors (AICD).

Directors' Recommendation

The Directors (excluding Mr Kowal) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Jonathan Rubinsztein as Director

Mr Jonathan Rubinsztein was appointed as a Director of the Company in November 2021, prior to the Company listing on the ASX in December 2021, and has not sought re-election since his appointment.

Constitution and Listing Rule Requirements

Please refer to Resolution 2, Re-election of Stephen Kowal as Director, for details relating to this background information.

Resolution

Notwithstanding clause 20.3(c), and in accordance with clause 20.7 of the Constitution, the Directors have agreed that Mr Rubinsztein will voluntarily retire, and, being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Rubinsztein is the CEO of Nuix. Nuix is an ASX-listed company and a leading provider of investigative analytics and intelligence software with a vision of “finding truth in the digital age”.

Prior to this, he was the Managing Director & CEO of Infomedia Ltd, an ASX Listed Company, providing SaaS solutions to the parts and service sector of the global automotive industry. Jonathan and the team grew the market capitalisation over 300% during the five and a half years that he led the business.

Prior to that, Jonathan was the CEO and one of the founding shareholders at Red Rock Consulting, the largest Oracle Consulting business in ANZ with eight offices and 600 staff. This was sold to UXC and then eventually acquired by DXC and is currently the Oracle practice within DXC called DXC Red Rock.

Jonathan was also a Founder and Director of RockSolid SQL, a company that built monitoring and automated data management software.

Jonathan has been on the board of a number of philanthropic ventures including Humanitix, the first not-for-profit ticketing platform that redistributes profits from booking fees to various charities. He has also been on the board of Missionvale, a not-for-profit organisation that provides love and care for the destitute and those with HIV/AIDS in the extremely poor township of Missionvale, Port Elizabeth, South Africa.

Directors' Recommendation

The Directors (excluding Mr Rubinsztein) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$144.39 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) acquisitions in line with the Company's business plans and strategy; and
- (b) the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.34 50% decrease in issue price	\$0.68 issue price ^(b)	\$1.36 100% increase in issue price
"A" is the number of shares on issue, ^(a) being 200,550,449 Shares	10% voting dilution ^(c)	20,055,044	20,055,044	20,055,044
	Funds raised	\$6,818,715	\$13,637,430	\$27,274,860
"A" is a 50% increase in shares on issue, being 300,825,673 Shares	10% voting dilution ^(c)	30,082,567	30,082,567	30,082,567
	Funds raised	\$10,228,073	\$20,456,146	\$40,912,291
"A" is a 100% increase in shares on issue, being 401,100,898 Shares	10% voting dilution ^(c)	40,110,089	40,110,089	40,110,089
	Funds raised	\$13,637,430	\$27,274,861	\$54,549,721

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 26 August 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 26 August 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's

15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has not previously sought Shareholder approval under Listing Rule 7.1A and therefore has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

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

Appointment of Auditor

Resolution 5 – Appointment of Auditor

Section 327A(1) of the Corporations Act provides that a public company must appoint an auditor at its first Annual General Meeting and thereafter to fill a vacancy in the office of auditor at each subsequent Annual General Meeting.

In accordance with Section 328B of the Corporations Act, the Company has received a valid notice of nomination which nominated PricewaterhouseCoopers (ABN 52 780 433 757) to be appointed as the auditor of the Company. A copy of the notice of nomination is set out in Annexure B of this Notice of Meeting.

PricewaterhouseCoopers (ABN 52 780 433 757) has given its written consent to act, in accordance with section 328A(1) of the corporations Act, as the Company's auditor subject to Shareholder approval of this Resolution 5.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint PricewaterhouseCoopers (ABN 52 780 433 757) as the auditor of the Company.

Directors' Recommendation

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

Resolution 6 – Adoption of Amended Constitution

The Company's current constitution was adopted and became effective on the date of registration of the Company on 20 October 2021, prior to the Company's admission to the ASX in December 2021.

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain recent changes to corporate governance practices, the Corporations Act 2001 and the Listing Rules.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the following key amendments:

- (a) Replace Clause 6.1(b) with the following:

Joint holders

The Company is not bound to register more than four persons as the holders of a Share (except in the case of personal representatives of a deceased Member).

