

14 October 2022

Dear Shareholders,

Allkem Limited - 2022 Annual General Meeting

The Annual General meeting of Allkem Limited (ASX: AKE) (**Allkem** or **the Company**) will be held at 10:30am (AEDT) on Tuesday, 15 November 2022. Shareholders may attend the meeting either physically or online in accordance with the instructions in the enclosed Notice and Access Form.

1. Accessing the Notice of Meeting

As permitted by the *Corporations Act 2001* (Cth), Allkem will not be posting hard copies of the notice of meeting and accompanying explanatory notes (**Notice of Meeting**) to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only.

The Notice of Meeting can be viewed or downloaded from the Company's website at <https://www.allkem.co/investors/asx-announcements> or on the ASX announcements platform at www.asx.com.au.

Shareholders who wish to update their communications preferences, or sign up to receive shareholder communications via email, are able to update their details at:

www.computershare.com.au/easyupdate/AKE.

2. Proxy Forms

For those shareholders that have not elected to receive communications by email, a copy of your personalised Proxy Form is enclosed. Completed Proxy Forms should be provided to the Company's share registrar, Computershare Investor Services Pty Ltd, as follows:

Online or by mobile: Enter the control number, SRN/HIN and postcode shown on the first page of the Proxy Form at: www.investorvote.com.au

By mail: Allkem Limited C/- Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001 Australia

By fax: Allkem Limited C/- Computershare Investor Services Pty Ltd (within Australia) 1800 783 447 (outside Australia) +61 3 94732555

Custodian voting: For Intermediary Online subscribers only:
www.intermediaryonline.com

Completed Proxy Forms must be received by Computershare Investor Services Pty Ltd by no later than 10:30am (AEDT) on Sunday, 13 November 2022. The Company strongly encourages all Shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

3. Submitting Questions

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company may be submitted to the Company. Shareholders may also submit questions to the Company's Auditor about the conduct of the audit, the preparation and



content of the Auditor's Report, the Company's accounting policies, and the independence of the Auditor.

Written questions must be submitted to the Company by no later than Tuesday, 8 November 2022 (being five business days before the date of the Annual General Meeting), and may be sent via post to Allkem's registered office at Riparian Plaza, Level 35, 71 Eagle Street Brisbane QLD 4000 or by email to info@allkem.co.

The 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.

Yours sincerely,

Martin Rowley
Chairman



Notice of Annual General Meeting and Explanatory Notes 2022

Notice is given that the Annual General Meeting of Allkem Limited will be held at:

Date of Meeting	Tuesday, 15 November 2022
Time of Meeting	10:30am (AEDT)
Place of Meeting	In person at Museum of Sydney, corner of Bridge St and Phillip Street, Sydney New South Wales and virtually via the online platform: https://meetnow.global/MWCG64G

COVID-19

In the interests of the health and safety of Shareholders, Company employees and the broader community during the ongoing COVID 19 pandemic, the AGM will be held in a hybrid format this year, meaning that Shareholders may attend at the physical location or virtually. Further information regarding participation in the Meeting is set out on page 2 of this document.

The Company will notify Shareholders of any changes to the way in which the Meeting is to be held by way of an ASX announcement and via its website at www.allkem.co. Shareholders should therefore monitor the ASX and the Company's website for any updates in relation to the Meeting.

Voting Eligibility

The Directors have determined, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT), on Sunday, 13 November 2022.

Allkem Limited

ACN 112 589 910

Address Riparian Plaza—Level 35 71 Eagle Street, Brisbane QLD 4000 AUSTRALIA

Phone +61 7 3064 3600 **Fax** +61 7 3064 3699

Email info@allkem.co **Web** allkem.co

Notice of Annual General Meeting

Allkem Limited (ACN 112 589 910) (**Company**) will hold an Annual General Meeting on Tuesday, 15 November 2022 at 10:30am (AEDT) in person at Museum of Sydney, corner of Bridge St and Phillip Street, Sydney New South Wales and virtually via an online platform at: <https://meetnow.global/MWCG64G> (**Meeting** or **AGM**).

In addition to this Notice of Meeting, Allkem Shareholders should visit www.allkem.co where any further important information about the Annual General Meeting will be available.

How to Attend and Participate in the Meeting

Attending Physically

In the interests of the health and safety of Shareholders, Company employees and the broader community during the COVID 19 pandemic, the AGM will be held in a hybrid format this year, meaning that Shareholders may attend in person or virtually.

If attending in person, please attend the Meeting on the date and at the place set out above. If you wish to attend the Meeting, please arrive 20 minutes prior to the start of the Meeting to facilitate the registration process.

At the physical Meeting, the Company will comply with any social distancing government COVID-19 requirements that may apply at the time. This may include limiting the number of attendees at the Annual General Meeting or refusing entry to visitors. We ask that you do not attend the Annual General Meeting if you feel unwell or have been in contact with someone who may have COVID-19.

Attending Online

Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meeting online (including listening to the Meeting live, viewing slides, asking questions during the Meeting (verbally or in writing) and voting during the Meeting) from their computer or mobile device via the Computershare online virtual meeting platform at <https://meetnow.global/MWCG64G>.

The Computershare online virtual meeting platform is accessible on any internet browser.

Upon entering the URL noted above, Shareholders (or their attorneys or corporate representatives) should then log in to the virtual meeting by entering:

- a. for Australian residents:
 - » their “username” which is their SRN/HIN; and
 - » their “password”, which for Australian residents is their postcode; or
- b. for overseas residents, their SRN/HIN and three letter country code.

Proxyholders should contact the Company’s share registry, Computershare Investor Services, on +61 3 9415 4024 to receive their login information.

More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Computershare Online Meeting Guide (attached).

Participation in the Meeting

The Company welcomes the participation of Shareholders in the Meeting. Shareholders who attend the Meeting will be provided with an opportunity to ask questions of the Board and the external auditors.

For information relating to voting in respect of the Meeting please see pages 5 and 6 of this Notice of Meeting.

Items of Business

The items of business should be read in conjunction with the Explanatory Notes.
The Explanatory Notes form part of this Notice of Meeting.

Financial and Other Reports

To receive, consider and discuss the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022.

Resolution 1—Adoption of Remuneration Report

To consider and, if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

“that, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the year ended 30 June 2022 is adopted.”

Under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and will not bind the Directors or the Company.

A voting prohibition statement applies and is set out in the Explanatory Notes.

Resolution 2—Election of Director—Peter Coleman

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

“that, for the purpose of clause 74.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Peter Coleman, appointed as a Director on 3 October 2022, retires and being eligible is elected as a Director.”

Resolution 3—Re-election of Director—Richard Seville

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

“that Richard Seville who retires by rotation in accordance with clause 75 of the Constitution and ASX Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company.”

Resolution 4—Re-election of Director—Fernando Oris de Roa

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

“that Fernando Oris de Roa who retires by rotation in accordance with clause 75 of the Constitution and ASX Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company.”

Resolution 5—Re-election of Director—Leanne Heywood

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

“that Leanne Heywood who retires by rotation in accordance with clause 75 of the Constitution and ASX Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company.”

Resolution 6—Adoption of new constitution

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“that the adoption of a new Constitution, as tabled at the Meeting and signed by the Chair of the Meeting for identification purposes and referred to in the Explanatory Notes accompanying this Notice, in place of the existing Constitution, is approved, with effect from the close of the Meeting.”

Resolution 7—Adoption of proportional takeover provisions (in new constitution)

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“that, conditional on Resolution 6 being passed, the Proportional Takeover Provisions set out in the Explanatory Notes are inserted into the new Constitution approved under Resolution 6, with effect from the close of the Meeting.”

Resolution 8—Approval of Non-Executive Director Share Plan and Grants of Share Rights Under It

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

“that, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company’s Non-Executive Director Share Plan and its terms and conditions, as summarised in the Explanatory Notes to this Notice of Meeting, and the grant of Share Rights, and the allocation of resulting Shares on vesting of those Share Rights, under the Non-Executive Director Share Plan over the next three years and as otherwise described in the Explanatory Notes, are approved.”

A voting exclusion statement and a voting prohibition statement apply and are set out in the Explanatory Notes.

Resolution 9—Approval of Performance Rights and Option Plan and Issues of Securities Under It

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

“that, for the purposes of ASX Listing Rule 7.2, exception 13(b) and for all other purposes, the Company’s Performance Right and Option Plan and its terms and conditions, as summarised in Schedule 6 to the Explanatory Notes accompanying this Notice of Meeting, and the issue of up to 31,880,000¹ Performance Rights and Options under the Company’s Performance Right and Option Plan over the next three years and as otherwise described in the Explanatory Notes, are approved.”

A voting exclusion statement and a voting prohibition statement apply and are set out in the Explanatory Notes.

Resolution 10—Grant of STI Performance Rights to the CEO and Managing Director

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

“that for the purpose of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and all other purposes:

- i. *the grant to the Chief Executive Officer and Managing Director, Mr Martin Pérez de Solay (or his nominee) of 48,189 STI Performance Rights under the Company’s Performance Rights and Options Plan; and*
- ii. *the issue or transfer to Mr Pérez de Solay (or his nominee) of up to 48,189 resulting Shares on vesting and exercise of those STI Performance Rights,*

is approved.”

A voting exclusion statement and a voting prohibition statement apply and are set out in the Explanatory Notes.

Resolution 11—Grant of LTI Performance Rights to the CEO and Managing Director

To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

“that for the purpose of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and all other purposes:

- i. *the grant to the Chief Executive Officer and Managing Director, Mr Martin Pérez de Solay (or his nominee), of 120,473 LTI Performance Rights under the Company’s Performance Rights and Options Plan; and*
- ii. *the issue or transfer to Mr Pérez de Solay (or his nominee) of up to 120,473 resulting Shares on vesting and exercise of those LTI Performance Rights,*

is approved.”

A voting exclusion statement and a voting prohibition statement apply and are set out in the Explanatory Notes.

¹ This figure is not an indication of the actual number of Performance Rights that will be issued under the Plan but is rather a “ceiling” for the purposes of Listing Rule 7.2 (Exception 13(b)).

Voting and Proxy Information

Determination of Resolutions

All Resolutions will be decided by poll rather than by show of hands.

Voting Eligibility

The time for determining eligibility to vote at the Meeting is set out on the front page of the Notice of Meeting. Only those Shareholders entered on the register of Shareholders at that time will be entitled to participate and vote at the Meeting, either in person, by proxy or attorney, or in the case of a corporate Shareholder, by a body corporate representative. Share transfers registered after that time will be disregarded in determining voting entitlements at the Meeting.

Voting In Person

Shareholders entitled to vote at the Meeting (or their proxies, attorneys or corporate representatives who have been properly appointed—refer below) may attend the Meeting and vote in person.

For those participating electronically, voting will occur via the online platform at <https://meetnow.global/MWCG64G> in accordance with the provisions of this Notice, the instructions for voting set out on that platform and in the Computershare Online Meeting Guide accompanying this Notice.

Voting By Proxy

Shareholders entitled to vote at the Meeting may appoint a proxy to participate and vote on their behalf. To appoint a proxy, a Shareholder should complete the Proxy Form provided to it and submit that completed Proxy Form online, by mobile, by post or by fax in accordance with the instructions set out below.

A proxy need not be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If proxy holders vote, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. If a proxy has 2 or more appointments that specify different ways to vote on the resolution—the proxy must not vote on a show of hands.