- (b) Replace Clause 19.1 with the following:

Method of Voting

A resolution put to the vote at a meeting of Members must be decided on a poll if:

- (a) *it is a substantive resolution;*
- (b) *the notice of meeting set out an intention to propose the resolution and stated the resolution; or*
- (c) *the Company has given notice of the resolution in accordance with s2490 of the Corporations Act.*

Any other resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under Rule 19.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is required or demanded, the Chairman's declaration of a decision on a show of hands is final.

- (c) Replace Clause 19.3 with the following:

When and how polls must be taken

If a poll is demanded:

- (a) *if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to Rule 19.3(c), in the manner that the Chairman of the meeting directs;*
- (b) *in all other cases, the poll must be taken at the time and place and, subject to Rule 19.3(c), in the manner that the Chairman of the meeting directs;*
- (c) *votes which section 25088(1) of the Corporations Act requires to be cast in a given way must be treated as cast in that way;*
- (d) *a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways;*

- (e) *the result of the poll is the resolution of the meeting at which the poll was demanded; and*
- (f) *Members entitled to cast 5% of the votes that may be cast on the resolution on a poll (worked out as at the time specified in Rule 18.1) may request Company appoint an independent person to observe or scrutinise the outcome of a poll and prepare a report on the poll.*

Any request under Rule 19.3(f) must be in writing, identify the poll to which it relates and, in the case of an observer, be made no later than 5 Business Days before the day the meeting is held or, in the case of a scrutineer, be made no later than 5 Business Days after the day the meeting is held.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary on company.secretary@atturra.com.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Grant of Performance Rights

Resolution 7 - Grant of Performance Rights to Stephen Kowal, Director of the Company

Background

Prior to listing, the Company established a long term incentive plan (**LTI Plan**) as part of the overall remuneration strategy of the Company. Mr Kowal has already been granted 750,000 Performance Rights under the LTI Plan. Section 8.3.6.1 of the prospectus lodged by the Company with ASX on 17 November 2021 includes a summary of the terms of the LTI Plan.

Resolution 7 seeks Shareholder approval of the issue of a second tranche of 622,614 Performance Rights under the LTI Plan to Mr Kowal.

The objective of the LTI Plan is to allow the Board to grant Performance Rights to executives of the Company to:

- (a) assist in the reward, retention and motivation of executives;
- (b) link the reward of executives to performance and the creation of Shareholder value;
- (c) align the interests of executives more closely with the interests of shareholders by providing an opportunity for executives to receive Shares;
- (d) provide executives with the opportunity to share in any future growth in value of the Company; and
- (e) provide greater incentive for executives to focus on the Company's longer-term goals.

ASX Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under ASX Listing Rule 10.14, separate approval under ASX Listing Rules 7.1 and 10.11 is not required to issue the Performance Rights to Mr Kowal.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Kowal.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Kowal. If this occurs, the Company will consider other forms of performance-based remuneration for Mr Kowal, such as cash remuneration, which is to be determined by the Board.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity

controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors (being Mr Shan Kanji, Ms Nicole Bowman and Mr Jonathan Rubinsztein) carefully considered the issue of these Performance Rights to Mr Kowal, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights, and the responsibilities held by Mr Kowal in the Company.

Accordingly, the non-conflicted Directors believe that the issue of these Performance Rights to Mr Kowal fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Performance Rights to Mr Kowal requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

LTI Plan and issue of Performance Rights

The Board is responsible for administering the LTI Plan in accordance with the rules of the LTI Plan and the terms and conditions of the specific grants to participants under the LTI Plan.

The Board is cognisant of the general Shareholder opinion that long-term equity-based rewards for staff should be linked to the achievement by the Company of performance conditions.

Mr Kowal, who is Chief Executive Officer and a Director of the Company receives a fixed base remuneration of \$400,000 per annum (including superannuation) and has previously been granted 750,000 Performance Right under the LTI Plan. Shareholders are referred to the remuneration report for further details of Mr Kowal's remuneration.