The Chair of the Meeting intends to vote undirected proxies in favour of each Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

In relation to Resolutions 1, 8, 9, 10 and 11:

- A Shareholder who appoints a member of the Key Management Personnel, or a Closely Related Party of such a member, as a proxy, should ensure that the appointment directs the proxy as to how to vote on Resolutions 1, 8, 9, 10 and 11 (by marking “For”, “Against” or “Abstain”); and
- A Shareholder who appoints the Chair as their proxy can direct them how to vote on Resolutions 1, 8, 9, 10 and 11 (in the manner specified above) or can choose not to mark any of the boxes and give the Chair the express authority to vote the undirected proxy (in which case the Chair intends to vote in favour of each Resolution in this Notice of Meeting as noted above).

To vote by proxy, please complete the Proxy Form provided to Shareholders. Completed Proxy Forms should be sent to the Company's share registrar, Computershare Investor Services Pty Ltd, as follows:

Online or by Mobile

Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at:
www.investorvote.com.au

By Mail

Allkem Limited C/- Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001 Australia

By Fax

Allkem Limited C/- Computershare Investor Services Pty Ltd (within Australia) 1800 783 447 (outside Australia) +61 3 94732555

Custodian Voting

For Intermediary Online subscribers only:
www.intermediaryonline.com

Completed Proxy Forms must be received by Computershare Investor Services Pty Ltd by no later than 10:30am (AEDT) on Sunday, 13 November 2022.

For all enquiries regarding how to vote, contact Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Attorneys and Corporate Representatives

Shareholders entitled to vote at the Meeting may, by a power of attorney, appoint an attorney to participate in and vote at the Meeting online.

Corporate Shareholders entitled to vote at the Meeting may appoint an individual to act as their representative to attend and vote at the Meeting online. The Company will require a certificate of appointment of the representative to be executed by the Shareholder in accordance with the Corporations Act. An appointment form may be obtained from Computershare Investor Services Pty Limited by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or from www.investorcentre.com/au under "Printable Forms".

The power of attorney or certificate of appointment, as applicable, should be received by Computershare Investor Services Pty Limited by 10:30am (AEDT) on Sunday, 13 November 2022 in either of the following ways:

- by post to GPO Box 2975 Melbourne VIC 3001 Australia
- by fax: from within Australia 1800 783 447; from outside of Australia +61 3 9473 2555

By order of the Board

John Sanders

Company Secretary

Dated this 14 day of October 2022

Explanatory Notes

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company.

The Directors urge Shareholders to read these Explanatory Notes in full before making any decision in relation to the Resolutions. The Directors also recommend that Shareholders read the instructions on the Proxy Form in full if they intend to vote by proxy.

Financial and Other Reports

The Financial Report of the Company for the year ended 30 June 2022, together with the Directors' Report and the Auditor's Report for that same period, will be tabled at the Annual General Meeting.

This item of business provides a reasonable opportunity for Shareholders to comment on and ask questions about the financial condition of the Company, as well as its business, operations and management. There is no requirement for Shareholders to approve these reports.

The Company's Auditor, Mr. Andrew Carrick of Ernst & Young, will be present at the Annual General Meeting and Shareholders will have an opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies, and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about any of the matters mentioned above, may be submitted to the Company by no later than five business days before the date of the Annual General Meeting (to its registered office at Riparian Plaza, Level 35, 71 Eagle Street Brisbane QLD 4000 or by email to info@allkem.co).

Resolution 1—Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the company's remuneration report be adopted be put to the vote. The Remuneration Report for the Company can be found in the Directors' Report contained in the Company's 2022 Annual Report.

The Remuneration Report contains information regarding:

- remuneration policy and strategy;
- the structure of non-executive Director, CEO and certain other senior executive remuneration arrangements, and how the Company seeks to align senior executive remuneration with Company performance; and
- the remuneration of non-executive Directors, the CEO and certain other senior executives for the year ended 30 June 2022.

This item provides an opportunity for Shareholders to comment on, and ask questions about, the Remuneration Report.

The vote on Resolution 1 is advisory only and will not bind the Company or the Directors of the Company.

However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Directors' Recommendation and Voting Intention

The Directors consider that adoption of the Remuneration Report is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to vote any available, undirected proxies in favour of Resolution 1.

Voting Prohibition Statement

A vote on this Resolution must not be cast in any capacity by or on behalf of the following persons:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b. a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- c. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- d. the voter is the Chair and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolutions 2 to 5— Election of Directors

Rotation of Directors

The ASX Listing Rules and the Constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election (as the case may be).

Pursuant to ASX Listing Rule 14.4 and rule 75 of the Constitution, Mr. Richard Seville, Mr. Fernando Oris de Roa and Ms. Leanne Heywood retire by way of rotation and, being eligible, offer themselves for re-election as a Director of the Company.

Ratification of Election of Directors

Pursuant to ASX Listing Rule 14.4, a person appointed to fill a casual vacancy or as an additional director to an entity (other than a managing director) must not continue to hold office past the next annual general meeting following his or her appointment unless he or she has been elected as a director pursuant to an ordinary Resolution of shareholders. Clause 74.2 of the Existing Constitution is to the same effect.

On 3 October 2022, Mr. Robert Hubbard retired as a Director of the Company. In addition, on 3 October 2022, Mr. Peter Coleman was appointed as a Director of the Company. As previously announced, subject to Mr. Coleman being elected by Shareholders at the Meeting, the Board intends to appoint Mr. Coleman as Chair of the Company with effect from the conclusion of the Meeting.

This Meeting is the first annual general meeting of the Company since that time. Accordingly, the Directors listed below, being eligible, seek election by Shareholders at this Meeting.

Qualifications and Other Material Directorships

A description of the experience and qualifications of those Directors seeking election is set out below.

Peter Coleman

BEng, MBA, FTSE, MAICD, D.Eng (Hon), D.Law (Hon)

Chair-elect

Experience/qualifications

Mr. Peter Coleman is the former Chief Executive Officer and Managing Director of Woodside Energy Group Limited, Australia's largest independent gas producer, having served in that role from 2011 until his retirement in June 2021.

Prior to joining Woodside, Mr. Coleman spent 27 years with the ExxonMobil group in a variety of roles, including Vice President—Asia Pacific from 2010 to 2011 and Vice President—Americas from 2008 to 2010.

Mr. Coleman is currently a Non-Executive Director of NYSE listed Schlumberger Limited (since 2021) and is the Chair of Infinite Green Energy, an unlisted Australian green hydrogen renewable energy company (since August 2021). He is also the Chair of H2EX, an unlisted Australian hydrogen exploration start-up (since April 2022) and the Chair of DIRECT Infrastructure, an unlisted Australian-based offshore wind developer (since June 2022).

Since 2012 Mr. Coleman has been an adjunct professor of corporate strategy at the University of Western Australia Business School and, has Chaired the Australia Korea Foundation since 2016. He is the recipient of an Alumni Lifetime Achievement Award from Monash University and a Fellowship from the Australian Academy of Technological Sciences and Engineering. Mr. Coleman has been awarded Honorary Doctoral degrees in Law and Engineering from Monash and Curtin Universities respectively and, was awarded the Heungin Medal for Diplomatic service by the republic of South Korea.

Directorships of other listed companies

Schlumberger Limited (NYSE)

Richard Seville

BSc (Hons) Mining Geology, MEngSc Rock Engineering, MAusIMM, ARSM

Director since 2007

Experience/qualifications

Richard is a mining geologist and geotechnical engineer with over 35 years' experience in the resources sector including over 25 years' experience as either Managing Director or Executive Director of various ASX, TSX or AIM listed companies.

Richard was the founding Managing Director of Allkem until he stepped down from the position in 2019.

Directorships of other listed companies

Agrimin Limited (Chairperson) and Oz Minerals

Fernando Oris de Roa

MPA, Harvard Kennedy School of Government

Non-Executive Director since 2010

Experience/qualifications

Fernando was appointed a Director in June 2010. Fernando is a highly successful business leader with a history of developing and operating large enterprises within Argentina and has a reputation for upholding integrity and social responsibility in his business practices. He was also appointed as Ambassador of Argentina to the United States serving during 2018 and 2019.

Directorships of other listed companies

Nil

Leanne Heywood

OAM BBus(Acc) MBA FCPA GACID

Non-Executive Director since 2016

Experience/qualifications

Leanne was appointed a Director in September 2016. Leanne is an experienced ASX non-executive director with over 25 years corporate experience in the mining sector, including 10 years with Rio Tinto. Her experience includes strategic marketing, business finance and compliance and she has led organisational restructures, disposals and acquisitions.

Directorships of other listed companies

Midway Limited, Quickstep Holdings Limited and Symbio Holdings Ltd

Independence

The Board considers that, if elected:

- Mr. Fernando Oris de Roa and Ms. Leanne Heywood will be independent Directors; and
- Mr. Richard Seville will be a non-independent Director due to his length of service as a Director and the fact that he is a former CEO of the Company and was appointed as a Non-Executive Director without a period of at least three years between him ceasing such employment and serving on the Board.

The Board has determined that Mr. Peter Coleman will be the independent Chair of the Company.

Directors' Recommendation and Voting Intention

The Directors consider that the election of each of these Directors is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolutions 2 to 5.

Reasons for the Board's recommendation in respect of Chair-elect include:

- Mr. Peter Coleman's extensive experience as a senior executive and director of public and private companies with global operations and activities relevant to those of the Company; and
- That Mr. Coleman does not have a pre-existing relationship with Allkem or any other Director, such that he will be in a position to apply an independent perspective to the discharge of their duties as Chair.

Reasons for the Board's recommendation in respect of the re-election of Mr. Seville, Mr. Oris de Roa and Ms. Heywood include:

- their extensive knowledge of the business and assets of Allkem;
- the range of skills that each of them brings to the Board which, together with the other Directors, ensures an appropriately diverse skills matrix for the Board; and
- the continuity benefits arising from the election of incumbent Directors, including their ability to oversee the ongoing implementation of the Company's strategy.

Each Director intends to vote all Shares controlled by them in favour of Resolutions 2 to 5. The Chair intends to vote any undirected proxies in favour of Resolutions 2 to 5.

Resolution 6—Adoption of New Constitution

The Company's current Constitution is in substantially the same form as adopted in 2005 (**Existing Constitution**). Since the Existing Constitution was first adopted, there have been a number of changes to the Company, developments in law, ASX Listing Rules, technology, corporate governance principles, and general corporate and commercial practice for ASX listed entities. Accordingly, the Company has conducted a review of the constitution to bring it into line with current law and best market practice.

The Board recommends that the Existing Constitution is replaced, in its entirety, with a new Constitution that better reflects and responds to the current law, ASX Listing Rules and market practice; rather than Shareholders being asked to approve amendments to the Existing Constitution by inserting a multitude of specific updates and amendments. The purpose of this Resolution is for shareholders to approve the adoption of a new Constitution.

The proposed new Constitution has been reviewed by ASX in accordance with ASX Listing Rule 15.1.1, and is available for review at the Company's website (at www.allkem.co/investors) (**Proposed Constitution**). A complete copy of the Proposed Constitution will be sent to Shareholders (free of charge) upon written request to the Company Secretary.

Summary of Material Changes

A summary of the material differences between the Existing Constitution and the Proposed Constitution is set out in Schedule 1. Shareholders should bear in mind that the summary in Schedule 1 is not exhaustive and does not identify all of the differences between the Existing Constitution and the Proposed Constitution.

Importantly, the Proposed Constitution does not contemplate any fundamental changes to Shareholders' rights, such as the right to vote at a general meeting or to participate in dividends.

Nature of Approval

Resolution 6 must be passed as a special resolution, meaning that at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution.

Shareholders are being asked to separately consider whether the Company should adopt proportional takeover provisions in accordance with section 648G of the Corporations Act. This is set out in Resolution 7 and the corresponding Explanatory Notes. The Proposed Constitution—without these additional provisions—is available for review at the Company's website (at www.allkem.co/investors). If Resolution 7 is passed, the Proposed Constitution will also incorporate those relevant provisions and a consolidated version will be made available on the Company's website.

Directors' Recommendation and Voting Intention

The Directors consider that adoption of the Proposed Constitution is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 6.

Each Director intends to vote all Shares controlled by them in favour of Resolution 6. The Chair intends to vote any undirected proxies in favour of Resolution 6.

Resolution 7—Adoption of Proportional Takeover Provisions (in New Constitution)

Pursuant to section 648G of the Corporations Act, and subject to Resolution 6 being passed, the Company proposes to amend the Proposed Constitution by inserting new articles prohibiting the registration of transfers of securities acquired under a proportional takeover bid unless a resolution is passed by holders (of bid class securities) approving the making of offers. The form of the proposed articles is set out in Schedule 2 to this Notice of Meeting (**Proportional Takeover Provisions**).

Resolution 7 must be passed as a special resolution, meaning that at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution.

Effect of the Proportional Takeover Provisions

If the proposed Proportional Takeover Provisions are adopted and a proportional takeover bid is subsequently made for a class of securities in the Company, the Directors will be required to either:

- convene a general meeting of Shareholders to vote on a resolution to approve the making of offers under the proportional takeover bid; or
- to conduct a postal ballot to approve the making of offers under the proportional takeover bid.

In either case, the resolution must be voted on at least 15 days before the bid closes (**Voting Period**). The bidder and any associates of the bidder will be excluded from voting.

If the resolution is rejected	The bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the proportional takeover bid will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.
If the resolution is passed	Transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.
If no resolution is voted on within the Voting Period	A resolution to approve the proportional takeover bid will be deemed to have been passed.

If Resolution 7 is passed, the Proportional Takeover Provisions would operate for a period of three years from the date of the Meeting, and would then cease to apply unless renewed by a further special resolution of Shareholders.

If Resolution 7 is passed, then for 21 days after the meeting, Shareholders holding at least 10% of the Company's shares will have the right to apply to the court to have the Resolution set aside. The court may set aside the Resolution if the court is satisfied in all the circumstances that it is appropriate to do so.

Reasons for Proposing Resolution 7

The Directors consider that Shareholders should have the opportunity to include the Proportional Takeover Provisions in the Proposed Constitution, which are permitted by Part 6.5 Subdivision 5C of the Corporations Act. The Directors believe that adopting the Proportional Takeover Provisions is desirable to give Shareholders the protection from risks inherent in proportional takeover bids.

Without the Proportional Takeover Provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without Shareholders having an opportunity to exit, by selling their entire holding into the partial bid or receiving an adequate control premium for their holding.

The Proportional Takeover Provisions give Shareholders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual Shareholders can make a separate decision as to whether they wish to accept the bid for their securities.

Present Acquisition Proposals

As at the date of this Notice, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential Advantages and Disadvantages

The proposed provisions will enable the Directors to ascertain the views of Shareholders about a proportional takeover bid. Apart from this, there is no specific advantage or disadvantage to the Directors, as Directors, in inserting the Proportional Takeover Provisions.

a. Potential Advantages to Shareholders

The Proportional Takeover Provisions will ensure that all Shareholders have an opportunity to consider a proportional takeover bid proposal and vote on whether it should be permitted to proceed. This should help to ensure that the terms of any future proportional bid are structured to be attractive to a majority of independent Shareholders.

b. Potential Disadvantages to Shareholders

It may be argued that the Proportional Takeover Provisions make a proportional takeover more difficult to achieve and therefore proportional bids will be discouraged. This in turn may reduce opportunities which Shareholders may otherwise have to sell some of their securities at an attractive price, and it may reduce an element of proportional takeover speculation from the Company's security price. It may also be argued that the provisions constitute an additional restriction on the ability of the Shareholders to deal freely with their securities.

Effect of Approval and Interconditionality with Resolution 6

If Resolution 6 is not passed, Shareholders will not be asked to vote on Resolution 7.

If Resolution 6 is passed and:

- a. Resolution 7 is also passed, the Company will adopt the Proposed Constitution as amended by the Proportional Takeover Provisions; or
- b. Resolution 7 is not passed, the Company will adopt the Proposed Constitution on the terms and conditions set out in the Explanatory Notes for Resolution 6.

Directors' Recommendation and Voting Intention

The Directors consider that inclusion of the Proportional Takeover Provisions in the Proposed Constitution is in the best interests of Shareholders and unanimously recommend that, subject to Resolution 6 being passed, Shareholders vote in favour of Resolution 7.

Each Director intends to vote all Shares controlled by them in favour of Resolution 7. The Chair intends to vote any undirected proxies in favour of Resolution 7.

Resolution 8—Approval of Non-Executive Director's Share Plan and Grant of Share Rights under It

The Non-Executive Director Share Plan (**NED Share Plan**) was introduced in 2019 to support Non-Executive Directors to build their shareholdings in the Company and as a means of enhancing the alignment of interests between Non-Executive Directors and Shareholders generally. The grant of Share Rights to Non-Executive Directors under the Company's NED Share Plan was last approved by Shareholders at the Company's Annual General Meeting on 22 November 2019, for a period of three years.

Accordingly, Resolution 8 seeks to refresh approval for the grant of Share Rights to Non-Executive Directors under the NED Share Plan for a further three-year period, and for the allocation of Shares to Non-Executive Directors on vesting and conversion of those Share Rights. A summary of the material terms of the NED Share Plan, and details of the Non-Executive Directors to whom the grant of Share Rights would be made, is set out below and in Schedule 3.

Summary of Material Terms

The NED Share Plan is a pre-tax fee sacrifice plan, which allows each Non-Executive Director to sacrifice a portion of their annual Director's base fees to acquire Share Rights. Each Share Right is a right to acquire one fully paid share in the Company. Share Rights carry no dividend or voting rights prior to vesting and have no performance conditions.

The Company sets a minimum shareholding requirement for the Chair and for all other Non-Executive Directors from time to time to align the interests of those Directors with those of the Company's other shareholders.

The Invitation to participate in the NED Share Plan imposes certain conditions, determined by the Board from time to time, for participation in the NED Share Plan. The relevant "Participation Period", "Grant Date(s)" and "Vesting Date(s)" are determined by the Board prior to the issue of the Invitation.

Share Rights are allocated to participating Non-Executive Directors on the Grant Date specified in the Invitation, based on the fees sacrificed by that Non-Executive Director in the relevant period to the Grant Date. The allocated Share Rights vest and convert into Restricted Shares on the Vesting Date specified in the Invitation, and the requirements and expectations of the Company's Trading Policy are taken into account.

On vesting, Share Rights will convert into Restricted Shares for a restriction period elected in advance by the relevant Non-Executive Director. During the restriction period the Restricted Shares will be held on trust for the relevant Non-Executive Director, until such time as they become free of any restriction; and the Restricted Shares will carry the same dividend, voting and other rights as ordinary shares.

All Restricted Shares held on trust for a Non-Executive Director will become free of any restriction on the earliest of:

- a. the end of the restriction period;
- b. the relevant Non-Executive Director ceasing to hold the office of Director; or
- c. in other circumstances determined by the Board.

If a participating Non-Executive Director ceases to participate in the NED Share Plan at any time, they will surrender all unvested Share Rights, and the Company will be required to pay the Non-Executive Director a pro rata amount of the Fees actually foregone in respect of the period they were participating in the NED Share Plan and did not receive any Shares.

Only Non-Executive Directors are eligible to participate in the NED Share Plan. Although all Non-Executive Directors are entitled to participate, due to the salary sacrifice nature of the NED Share Plan it is likely that only Australian Resident directors will elect to do so. Regardless, the Company is seeking shareholder approval for all of its current Non-Executive Directors to participate in the NED Share Plan to maintain maximum flexibility for them to do so, in the best interests of stakeholder alignment. Further details of Non-Executive Director participation in the NED Share Plan are contained in Schedule 3 to these Explanatory Notes.

Under ASX Listing Rule 10.14, Shareholder approval is required for the issue of Share Rights to any Director, unless the Shares allocated on vesting and conversion of the Share Rights are required by the terms of the scheme to be purchased on market. The Company wishes to retain the flexibility to either purchase or issue Shares (to satisfy the Share Rights) depending on which choice the Board considers to be in the Company's best interests at the relevant time.

If the Company determines to issue the resulting Shares, they will be issued or transferred (as applicable) at a price taken to be equal to the 5-day VWAP before the relevant Grant Date as determined by the Board (which is the price at which the corresponding Share Rights were acquired by participants).

If Shareholder approval is given for this Resolution under ASX Listing Rule 10.14, separate approval is not required under ASX Listing Rule 7.1. The approval sought from Shareholders is for all purposes, including the issue of Shares on vesting of Share Rights. If Shareholder approval is not obtained for this Resolution, the Company will not be able to issue new Shares to satisfy the Share Rights, and will instead seek to purchase the relevant Shares on market.

Details of Non-Executive Director Participation

Again, in accordance with the content requirements of ASX Listing Rule 10.15, Schedule 3 contains details of the proposed participation in the NED Share Plan by each of the current Non-Executive Directors of the Company.

Statements Required for the Purposes of Listing Rule 10.15

Details of any Shares issued under the NED Share Plan will be published in Allkem's annual report (relating to the period in which they were issued), along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional person(s) covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Share Rights, or resulting Shares, under the NED Share Plan and who are not named in this Notice/these Explanatory Notes will not participate in the NED Share Plan until further approval is obtained under that rule.

Directors' Recommendation and Voting Intention

Because they have a personal interest in the subject of this resolution and are excluded from voting, your Directors have abstained from making a recommendation to Shareholders in relation to this Resolution 8.

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy on how to vote on the resolution in Resolution 8 on the Proxy Form, you will be expressly authorising the Chair to exercise your proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair of the Meeting. The Chair of the Meeting intends to vote all available, undirected proxies in favour of Resolution 8.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a. any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the NED Share Plan; or
- b. an associate of that or those persons.

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

A member of the Key Management Personnel or a Closely Related Party, appointed as a proxy, must not vote on this Resolution, on the basis of that appointment, if the appointment does not specify the way the proxy is to vote on this Resolution.

However, this does not apply if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 9—Approval of Performance Rights and Options Plan and issues of securities under it

The Company has operated a Performance Rights and Options Plan (**PROP**) since 2012. The purpose of the PROP is to assist in the reward, retention, and motivation of eligible participants, and attract new employees and/or officers to the Group through the offer of performance rights and/or options. A summary of the key terms and conditions of the PROP is contained in Schedule 6 to the Explanatory Notes.

In 2019 the Company obtained shareholder approval pursuant to Listing Rule 7.2, exception 13(b) to exempt future issues of securities made pursuant to the PROP from the 15% limit under Listing Rule 7.1 (**2019 Approval**).

Accordingly, Resolution 9 seeks Shareholder approval of the PROP and the issue of securities and giving of benefits under the PROP for a further period of three years, for the purposes of Listing Rule 7.2 (Exception 13(b)).

Listing Rule Approval

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

Listing Rule 7.2 sets out a number of exceptions to the 15% limit imposed by Listing Rule 7.1. In particular, exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of equity securities under an employee incentive scheme (such as the PROP) if, among other things, within three years before the issue, shareholders have approved the issue of equity securities under the relevant scheme as an exception to Listing Rule 7.1.

To this end, Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.2 (exception 13(b)) for the PROP, so that the issue of Performance Rights or Options (and Shares allocated on the vesting of those Performance Rights or Options) under the PROP will be excluded from the 15% limit imposed by Listing Rule 7.1 for a period of three years from the date of approval.

Effect of approval

If Resolution 9 is passed, all Performance Rights or Options granted under the PROP (and Shares issued on vesting and exercise (if applicable) of those Performance Rights or Options) will be excluded from the 15% limit imposed by Listing Rule 7.1 for a period of three years from the date of the approval.