The number of Performance Rights has been calculated by dividing \$400,000 (being Mr Kowal's on target long term incentive plan remuneration per annum) by 64.2453 cents, being the rounded VWAP on 16 August 2022, being the date of preparation of the agreement relating to Mr Kowal's long term incentive.

The percentage (if any) of the 622,614 Performance Rights that will vest is to be determined in accordance with the shareholder return post 16 August 2022 (**Reference Date**) taking into account:

- (a) any dividends paid per Share since the Reference Date; plus or minus
- (b) any increase or decrease in Share price from:
 - (i) 64.2 cents per Share (being an agreed VWAP calculation as at the Reference Date); to
 - (ii) the Share closing share price on the 5th trading day after the date of announcement of the FYE 2025 annual results,

as set out in the below table (**Performance Criteria**).

Shareholder return	Percentage of the 622,614 Performance Rights that will vest
≥ 33%-42.3%	40%
≥ 42.4%-52.0%	60%
≥ 52.1%-62.1%	80%

≥ 62.2%	100%
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If the Performance Criteria are satisfied and Mr Kowal is otherwise entitled to be allocated Shares, (including a requirement that he is an Eligible Employee on the relevant allocation date) the Company will allocate:

- (a) half of the 622,614 Shares in December 2025, being 311,307 Shares; and
- (b) the other half of the 622,614 Shares in December 2026, being 311,307 Shares,

If Mr Kowal ceases to be employed by a subsidiary of the Company prior to 30 June 2026 by reason of retirement, redundancy, death or total and permanent disablement, the Board may, in its discretion, waive some or all of the Performance Criteria and determine the number of Performance Rights that may vest. Otherwise, if Mr Kowal ceases to be an employee of the Company for any other reason, his Performance Rights will lapse. If Mr Kowal's employment is terminated because Mr Kowal has been dismissed for cause, committed fraud, theft or other gross misconduct, or brought an employing company into disrepute, Mr Kowal will forfeit all of his Performance Rights on the date that the Board makes that determination even if Mr Kowal has satisfied the Performance Criteria.

Upon the vesting of the Performance Rights, and subject to any adjustments in accordance with the rules of the LTI Plan, one Share will be automatically issued to Mr Kowal or his nominee for each Performance Right that vests (unless the Board exercises its discretion to pay a cash equivalent). Shares may be issued or acquired on market to satisfy Mr Kowal's entitlement to Shares on vesting of the Performance Rights. Mr Kowal or his nominee will not be required to pay any exercise price to the Company on the vesting of any Performance Rights.

The Performance Rights expire on 30 June 2027 if not vested prior to that date.

Rights attaching to Performance Rights

A Performance Right is a right to acquire one Share which will be allocated once the Performance Right has vested.

A Performance Right does not give the holder a legal or beneficial right to Shares and does not enable the participating executive, in this case Mr Kowal, to receive dividends or any other shareholder benefit by virtue of the issue of these rights unless and until that Performance Right has been vested and the Share allocated.

Restrictions

Mr Kowal must not assign, transfer, sell, grant any encumbrance over or otherwise deal with his Performance Rights. However, once the Performance Rights have vested, Mr Kowal may deal with the Shares allocated as he wishes.

Amendments

The Board may at any time amend the LTI Plan or waive or amend the application of any rules of the LTI Plan in relation to a participant with retrospective effect.

However, where any amendments will reduce any of the participant's rights in respect of their Performance Rights or Shares, the Board must obtain the prior written consent of a least 75% of the participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications in respect of the LTI Plan arising from changes to relevant tax guidance.