If Resolution 9 is not passed, the Company may still issue Performance Rights or Options (and Shares issued on vesting and exercise (if applicable) of such Performance Rights or Options) under the PROP, but any Performance Rights or Options (or Shares) will be taken into account when calculating whether the 15% limit under Listing Rule 7.1 has been reached.

Information Required by Listing Rule 7.2 (Exception 13(b))

In accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in respect of the PROP:

Summary of material terms of the PROP	<p>A summary of the rules of the PROP, as approved by the Board, is set out in Schedule 6 to these Explanatory Notes.</p> <p>A copy of the full terms of the PROP will, on request, be sent free of charge to any Shareholder by contacting the Company on +61 7 3064 3600 or info@allkem.co.</p>
Number of securities issued under the PROP since 2019 Approval	<p>As at 21 September 2022, the following securities have been issued under the PROP since the 2019 Approval:</p> <ul style="list-style-type: none"> • 5,145,252 Performance Rights; and • Nil Options. <p>As at 21 September 2022, a total of 3,474,256 Performance Rights remain on issue and unvested. No options remain on issue.</p>
Maximum number of equity securities proposed to be issued under the PROP	<p>The maximum number of Performance Rights proposed to be issued under the PROP, (if Shareholder approval is obtained under Resolution 9) during the three-year period from the date of approval is 31,880,000, being approximately 5% of the Allkem issued capital at the date of this notice.</p> <p>This figure is not an indication of the actual number of Performance Rights that will be issued under the Plan but is rather a “ceiling” for the purposes of Listing Rule 7.2 (Exception 13(b)). As noted in Schedule 6, the Board must not issue an invitation, or issue a Share under the PROP if it would exceed the share limit.</p>
Voting exclusion statement	A voting exclusion statement for Resolution 9 is included below.

Potential Dilution

If the Performance Rights or Options are granted under the terms of the PROP, and Shares are allocated on vesting and exercise (if applicable) of any such Performance Rights or Options, this will have a diluting effect on the percentage interest of existing Shareholders' holdings. If the Performance Rights or Options granted under the PROP vest and are exercised (where applicable) and the prevailing Share price is higher than the exercise price (if any), the value of Shares may also be impacted.

Directors' Recommendation and Voting Intention

The Directors consider that the PROP is an important element of the Company's employment and retention strategy and that the issue of securities under it is in the best interests of Shareholders. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

Each Director intends to vote all Shares controlled by them in favour of Resolution 9. The Chair intends to vote any undirected proxies in favour of Resolution 9.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- any person who is eligible to participate in the PROP; or
- an associate of that or those persons.

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

- 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
- 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
- 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.

Voting Prohibition Statement

A member of the Key Management Personnel or a Closely Related Party, appointed as a proxy, must not vote on this Resolution, on the basis of that appointment, if the appointment does not specify the way the proxy is to vote on this Resolution.

However, this does not apply if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolutions 10 and 11—Issue of Performance Rights to Managing Director and CEO

General

The Company proposes, subject to obtaining Shareholder approval, to issue:

- a. 48,189 STI Performance Rights; and
- b. 120,473 LTI Performance Rights,

(**New Performance Rights**) pursuant to the PROP to Managing Director and CEO, Mr Martin Pérez de Solay or his nominee.

The New Performance Rights will be subject to the PROP rules (as summarised in Schedule 6) and the terms and conditions (including Vesting Conditions) detailed in Schedule 4 and Schedule 5.

A reference in these Explanatory Notes to the issue of Performance Rights to Mr Martin Pérez de Solay should be read to mean the issue of Performance Rights to Mr Martin Pérez de Solay or his nominee.

Resolutions 10 and 11 seek Shareholder approval for the issue of the New Performance Rights to Mr Martin Pérez de Solay under the PROP, and for the issue or transfer (as applicable) of Shares to Mr Martin Pérez de Solay on the vesting and exercise of those New Performance Rights.

Chapter 2E of the Corporations Act

Under Section 208(1) of Chapter 2E of the Corporations Act, in order to give a “financial benefit” to a “related party”, the Company must:

- c. obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- d. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

In the current circumstances, the issue of the New Performance Rights to Mr Pérez de Solay would constitute giving a “financial benefit” to a “related party” of the Company. The New Performance Rights are a “financial benefit” as defined in the Corporations Act and Mr Pérez de Solay is a “related party” by virtue of being a Director.

Section 211 of the Corporations Act provides that shareholder approval is not required under section 208(1) of the Corporations Act where the financial benefit is remuneration to a related party as an officer or employee of a public company and to give the remuneration would be reasonable given the circumstances of the company and the circumstances of the related party (including the responsibilities involved in the office or employment).

The Board (excluding Mr Pérez de Solay given his material personal interest in Resolutions 10 and 11) considers the proposed grant of the New Performance Rights to Mr Pérez de Solay to be reasonable given the size and nature of the Company and the duties and responsibilities of Mr Pérez de Solay as Managing Director and CEO of the Company. As such, the Board considers that the proposed grant of the New Performance Rights (and the issue or transfer of any resulting Shares) to Mr Pérez de Solay falls within the exception set out at section 211 of the Corporations Act and does not require separate Shareholder approval.

Sections 200B and 200E of the Corporations Act

The Company seeks Shareholder approval pursuant to section 200E of the Corporations Act in respect of the retention and/or vesting of the New Performance Rights granted to Mr Pérez de Solay in the event that, prior to the New Performance Rights vesting, Mr Pérez de Solay retires from or is no longer employed by the Company.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their retirement from holding a managerial or executive office in the company if it is approved by shareholders under section 200E of the Corporations Act, or an exemption applies. The term “benefit” may include the retention and/or vesting of the New Performance Rights in circumstances where Mr Pérez de Solay ceases to hold office with the Company prior to those New Performance Rights vesting.

Accordingly, Shareholder approval is sought to enable the Company to allow Mr Pérez de Solay to retain the New Performance Rights and/or the New Performance Rights to vest, should that scenario eventuate.

The value of the benefit cannot be presently ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- a. the number of New Performance Rights held by Mr Pérez de Solay;
- b. the number of New Performance Rights that are retained and/or vest;
- c. the price of the Company’s shares on the ASX on the date of calculation; and
- d. Mr Pérez de Solay’s performance against the vesting hurdles at the time that his employment ceases.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a Director to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The proposed issue of the New Performance Rights (and any resulting Shares) to Managing Director and CEO Mr Pérez de Solay requires the approval of Shareholders under ASX Listing Rule 10.14.

Specific Information Required by ASX Listing Rule 10.15

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 10 and 11:

- a. **Name of the Person:** Mr Pérez de Solay.
- b. **Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why:** Mr Pérez de Solay falls within the category set out in ASX Listing Rule 10.14.1 by virtue of being a Director.
- c. **Number and class of securities that are proposed to be issued to the person under the scheme for which approval is being sought:** The New Performance Rights to be issued to Mr Pérez de Solay comprise 48,189 STI Performance Rights (contemplating up to 48,189 resulting Shares) and 120,473 LTI Performance Rights (contemplating up to 120,473 resulting Shares). The number of New Performance Rights which will vest (and the number of resulting Shares ultimately acquired) may be less than these numbers depending upon satisfaction of the Vesting Conditions set out in Schedule 4 and Schedule 5 and the rules of the PROP (as summarised in Schedule 6).
- d. **Details (including the amount) of the director's current total remuneration package:** Mr Pérez de Solay's current total remuneration package (excluding the New Performance Rights the subject of this Resolution) comprises a base salary of US\$911,716 plus an entitlement to a short-term cash incentive of up to US\$455,858 (subject to performance against the Performance Objectives).
- e. **The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities:** Mr Pérez de Solay has previously been issued with 1,143,473 Performance Rights under the PROP. No acquisition price has been payable for those securities.
- f. **Summary of the material terms of the securities:**

A summary of the material terms and conditions applicable to the New Performance Rights is set out in Schedule 4 and Schedule 5, and a summary of the material terms and conditions of the PROP is set out in Schedule 6.

 - i. For each New Performance Right that vests and is exercised, the Company will issue one Share. The Shares to be issued upon conversion of the New Performance Rights will be fully paid ordinary shares in the capital of the Company, which will be issued on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's then existing Shares.

- ii. The New Performance Rights are unquoted performance rights to acquire ordinary shares. The Company has chosen to grant the STI Performance Rights and the LTI Performance Rights to Mr Pérez de Solay as it believes that:

- A. the proposed issue of those performance rights will provide a means to further motivate and reward Mr Pérez de Solay for achieving specified performance milestones linked to the strategic goals and targets of the Company; and
- B. it is a cost-effective remuneration structure which preserves the Company's cash reserves whilst aligning the interests of Mr Pérez de Solay with those of all Shareholders.

The Opportunity costs to the Company or benefits foregone by the Company in issuing the New Performance Rights on the terms proposed.

- iii. The value of the New Performance Rights issued to Mr Pérez de Solay will be approximately US\$455,858 in the case of the STI Performance Rights and US\$1,139,645 in the case of the LTI Performance Rights, being (in aggregate) 175%² of Mr Pérez de Solay's fixed annual base salary of US\$911,716.

These dollar values have been obtained by dividing the value of the applicable New Performance Rights by US\$9.4597³, being the US dollar equivalent of the 10-trading day VWAP of Allkem Shares following the release of the Company's Annual Results on 25 August 2022.

- g. **The date or dates on or by which the entity will issue the securities to the person under the scheme:** The New Performance Rights will be issued to Mr Pérez de Solay no later than 3 years after the date of the Meeting.
- h. **The price at which the entity will issue the securities to the person under the scheme:** The issue price of the New Performance Rights will be nil and no amount is payable on vesting or exercise of the New Performance Rights. Accordingly, no funds will be raised from the grant of the New Performance Rights or on the vesting or exercise of the New Performance Rights.
- i. **Loan:** No loan is being made to Mr Pérez de Solay in connection with the acquisition of the New Performance Rights (or any resulting Shares).
- j. Details of any New Performance Rights issued to Mr Pérez de Solay under the PROP will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

² Comprised of 50% of fixed annual base salary as STI Performance Rights and 125% of fixed annual base salary as LTI Performance Rights.

³ Calculated by converting the 10-trading day VWAP from 25 August 2022 (being the date of release of the FY2022 financial results) of A\$13.83 into US\$ at the average exchange rate over that 10-trading day period of A\$1 = US\$0.684.

- k. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the PROP after the Resolution is passed and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- l. A voting exclusion statement and a voting prohibition statement have been included below, and apply to both Resolutions 10 and 11.

Additional Information Required by ASX Guidance Note 19

In accordance with the requirements of ASX Guidance Note 19, the following additional information is provided in relation to Resolutions 10 and 11:

- m. As at 21 September 2022, Mr Pérez de Solay held 158,818 fully paid ordinary shares in the Company. As Mr Pérez de Solay has acquired this holding over a period of time, please refer to the various Appendices 3Y lodged with ASX since 2019.
- n. The Company has not commissioned an independent valuation to determine the value of the STI Performance Rights or the LTI Performance Rights. If Resolutions 10 and 11 are passed, the fair value of the STI Performance Rights and LTI Performance Rights proposed to be issued will be determined in accordance with Australian Accounting Standards and is dependent on the date of grant of the STI Performance Rights or LTI Performance Rights (as applicable).
- o. The trading history of Shares on ASX in the 12 months to 21 September 2022 is set out below:

	Price	Date
Highest	\$15.99	13 September 2022
Lowest	\$7.97	6 October 2021
Last	\$15.67	21 September 2022

Additional Information Required by ASX Listing Rule 14.1A

If Resolutions 10 and 11 are passed, the Company will be able to proceed with the issue of the New Performance Rights to Mr Pérez de Solay under the PROP within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the New Performance Rights (because approval is being obtained under ASX Listing Rule 10.14), the issue of the New Performance Rights will not use up any of the Company's 15% placement capacity.

If Resolutions 10 and 11 are not passed, the Company will not be able to proceed with the issue of the New Performance Rights to Mr Pérez de Solay under the PROP and may consider alternative forms of remuneration and incentivisation for Mr Pérez de Solay.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to, among other persons, a "related party" of the Company, without prior shareholder approval. As Managing Director and CEO of the Company, Mr Pérez de Solay is a "related party" of the Company pursuant to the ASX Listing Rules definitions. However, ASX Listing Rule 10.12 (exception 8) provides that a company does not need to obtain prior Shareholder approval for an issue or proposed issue of equity securities to a related party if shareholder approval is obtained for the issue or proposed issue under ASX Listing Rule 10.14. As the Company is seeking Shareholder approval under ASX Listing Rule 10.14 as noted above, the Company is not also seeking Shareholder approval under ASX Listing Rule 10.11 for the proposed issue of the New Performance Rights to Mr Pérez de Solay.

Directors' Recommendation and Voting Intention

The Directors (other than Mr Pérez de Solay who did not participate in Board deliberations regarding this recommendation or the matters contemplated by Resolutions 10 and 11) consider the grant of the New Performance Rights to Mr Pérez de Solay to be reasonable and otherwise appropriate in the circumstances, and that the ongoing retention and incentivisation of Mr Pérez de Solay, and the alignment of his interests with Shareholders, are in the best interests of Shareholders. Accordingly, those Directors unanimously recommend that Shareholders vote in favour of Resolutions 10 and 11.

Each Director intends to vote all Shares controlled by them in favour of Resolutions 10 and 11. The Chair intends to vote any available, undirected proxies in favour of Resolution 10 and 11.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a. Martin Pérez de Solay, or any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the PROP; or
- b. an associate of those persons.

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

A member of the Key Management Personnel or a Closely Related Party, appointed as a proxy, must not vote on this Resolution, on the basis of that appointment, if the appointment does not specify the way the proxy is to vote on this Resolution.

However, this does not apply if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Disclosure to Canadian Shareholders

The Company is a reporting issuer in certain provinces of Canada. As announced by Allkem on 9 April 2013, Allkem is a “designated foreign issuer” in Canada under National Instrument 71-102—Continuous Disclosure and other Exemptions relating to Foreign Issuers.

Allkem is subject to Australian disclosure requirements and satisfies its Canadian securities legislation requirements relating to continuous disclosure (including any requirements relating to information circulars and proxies) by complying with such Australian disclosure requirements.

The Company also relies on an exemption from Section 461.1 of the Toronto Stock Exchange Company Manual, which would otherwise require the annual election of all Directors.

The Company qualifies for the exemption under Section 401.1 of such Manual because it is an “Eligible International Interlisted Issuer”, on the basis that:

- a. the Company’s ordinary shares are listed on the ASX;
- b. the Company is incorporated in Australia; and
- c. less than 25% of the Company’s trading volume over the preceding 12 months had occurred on the TSX.

Glossary

Allocated LTI Performance Rights has the meaning given in Schedule 4.

Allocated STI Performance Rights has the meaning given in Schedule 4.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Base Production Capacity Performance Rights has the meaning set out in Schedule 5.

Board means the board of Directors of the Company, as constituted at the applicable time.

Bonus Production Capacity Performance Rights has the meaning set out in Schedule 5.

CEO means Chief Executive Officer (of the Company).

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependent of the member or 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 dealing with the entity;
- e. a company the member controls; or
- f. a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or Allkem means Allkem Limited ABN 31 112 589 910.

Company Group means the Company and its related bodies corporate (as defined in the Corporations Act).

Constitution means the Company's constitution, as current from time to time.

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

Directors means the directors of the Company at the applicable time, and **Director** means any one of them, as the context requires.

Explanatory Notes means the explanatory notes forming part of the Notice.

Hybrid Meeting means a meeting of members held both at a physical location and also using Virtual Meeting Technology.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LTI Expiry Date has the meaning given in Schedule 4.

LTI Grant Date means the date on which the LTI Performance Rights are issued.

LTI Performance Hurdles means the performance hurdles attached to the LTI Performance Rights set out in Part B of Schedule 5.

LTI Performance Rights means long term incentive Performance Rights with the terms and conditions set out in Schedule 4 and Schedule 5.

LTI Vesting Conditions has the meaning given in Schedule 4.

LTI Vesting Date has the meaning given in Schedule 4.

New Performance Rights means the Performance Rights set out in Resolutions 9, 10 and 11.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Notes and the Proxy Form.

Options means an entitlement to be issued a Share subject to the satisfaction of certain Vesting Conditions and the payment of any exercise price.

Performance Objectives has the meaning set out in Schedule 5.

Performance Right means a right to be issued or transferred a Share, upon and subject to the terms of the PROP and any applicable invitation or offer made under the PROP.

Performance Rights and Options Plan or **PROP** means the Company's Performance Rights and Options Plan, last approved by Shareholders on 22 November 2019, a copy of which is available from the Company's website at <https://www.allkem.co/about/corporate-governance>.

Performance Score has the meaning set out in Schedule 5.

Personal Performance Score has the meaning set out in Schedule 5.

Production Capacity Performance Rights has the meaning set out in Schedule 5.

Proxy Form means the proxy form made available to Shareholders for the purpose of the Meeting.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2022.

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

Restricted Shares means Shares vested to a Participating Non-Executive Director in accordance with rule 4.2 of the NED Share Plan and which are restricted.

RTSR Performance Rights has the meaning set out in Schedule 5.

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

Share Rights means rights to Shares acquired in accordance with rule 4.1 of the NED Share Plan that have not yet been allocated to the Participating Non-Executive Director as Restricted Shares.

Shareholder means a registered holder of a Share.

STI Expiry Date has the meaning given in Schedule 4.

STI Grant Date means the date on which the STI Performance Rights are issued.

STI Performance Hurdles means the performance hurdles attached to the STI Performance Rights set out in Part A of Schedule 5.

STI Performance Rights means short term incentive Performance Rights with the terms and conditions set out in Schedule 4 and Schedule 5.

STI Vesting Conditions has the meaning given in Schedule 4.

STI Vesting Date has the meaning given in Schedule 4.

TSX means the Toronto Stock Exchange.

Vested LTI Performance Rights means one or both of Vested RTSR Performance Rights and Vested Production Capacity Performance Rights, as applicable.

Vested Production Capacity Performance Rights has the meaning set out in Schedule 5.

Vested RTSR Performance Rights has the meaning set out in Schedule 5.

Vested STI Performance Rights has the meaning set out in Schedule 4.

Vesting Conditions has the meaning set out in Schedule 4.

Virtual Meeting means a meeting of members conducted only using Virtual Meeting Technology.

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

VWAP means volume weighted average price of a company's shares.

Schedule 1 to Explanatory Notes

Summary of material differences between Allkem's Existing Constitution and the Proposed Constitution (Resolution 6).

Topic	Summary of Change
Calls on Shares	
Notice	The Proposed Constitution states that Shareholders must be given 14 days' notice of a call in respect of money unpaid on shares. Under the Existing Constitution, Shareholders must be given 14 business days' notice of a call in respect of money unpaid on shares.
Interest on default	<p>The Existing Constitution provides that if a sum called or otherwise payable to the company in respect of shares is not paid on or before the due date for payment, the person from whom the sum is due shall pay interest on the sum from the due date for payment to the time of the actual payment at the prescribed rate together with expenses incurred by the company as a result of the failure of the Shareholder to make payment.</p> <p>Under the Proposed Constitution, if a sum called in respect of a share is not paid before or on the day appointed for the payment of the sum, the person from whom the sum is due must pay interest on the sum from the day it is due to the time of actual payment at the prescribed rate.</p> <p>Therefore, under Allkem's Existing Constitution, defaulting Shareholders have the additional burden of paying the company's expenses incurred as a consequence of the Shareholder's default in addition to interest at the prescribed rate.</p>
Differentiation	The Proposed Constitution provides that directors may, on the issue of shares, differentiate between the holders of the shares as to the amount of calls to be paid and times of payment. There is no such rule in the Existing Constitution.
Forfeiture	
Surrender	The Proposed Constitution provides that Directors may accept the surrender of any Share which they are entitled to forfeit on any terms they think fit and any share so surrendered is taken to be a forfeited Share. There is no such rule in the Existing Constitution.
Lien on Shares	
Company's right to recover payments	<p>Under the Existing Constitution, the Company was entitled to deduct from any dividend or any other amount payable by the Company to the Shareholder the amount due from the Shareholder (or their executive or administrator).</p> <p>Under the Proposed Constitution, the Company must give the Shareholder a written demand for reimbursement. This obligation of the Shareholder to reimburse the Company is a debt due to the Company. The provisions of the Proposed Constitution relating to the non-payment of calls, including the payment of interest and sale of the Shareholder's shares under the lien, apply to the debt.</p>
Transfer of shares	
Refusal to register share transfer	<p>The Existing Constitution prescribes the circumstances in which the Directors may refuse to register a Share transfer. The Proposed Constitution enables the Directors to refuse a Share transfer if permitted by the ASX Listing Rules. Furthermore, the Proposed Constitution provides that the Directors must refuse to register a Share transfer if the ASX Listing Rules or a Restriction Agreement require the Company to do so. The Proposed Constitution also sets out the circumstances in which the Company may request any applicable CS Facility Operator apply a holding lock to prevent the transfer of Shares from being registered.</p> <p>The Existing Constitution provides that a notice of refusal shall be given to the person lodging the shares together with reasons for refusal within 7 business days after the transfer was lodged with the company. Furthermore, it provides that instruments of transfer which the Directors decline to register must be returned on demand in writing to the person who lodged it. The Proposed Constitution does not prescribe a notice period, nor does it require that the company provide reasons for refusal return the instrument of transfer upon written demand.</p>
Suspension of transfer	The Existing Constitution provides that the transfer of shares may be suspended, and the register closed at such times and for such periods as the Directors think fit not exceeding an aggregate of 30 days in each calendar year. There is no such rule in the Proposed Constitution.