The Board may also waive, amend or replace any performance measure in a performance criteria attaching to a Performance Right if the Board determines that the original performance criteria is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the

opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

Specific information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 7:

- (a) subject to Shareholder approval, the Performance Rights will be issued under the LTI Plan to Mr Kowal, who is Chief Executive Officer and Director of the Company;
- (b) Mr Kowal is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.14.1;
- (c) the total number of Performance Rights to be issued to Mr Kowal is 622,614 Performance Rights;
- (d) Mr Kowal's current total remuneration package as at the date of this Notice of Meeting is:
 - (i) Base Remuneration (including superannuation): \$400,000 with effect from 19 August 2022;
 - (ii) Performance Rights: 1,372,614; and
 - (iii) Additional incentives / bonuses: short term incentive of \$400,000 (including superannuation) for meeting the target, with an over-performance element capped at \$436,000 for FY 23;
- (e) Mr Kowal has previously been issued with 750,000 Performance Rights under the LTI Plan. Mr Kowal has not paid any acquisition price to acquire these Performance Rights;
- (f) a summary of the material terms of the Performance Rights proposed to be issued to Mr Kowal is set out above;
- (g) Performance Rights are being issued to Mr Kowal to provide an incentive component in his remuneration package to retain his services, motivate performance, and reward the achievement of performance hurdles within a specified period. The Board considers this to be a cost-effective remuneration practice which is reasonable given that the vesting conditions and performance hurdles will align the interests of Mr Kowal with those of Shareholders;
- (h) the Company considers that the Performance Rights to be issued to Mr Kowal have an approximate value of \$400,000;
- (i) subject to Shareholder approval being obtained, the Performance Rights will be issued to Mr Kowal no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules), and it is anticipated that the Performance Rights will be issued on one date;
- (j) the Performance Rights to be issued to Mr Kowal, and any Shares to be allocated on vesting of the Performance Rights, will be provided for nil cash consideration;
- (k) a summary of the material terms of the LTI Plan is set out above;
- (l) no loans will be made to Mr Kowal in relation to the issue, vesting or exercise of the Performance Rights;

- (m) details of any securities issued under the LTI Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the LTI Plan after Resolution 7 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14; and
- (o) a voting exclusion statement in respect of Resolution 7 is included in this Notice of Meeting.

Directors' Recommendation

The Directors (other than Mr Kowal) recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on company.secretary@atturra.com if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

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.

Auditor's Report means the auditor's report of PricewaterhouseCoopers for the Financial Year ended 30 June 2022, as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair or **Chairman** means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Atturra Limited ACN 654 662 638

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

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

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 6 September 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Computershare Limited.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ONLINE MEETING GUIDE



GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

Search for meeting

Australia

Filter

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

Shareholder
Invitation
Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

Country

Post Code

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder
Invitation
Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder
Invitation
Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name

Last Name

Email

Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the top navigation bar with 'Vote' selected. Below it, there is a section titled 'Items of Business'. Two items are listed: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the top navigation bar with 'Q & A' selected. Below it, there is a text input field labeled 'Your questions(s)'. Below the input field, there is a dropdown menu showing '3 Adoption of Remuneration Report'. At the bottom, there is a text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible below the input field.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the top navigation bar with 'Documents' selected. Below it, there are two document options listed in boxes: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.



19 August 2022

Company Secretary,
Atturra Limited,
Kanji Group Pty Limited,
'Aurora Place' Level 33,
88 Phillip Street, Sydney,
NSW 2000

Dear Sirs,

NOMINATION OF AUDITOR – ATTURRA LIMITED

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I Stephen Kowal, a Shareholder of Atturra Limited (ACN 654 662 638) (Company), hereby nominate PricewaterhouseCoopers (ABN 52 780 433 757) for appointment as auditor of the Company at the next Annual General Meeting.


Yours Faithfully,

Stephen Kowal

Stephen Kowal

CEO, Atturra

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact

ATA



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AEDT) on Wednesday, 5 October 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. 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. 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 securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 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 securityholder or proxy is to participate in the meeting 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 and select "Printable Forms".

Lodge your Proxy Form:

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: 181330
SRN/HIN

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Atturra Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. 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 Meeting, as my/our proxy to act generally at the meeting 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 of Atturra Limited to be held as a virtual meeting on Friday, 7 October 2022 at 10.00am (AEDT) 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 Meeting 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 Resolutions 1 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7 are 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 Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7 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
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Stephen Kowal as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Jonathan Rubinsztein as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Adoption of Amended Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Grant of Performance Rights to Stephen Kowal, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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