Topic	Summary of Change
General Meeting	
Notice of postponement	The Proposed Constitution provides that if the meeting is to be held in two or more places, the notice of postponement must specify the technology that will be used to facilitate the holding of the meeting as well as the details for access if the meeting is to be held using virtual meeting technology. There is no such rule in the Existing Constitution.
Business at a postponed meeting	The Proposed Constitution provides that the only business that may be transacted at a postponed meeting is the business specified in the original notice convening the meeting. There is no such rule in the Existing Constitution.
Proxy, attorney or representative at postponed meeting	The Proposed Constitution provides that the postponed date is substituted in the instrument of a proxy, power of attorney or appointment of a representative unless the Shareholder gives the Company written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed. There is no such rule in the Existing Constitution.
Quorum	The Existing Constitution provides that if within 30 minutes after the time appointed for the meeting the quorum is not present, the meeting is dissolved or stands adjourned. The Proposed Constitution provides that if within 15 minutes after the time appointed for a meeting a quorum is not present, whether physically or via virtual meeting technology, the meeting is dissolved or stands adjourned.
Chair	The Existing Constitution provides that in the case of an equality of votes, whether on a show of hands or on a poll, the Chair is entitled to a casting vote in addition to any vote or votes to which the Chair may be entitled to as a Shareholder. The Proposed Constitution reverses this position by providing that the Chair is not entitled to a casting vote. This is consistent with ASX's preference against giving the Chair a casting vote at a general meeting
Entitlement to vote	<p>In the Proposed Constitution, a Shareholder is not entitled to vote at a general meeting in respect of shares which are subject to a current Restriction Agreement for so long as any breach of that agreement by the Shareholder subsists. The Existing Constitution does not contemplate Restriction Agreements. A Restriction Agreement (referred to in the ASX Listing Rules as a 'restriction deed'), among other things, prohibits the holder from disposing of, or agreeing or offering to dispose of, their restricted securities, except as permitted by the ASX Listing Rules or ASX.</p> <p>While the Existing Constitution provides that a Shareholder entitled to vote has, in the case of a partly paid share, a fraction equivalent to the proportion which the amount paid up (not credited) on that Shareholder's share bears on the total amounts paid up and payable (excluding credited) on that share, the Proposed Constitution includes a visual formula to provide more clarity. Furthermore, the Proposed Constitution provides that any fraction which arises from the calculation is to be disregarded.</p>
Poll	<p>In the Existing Constitution, the Chair must declare the results of the poll, including the number of votes cast for and against the Resolution. In the Proposed Constitution, the result may be announced in the manner and at any time, whether during the relevant meeting or afterwards, that the Chair considers appropriate.</p> <p>In the Existing Constitution, a poll cannot be demanded on the election of a Chair or any question on adjournment of the meeting. There is no such rule in the Proposed Constitution.</p>
Direct votes	<p>The ASX Corporate Governance Council encourages ASX listed companies to consider ways to facilitate shareholder participation in meetings of shareholders. A number of ASX listed companies have subsequently amended their constitutions to provide for direct voting, or to allow the company to implement direct voting in the future.</p> <p>Direct voting enables shareholders to vote on Resolutions to be considered at a meeting without the need to attend the meeting or to appoint a proxy (or other representative). A direct vote would usually be submitted before the meeting, in any form approved by the Board, such as by post, email or other electronic form.</p> <p>The Existing Constitution does not provide for direct voting. The Proposed Constitution includes articles which address direct voting, should the Board decide to implement such a measure in the future. These articles enable the Board to prescribe rules to govern direct voting, including specifications as to the form, method, and timing of giving the direct vote for the vote to be valid, and treatment of direct votes. If a Shareholder attends a meeting and votes on a resolution after they have submitted a direct vote, the direct vote is of no effect and will be disregarded.</p> <p>The Proposed Constitution also includes an article which addresses the interaction between direct votes, and instruments appointing a proxy, attorney or representative to vote on behalf of a Shareholder on a resolution.</p>
Instrument	<p>The Existing Constitution provides that the instrument appointing a proxy must be in writing and deposited at the office or such other place as is specified for that purpose in the notice convening the general meeting, including by facsimile. The Proposed Constitution provides for the electronic lodgement of proxy appointments. This provides flexibility and increased efficacy in dealing with proxy documents.</p> <p>The Existing Constitution provides that an instrument appointing a proxy shall not be treated as invalid merely because it does not specify all the information required by the Corporations Act. The Proposed Constitution provides greater clarity around the steps the Company may take in the event that the Directors consider that an instrument appointing a proxy is not properly executed or authenticated, or is incomplete or unclear.</p>

Topic	Summary of Change
Directors	
Managing Director	The Proposed Constitution provides that the managing Director must be an employee of Allkem or one of its subsidiaries, and that the period of office as managing Director must not exceed that term of employment. There are no such rules in the Existing Constitution.
Eligibility for election	<p>The Existing Constitution provides that a consent to be nominated as Director must be lodged at least 30 business days before the meeting.</p> <p>The Proposed Constitution provides that a consent to be nominated as Director must be lodged at least 45 business days before the meeting, but no more than 90 days before the meeting. Furthermore, the Proposed Constitution provides that a person recommended for election by Directors need not lodge a consent to be nominated as a Director.</p>
Vacation of office	<p>The Proposed Constitution provides for a more limited set of circumstances in which the office of a Director shall automatically become vacant as compared to the Existing Constitution. Under the Existing Constitution the office of Director shall be automatically vacated if the Director becomes insolvent under administration or makes any composition or arrangement with their creditors or any class of their creditors and fails to pay any call on shares held by them for the period of 1 month, or such a further time as the Directors may provide, after the time when the call was due to be paid. There are no such rules in the Proposed Constitution.</p> <p>The Existing Constitution provides that the office of Director will be automatically be vacated if the Director is absent from meetings of Directors during a period of 6 consecutive months without special leave of absence from Directors and the Directors as a result declare his office to be vacant. The Proposed Constitution provides that the office of a Director becomes vacant if the Director is not present (physically, using Virtual Meeting Technology, by proxy or alternate Director) at 3 consecutive meetings of the board of Directors without the consent of the Directors.</p>
Proxy	The Proposed Constitution provides that a Director may participate in and vote by proxy at a meeting of Directors. While the Existing Constitution makes provision for alternate Directors, it does not make provision for voting by proxy at meetings of the Directors.
Dividends	
Payment of dividends	The Existing Constitution provides that dividends may be paid by cheque sent by post or electronic funds transfer to an account with a bank or financial institution nominated by the Shareholder. Under the Proposed Constitution, the board of Directors have the discretion to determine the method for payment of dividends.
Service of documents	
Service outside Australia	The Existing Constitution provides that service is taken to be effected on the fifth day after its posting. Under the Proposed Constitution, service is taken to have been effected on the day after its posting.
Service by electronic means	The Existing Constitution provides that service is taken to have been effected on the business day after it is sent. Under the Proposed Constitution, service is taken to have been effected on the day after it is sent.
Deemed notice to uncontactable Shareholders	The Proposed Constitution provides that if a Shareholder does not have a registered address, has not nominated an alternative address, or if the Company reasonably believes that a Member is not known at the Member's registered address or any alternative address provided, a document is taken to be given to the Member if the document is exhibited in the registered office of the Company. There is no such rule in the Existing Constitution.
Indemnity	
Indemnity	The Proposed Constitution broadens the circumstances in which Allkem may indemnify a Director, secretary, officer, or senior manager of the Company or a subsidiary out of the property of the Company. These indemnities continue to be expressly subject to the restrictions imposed under applicable laws.
Insurance	The Proposed Constitution broadens the circumstances in which Allkem may pay a premium for a contract insuring a Director, secretary, officer, or senior manager of a Company or a subsidiary of the Company against liability incurred by that person.
Conduct of litigation	The Existing Constitution contains rules that speak to conduct of litigation. The Proposed Constitution does not contain such articles.
Restricted Securities	
Restricted securities	The Proposed Constitution provides for greater detail in relation to the issue of restricted securities in compliance with changes to ASX Listing Rule 15.12 (regarding the provisions that must be included in a company's constitution, which took effect from 1 December 2019).

Schedule 2 to Explanatory Notes

Proposed Proportional Takeover Provisions

Set out below is the form of the proposed Proportional Takeover Provisions to be inserted into the Proposed Constitution, subject to Resolution 6 being passed, as contemplated by Resolution 7.

Article 6.9—Resolution Required for Proportional Takeover Provisions

Despite articles 6.1, 6.2 and 6.3, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:

- a. articles 6.9 to 6.13 apply;
- b. the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an “approving resolution”) to approve the bid is passed or taken to be passed in accordance with article 6.12 or article 6.13; and
- c. the Directors must ensure that an approving resolution is voted on in accordance with articles 6.10 to 6.11 before the 14th day before the last day of the bid period.

Article 6.10—Procedure for Resolution

The Directors may determine whether the approving resolution is voted on:

- a. at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of article 6.11, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or
- b. by means of a postal ballot conducted in accordance with the following procedure:
 - i. a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;
 - ii. the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;
 - iii. the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;
 - iv. each ballot paper must specify the name of the person entitled to vote;

- v. a postal ballot is only valid if the ballot paper is duly completed and:
 - A. if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or
 - B. if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;
- vi. a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and
- vii. a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

Article 6.11—Persons Entitled to Vote

The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time.

Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

Article 6.12—Resolution Passed or Rejected

If the resolution is voted on in accordance with articles 6.9 to 6.11, then it is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

Article 6.13—Resolution Taken as Passed

If a resolution to approve the bid has not been voted on as at the end of the day before the 14th day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with articles 6.10 to 6.12.

Article 6.14—Takeover Articles Cease to Have Effect

Articles 6.9 to 6.13 cease to have effect on the day 3 years after the later of their adoption or last renewal.

Schedule 3 to Explanatory Notes

Information Required by Listing Rule 10.15 (Resolution 8)

For the purposes of Resolutions 8, and in satisfaction of Listing Rule 10.15, the below table details the participation of each Non-Executive Director in the NED Share Plan.

Name of the Persons	<p>Each of the Non-Executive Directors of the Company as of the date of this Notice of Meeting, being:</p> <ul style="list-style-type: none"> • Peter Coleman, subject to his election in accordance with Resolution 2; • Fernando Oris de Rosa, Leanne Heywood and Richard Seville (each subject to their re-election in accordance with Resolutions 3 to 5); and • Alan Fitzpatrick, John Turner and Florencia Heredia.
Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why	<p>Each of:</p> <ul style="list-style-type: none"> • Peter Coleman, subject to his election in accordance with Resolution 2; • Fernando Oris de Rosa, Leanne Heywood and Richard Seville (each subject to their re-election in accordance with Resolutions 3 to 5); and • Alan Fitzpatrick, John Turner and Florencia Heredia, <p>fall within the category set out in ASX Listing Rule 10.14.1 by virtue of being a Director.</p>
Number and class of securities that are proposed to be issued to the person under the scheme for which approval is being sought	<p>For each participating Director each year, that number of Ordinary Shares to be issued to that Director is calculated in accordance with the following formula:</p> $\text{No. of Ordinary Shares} = \text{Fee} / \text{VWAP}$ <p>Where:</p> <p>Fee = The A\$ value of annual Director's fees sacrificed under the scheme</p> <p>VWAP = the volume weighted average price of an Allkem share during the period(s) prescribed in the Invitation.</p>
Details (including the amount) of the director's current total remuneration package	<p>Current Director gross annual remuneration is as follows:</p> <ul style="list-style-type: none"> • Chair—USD300,000 • Deputy Chair—USD175,000 • Non-Executive Director—USD125,000
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	<p>No shares have been issued under the NED Share Plan previously.</p>
Summary of the material terms of the securities	<p>A summary of the material terms and conditions applicable to the Share Rights is set out on page 11 of this Notice of Meeting under the heading "Summary of material terms".</p>

Explanation of why that type of security is being used	<ul style="list-style-type: none"> • The Share Rights are unlisted and therefore the grant of the Share Rights has no immediate dilutive impact on Shareholders. • The allocation of Share Rights to Non-Executive Directors is being undertaken to appropriately incentivise the continued performance of Non-Executive Directors and align the interests of Non-Executive Directors' with the long-term performance goals of the Company and the interests of its other stakeholders. • The allocation of Share Rights will align the interests of Non-Executive Directors with those of Shareholders. • The use of Share Rights enables the Company to facilitate the acquisition of resulting Shares by Non-Executive Director participants (and the greater alignment of interests between Directors and other stakeholders that results), whilst also allowing the Company the flexibility to effectively manage those Non-Executive Directors' holdings of Share Rights in circumstances where they leave office or otherwise become unable or no longer entitled to participate in the NED Share Plan. • The application of further restriction on resulting Shares further supports the objectives of incentivising Directors to retain their Shares and promoting a holding structure that is consistent with business efficacy for those participants.
Value that the entity attributes to the security and its basis	<p>As the value of the Share Rights are linked to the 5-day VWAP of the Company's Shares before the Grant Date (because this is the price at which the Share Rights are acquired by participants), this 'look through' valuation is subject to change over time.</p> <p>Based on the 5-day VWAP from and including 25 August 2022 (being the date of release of the FY2022 financial results), and applying a value that is directly referable to the underlying Shares (and ignores for these purposes any diminution or uplift in that value due to the uncertainty of vesting, share price performance or the time value of money, among other things), each Share Right would have a notional value of \$13.91.</p>
The date or dates on or by which the entity will issue the securities to the person under the scheme	No Share Rights will be issued to any Non-Executive Director participant later than 3 years after the date of the Meeting.
The price at which the entity will issue the securities to the person under the scheme	<p>The Share Rights will be issued for nil consideration.</p> <p>On vesting of Share Rights, the resulting Shares will be issued or taken to have been transferred (as applicable) at the price that is equal to the 5-day VWAP immediately prior to the relevant Grant Date, as determined by the Board.</p>
Loan	No loan will be made to any Non-Executive Director participant in connection with the acquisition of the Share Rights or any resulting Shares.

Schedule 4 to Explanatory Notes

Terms and Conditions Applicable to the New Performance Rights (Resolutions 10 and 11)

The New Performance Rights will be subject to the PROP rules (as summarised in Schedule 6) and the terms and conditions set out below and in Schedule 5:

Initial Allocation of New Performance Rights	<p>The New Performance Rights that are to be allocated to Mr Pérez de Solay are as follows:</p> <ul style="list-style-type: none"> • 48,189 STI Performance Rights (Allocated STI Performance Rights); and • 120,473 LTI Performance Rights (Allocated LTI Performance Rights).
Vesting Conditions	<p>In order for a New Performance Right to vest and become exercisable, certain conditions must be satisfied. The conditions which must be satisfied in order for any Allocated STI Performance Right to vest (STI Vesting Conditions) are:</p> <ul style="list-style-type: none"> • satisfaction of the STI Performance Hurdles; • compliance by Mr Pérez de Solay with all Company policies and procedures during the period from the STI Grant Date to the STI Vesting Date; and • Mr Pérez de Solay remaining employed with the Company or a subsidiary of the Company from the STI Grant Date to the STI Vesting Date. <p>The conditions which must be satisfied in order for any Allocated LTI Performance Right to vest (LTI Vesting Conditions) are:</p> <ul style="list-style-type: none"> • satisfaction of the applicable LTI Performance Hurdles; • compliance by Mr Pérez de Solay with all Company policies and procedures during the period from the LTI Grant Date to the LTI Vesting Date; and • Mr Pérez de Solay remaining employed with the Company or a subsidiary of the Company from the LTI Grant Date to the LTI Vesting Date.
Quantity of New Performance Rights that vest	<p>If the STI Vesting Conditions are satisfied, the number of Allocated STI Performance Rights that will vest is as determined in accordance with Schedule 5, Part A (Vested STI Performance Rights).</p> <p>If the LTI Vesting Conditions are satisfied, the number of Allocated LTI Performance Rights that will vest is as determined in accordance with Schedule 5, Part B (Vested LTI Performance Rights).</p>
Vesting Dates	<p>Vested STI Performance Rights will vest on the date that the Company notifies Mr Pérez de Solay of that vesting (STI Vesting Date) which is expected to be no later than 30 September 2023.</p> <p>Vested LTI Performance Rights will vest on the date that the Company notifies Mr Pérez de Solay of that vesting (LTI Vesting Date) which is expected to be no later than 30 September 2025.</p> <p>Any Allocated STI Performance Rights or Allocated LTI Performance Rights which fail to vest on or before the applicable vesting date will automatically lapse.</p>
Exercise	<p>Vested STI Performance Rights will be capable of being exercised at any time before the date which is two years after the STI Vesting Date (STI Expiry Date) by delivery of a signed notice of exercise to the Company. Any Vested STI Performance Rights not exercised by the STI Expiry Date will expire.</p> <p>Vested LTI Performance Rights will be capable of being exercised at any time before the date which is two years after the LTI Vesting Date (LTI Expiry Date) by delivery of a signed notice of exercise to the Company. Any Vested LTI Performance Rights not exercised by the LTI Expiry Date will expire.</p>
New issues	<p>The New Performance Rights do not confer a right on Mr Pérez de Solay to participate in new issues of securities (including entitlement issues or bonus issues) unless and until the Vesting Conditions have been satisfied and the New Performance Rights have been converted into Shares.</p>
PROP	<p>The New Performance Rights will be granted under the PROP and the terms set out in this Schedule and Schedule 5. The material terms of the PROP are summarised in Schedule 6 to the Explanatory Notes.</p> <p>In the event of an inconsistency between the invitation in respect of the New Performance Rights and the PROP, the terms of the PROP prevail.</p>

Schedule 5 to Explanatory Notes

Performance Hurdles Applicable to the STI Performance Rights and LTI Performance Rights (Resolutions 10 and 11)

Part A: Hurdles for the STI Performance Rights

The Board has set the following performance objectives for Mr Pérez de Solay which are used to determine the number of Allocated STI Performance Rights which vest for the financial year ending 30 June 2023 (**Performance Objectives**).

Performance Objective	Weight (max)
EBITDA (meeting or exceeding budget)	25%
Improve FY2022 TRIFR performance by 6%	10%
Finalise a fully developed Allkem “Net Zero by 2035 Action Plan”	5%
Sustainability	
<ul style="list-style-type: none"> Scope 1 and 2 emissions intensity: 3.3TnCO₂/tonne LCE for the Group operations. Successfully negotiate required agreements with indigenous communities, including the Impact and Benefits Agreement with the Cree and the revised Olaroz community agreement. 	10%
Production	
Meeting or exceeding annual production targets for Olaroz and Mt Cattlin as approved by the Board in the 2022 annual budget at or below budget cost.	10%
Growth	
Performance against plan for Olaroz Stage 2, Sal de Vida (including finalising the financing plan for Sal de Vida) and James Bay	20%
Acquisitions	
Successfully complete Borax sale and acquisition of Maria Victoria tenement	5%
Organisational Structure and Culture	
Make material progress in the development of the management structure and organisational culture to deliver the company's aspirations	15%
Total	100%

At the end of the financial year ending 30 June 2023, the Board will review Mr Pérez de Solay's performance against the Performance Objectives and will rate his performance out of 100, reflecting the extent to which the Performance Objectives were achieved during the year (**Personal Performance Score**).

The number of Allocated STI Performance Rights that vest on the STI Vesting Date will be calculated as follows:

Vested STI Performance Rights = *Allocated STI Performance Rights x Personal Performance Score (as a percentage)*

Any Allocated STI Performance Rights that do not vest and become Vested STI Performance Rights will be cancelled.

Part B: Hurdles for the LTI Performance Rights

The Allocated LTI Performance Rights are subject to two different hurdles as follows:

- 72,284 Allocated LTI Performance Rights are subject to the production capacity hurdle described in section (1) below (**Production Capacity Performance Rights**); and
- 48,189 Allocated LTI Performance Rights are subject to the RTSR hurdle described in section (2) below (**RTSR Performance Rights**).

(1) Production Capacity Performance Rights

Of the total number of Production Capacity Performance Rights:

- 48,189 are classified as **Base Production Capacity Performance Rights**; and
- 24,095 are classified as **Bonus Production Capacity Performance Rights**.

The performance condition for the Production Capacity Performance Rights measures the Production Capacity Achieved by the Company Group against the Production Capacity Target.

The **Production Capacity Target** for this purpose means an annualised aggregate demonstrated Lithium Carbonate Equivalent (**LCE**) production capacity of the Company Group's assets as of 30 June 2025 of 100,000 tonnes of commercial quality LCE, where:

- “*demonstrated LCE production capacity*” for a Company Group asset means the LCE production of that asset during a continuous 20-day production cycle, which volume is then extrapolated to the annual production capacity of that asset by multiplying that volume by 365/20;
- the number of tonnes is calculated on an 100% asset basis (ie asset nameplate basis rather than a proportional Company Group ownership basis, disregarding the interests of persons or entities outside of the Company Group); and
- “*commercial quality*” means a product which is capable of being sold to third party customers on arms-length terms.

The **Production Capacity Achieved** by the Company Group as at 30 June 2025 will be determined by the Board in its discretion as soon as practicable following 30 June 2025 taking into consideration factors including, but not limited to:

- the annualised aggregate demonstrated LCE production capacity of the Company Group's assets as at 30 June 2025 (as defined above);
- the progress of the Company's development projects in accordance with the approved schedule and budget for those projects; and
- factors or circumstances outside the reasonable control of Company management (for example force majeure events) which adversely impact the production of the Company Group during the relevant period.

The vesting percentage for Production Capacity Performance Rights will be determined as follows:

Production Capacity Achieved (tonnes)	Vesting Percentage	
	% of Base Production Capacity Performance Rights which vest	% of Bonus Production Capacity Performance Rights which vest
120,000 or more	100%	100%
115,000 – 119,999	100%	80%
110,000 – 114,999	100%	60%
105,000 – 109,999	100%	40%
100,001 – 104,999	100%	20%
100,000	100%	0%
Between 75,000 and 99,990	Pro-rata straight line vesting between 75% and 99%	0%
Less than 75,000	0%	0%

The number of Production Capacity Performance Rights that will vest on the LTI Vesting Date (**Vested Production Capacity Performance Rights**) is determined by adding the following:

1. *Base Production Capacity Performance Rights issued x applicable Base Production Capacity Performance Rights Vesting Percentage from the table above for those rights; and*
2. *Bonus Production Capacity Performance Rights issued x applicable Bonus Production Capacity Performance Rights Vesting Percentage from the table above for those rights.*

Mr Pérez de Solay will be notified of the number of Vested Production Capacity Performance Rights as soon as reasonably practicable after determination (expected to be no later than 30 September 2025). Where the number of Vested Production Capacity Performance Rights is less than the total number of Production Capacity Performance Rights issued, the difference will be cancelled.

Worked example

The calculation below shows the number of Production Capacity Performance Rights that will vest where the Board determines that the Production Capacity Achieved as at 30 June 2025 is 107,000 tonnes:

- Base Production Capacity Performance Rights issued = 48,189
- Applicable Base Production Capacity Performance Rights Vesting Percentage from the table above for those rights = 100%
- Bonus Production Capacity Performance Rights issued = 24,095
- Applicable Bonus Production Capacity Performance Rights Vesting Percentage from the table above for those rights = 40%
- **Vested Production Capacity Performance Rights** = 57,827 [ie $(48,189 \times 100\%) + (24,095 \times 40\%)$]

(2) RTSR Performance Rights

The performance hurdle for the RTSR Performance Rights measures the Company's Total Shareholder Return over a three-year period from 1 September 2022 to 31 August 2025 relative to the TSR of the Comparator Group.

For this hurdle:

“**Total Shareholder Return**” or “**TSR**” means, in respect of a company, the growth in a company's share price together with the value of any dividends paid during the period (assuming that all of those dividends are reinvested into new shares); and

“**Comparator Group**” means each the following companies (provided it remains listed on a recognised stock exchange for the whole of the period from 1 September 2022 to 31 August 2025);

Albemarle Corporation	Mineral Resources Limited
Australian Strategic Materials Ltd	Nickel Mines Limited
IGO Limited	OZ Minerals Limited
Iluka Resources Limited	Piedmont Lithium Inc.
ioneer Ltd	Pilbara Minerals Limited
Liontown Resources Limited	Sigma Lithium Corporation
Lithium Americas Corporation	SQM (Sociedad Quimica Y Minera de Chile S.A.)
Livent Corporation	Standard Lithium Ltd
Lundin Mining Corporation	Tianqi Lithium Corp
Lynas Rare Earths Limited	Vulcan Energy Resources Limited

For the purposes of calculating a Comparator Group company's TSR, the share price of the company:

- at the start of the 3-year measurement period will be determined using the VWAP of that company's shares over the 10 trading days from and including 1 September 2022; and
- at the end of the 3-year measurement period will be determined using the VWAP of that company's shares over the last 10 trading days prior to 31 August 2025.

The vesting percentage for the RTSR Performance Rights will be determined in accordance with the following table:

TSR of the Company Relative to TSR of the Comparator Group	Vesting Percentage
At or above the 75th percentile	100%
Between the 50th percentile and 75th percentile	Pro-rata straight line vesting between 50% to 100%
At the 50th percentile	50%
Below the 50th percentile	Nil

The number of RTSR Performance Rights that vest by the LTI Vesting Date is determined as follows:

Vested RTSR Performance Rights = *RTSR Performance Rights x Vesting Percentage*

Mr Pérez de Solay will be notified of the number of Vested RTSR Performance Rights as soon as reasonably practicable after determination (expected to be no later than 30 September 2025). Where the number of Vested RTSR Performance Rights is less than the total number of RTSR Performance Rights issued, the difference will be cancelled.

Schedule 6 to Explanatory Notes

Key Terms and Conditions of the PROP (Resolutions 9, 10 and 11)

For the purposes of Resolutions 9, 10 and 11 the principal terms of the PROP are summarised below. A copy of the PROP is available at www.allkem.co/investors.

PROP Terms/Conditions Details

Purpose	<p>The purpose of the PROP is to:</p> <ol style="list-style-type: none"> assist in the reward, retention and motivation of eligible participants in the PROP; and attract new employees and/or officers to the Group.
Eligibility	<p>The Board may invite any employee, or other person as determined by the Board (other than Non-Executive Directors, who are not eligible to participate under the PROP) in its sole and absolute discretion (Eligible Participant) to apply for the grant of Performance Rights or Options (Invitation).</p> <p>An Eligible Participant may give notice to the Company that they would prefer another party (Nominated Party) to receive an Invitation. The Board (or its delegate) may determine in its sole and absolute discretion whether to make an Invitation to the Nominated Party.</p>
Form of Rights	<p>Performance Rights and/or Options may be granted under the terms of the PROP.</p> <p>A Performance Right is an entitlement to be allocated a Share with nil exercise price subject to any Vesting Condition.</p> <p>An Option is an entitlement to be offered a Share subject to any Vesting Condition and payment of any exercise price.</p>
Offers of Performance Rights and Options	<p>The terms and conditions of an Invitation are determined by the Board and must include as a minimum:</p> <ol style="list-style-type: none"> the number of Performance Rights and/or Options; the expiry date; the exercise price (if any); the Vesting Conditions and/or forfeiture conditions (if any); any disposal restrictions attaching to the Performance Rights, Options or Shares issued under the PROP; any rights attaching to the Performance Shares, Options or Shares issued under the PROP.
Quotation of Performance Rights and Options	<p>Unless determined otherwise by the Board in its sole and absolute discretion, Performance Rights and Options issued under the PROP will not be quoted on ASX.</p>
Vesting and exercise of Performance Rights and Options	<p>A Performance Right or Option will only vest and be exercisable when a vesting notice is given or deemed to be given to a participant in the PROP, and any Vesting Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules of the PROP.</p> <p>A vested Performance Right will either be (at the sole discretion of the Board and as set out in the Invitation):</p> <ol style="list-style-type: none"> exercisable by a participant by delivery of a signed notice of exercise to the Company; or automatically exercised within the period specified by the Board in the Invitation. <p>A vested Option will be exercisable by a participant by delivery of a notice of exercise to the Company and payment of the exercise price before the expiry date.</p>
Settlement of Performance Rights and Options that are Exercised	<p>On completion of the exercise of a Performance Right or Option:</p> <ol style="list-style-type: none"> the Performance Right or Option will automatically lapse; the Board (or its delegate) will instruct the trustee of a trust established for the purpose of the PROP to subscribe for, acquire and/or allocate the number of Shares for which the participant is entitled to through the exercise of the Performance Rights or Options, and the trustee will hold these Shares on behalf of the participant; and the Company will, or the Company will instruct the trustee to, notify the participant that the trustee holds Shares on the participant's behalf.
Entitlements Attaching to Performance Rights and Options	<p>Participants who hold Performance Rights or Options are not entitled to:</p> <ol style="list-style-type: none"> notice of, or to vote or attend meetings of the members/shareholders of the Company; or receive any dividends declared by the Company as a result of solely holding Performance Rights or Options until they are exercised and the trustee holds Shares on their behalf.

Trustee	The Company has entered into a trust arrangement with a trustee that will hold Shares allocated to participants under the PROP, in accordance with the PROP Rules.
Lapse of Performance Rights and Options	<p>Unless the Board determines otherwise in its sole and absolute discretion, or unless otherwise agreed between a participant and the Company, unvested Performance Shares and Options will lapse on the earlier of:</p> <ol style="list-style-type: none"> the cessation of employment of a participant (other than a participant who is a 'good leaver' as defined in the rules of the PROP, as discussed further below); the Vesting Conditions not being achieved by the participant; the Board determining in its reasonable opinion that the Vesting Conditions have not been met or cannot be met prior to the expiry date; or the expiry date.
Change of Control	<p>A change of control occurs when the Board advises participants that one or more persons acting in concert have acquired, or are likely to imminently acquire "control" of the Company, as defined in section 50AA of the Corporations Act.</p> <p>In the event of a change of control of Company, the Board has discretion to determine that vesting of all or some of the Rights and Options should be accelerated. If a change in control occurs prior to the Board exercising its discretion, a pro rata portion of the Performance Rights and Options will vest, calculated based on the portion of the relevant performance period that has elapsed up to the change of control. The remaining unvested Performance Rights and Options will vest or lapse at the Board's discretion.</p>
Good Leaver	<p>Where a participant who holds Performance Rights or Options becomes a 'Good Leaver' as a result of death or total permanent disability (or in circumstances otherwise agreed between the Company and the participant), the participant will retain all of their unvested Performance Rights or Options.</p> <p>If a participant becomes a 'Good Leaver' for any other reason (including redundancy or retirement), the Board may determine, in its sole and absolute discretion (and unless otherwise agreed between the Company and the participant), whether to allow some or all of the unvested Performance Rights to automatically vest and exercise; or, in the case of Options, whether to allow some or all of the unvested Options to vest in which case they will be exercised within 30 days of the participant becoming a 'good leaver'.</p> <p>If a participant who holds Performance Rights ceases to be an employee or officer and becomes an 'other leaver' as defined in the PROP Rules, all unvested Performance Rights or Options will automatically lapse.</p>
Other Leaver	<p>Where a participant ceases to be an employee or officer in certain circumstances and:</p> <ol style="list-style-type: none"> the cessation is due to serious or wilful misconduct, wilful disobedience, negligence or incompetence, insubordination or behaviour which damages or is likely to damage the business or reputation of the group or its clients; commences employment with a competitor of the group in breach of the participant's contract or employment or associated documentation; the cessation is due to ineligibility to hold their office for the purposes of Part 2D.6 of the Corporations Act; or the cessation is due to conduct justifying termination without notice at common law, <p>all unvested Performance Rights or Options held by that participant will lapse.</p>
Forfeiture of Performance Rights and Options	<p>An Invitation may contain a term to the effect that Shares held under the PROP are subject to forfeiture conditions. If the Board determines that the participant:</p> <ol style="list-style-type: none"> has committed an act of fraud; is ineligible to hold their office for the purposes of Part 2D.6 of the Corporations Act; or is found to have acted in a manner that the Board considers to be gross misconduct or other circumstances as specified in the Invitation, <p>the participant will forfeit any right or interest in the Shares of the participant held under the PROP. If a participant's Shares are required to be forfeited pursuant to the PROP Rules, only nominal consideration will be payable by the Company to the participant in consideration for that forfeiture.</p> <p>The Board, in its sole discretion, may determine that any Shares forfeited in accordance with the PROP Rules are to be sold, transferred or otherwise dealt with (and how the proceeds from such sale, transfer or disposal are applied).</p>

Disposal Restrictions on Performance Rights, Options and Shares	<p>Performance Rights and Options granted under the PROP may not be assigned, transferred, encumbered or otherwise disposed of by a participant (other than to a Nominated Party) unless the Board in its absolute discretion approves or the relevant dealing is effected by operation of law on death or legal incapacity of the participant.</p> <p>The Board may determine prior to an Invitation being made whether there will be any restrictions on the disposal of, the granting of a security interest in or over or otherwise dealing with Shares held by the trustee on behalf of a participant under the PROP.</p> <p>Shares held by the trustee on behalf of a participant under the PROP may not be transferred, encumbered or otherwise disposed of by the participant unless the Board has waived such restrictions, or the participant submits a withdrawal notice in accordance with the rules of the PROP.</p>
Rights Attaching to PROP Shares	<p>Shares issued by the Company to the trustee under the PROP rank equally with all existing Shares on and from the date of issue.</p> <p>Shares issued to the trustee on behalf of a participant under the PROP have an attaching right to any dividends declared and distributed by the Company and a participant has a right to participate in any dividend reinvestment plan operated by the Company in respect of those Shares (provided that the participant participates in respect of all Shares held by the trustee on behalf of that participant).</p> <p>The trustee must ascertain the voting intentions of participants in respect of the Shares held by the trustee on the participants behalf. A participant may exercise voting rights in Shares held on their behalf by the trustee under the PROP by giving a direction by notice in writing to the trustee, who must then act on that direction as a proxy of the participant. If no direction is received, the trustee will not exercise any voting rights. The trustee must not vote on behalf of a participant where voting occurs by a show of hands.</p>
Capital Reconstructions	<p>If the capital of the Company is reconstructed, the Performance Rights, Options and/or Shares held by the trustee on behalf of participants under the PROP (as the case may be) will be treated in accordance with the ASX Listing Rules, whether or not those Listing Rules apply to the Company.</p>
Rights Issue	<p>If the Company makes a rights issue, the Company (or the trustee) will send a notice to participants of any rights to be issued to them. Within 7 days of receipt of that notice, the participants may provide the Company (or trustee) with either:</p> <ol style="list-style-type: none"> written instructions in the form prescribed by the Board to sell some or all of the rights to the extent permitted by law; or written instructions in the form prescribed by the Board to acquire, to the extent permitted by law, some or all of the Shares to which the rights relate. <p>Shares acquired in this manner will be held by the trustee on behalf of the participant (and be subject to the same terms and conditions as other Shares held by the trustee on behalf of the participant under the PROP).</p>
Bonus Issue	<p>If, prior to the expiry of any Performance Rights or Options held by a participant, the Company makes a bonus issue, then upon exercise by the participant of such Performance Rights or Options, they will be entitled to have held on their behalf (in addition to the Shares issued to the trustee as a result of exercise of the Performance Rights or Options), the number of Shares that would have been issued to them as a result of the bonus issue as if immediately before the date on which those entitlements were calculated, the participant had duly exercised their Performance Rights or Options and the Shares granted as a result of such exercise had been duly allotted.</p>

Withdrawal of Shares from the PROP	<p>A participant may give a notice to the Company to withdraw some or all Shares held by the trustee under the PROP if and only if all restrictions on transfer have been met or waived and the Shares the subject of the withdrawal notice are not forfeited shares (and the Board has not determined that the participant is required to forfeit their rights to those Shares under the PROP Rules). A Participant may also be deemed to have issued the Company such notice.</p> <p>A validly issued withdrawal notice will be approved if the Board (or its delegate) considers that approval to withdraw is appropriate (having regard to, among other things, whether or not circumstances have arisen which give the Board reasonable grounds to suspect that a participant's right to or interest in those Shares may be liable to forfeiture in accordance with the PROP Rules). The Board (or its delegate) must not unreasonably withhold its approval of a withdrawal of shares.</p> <p>At all times participants must comply with the Company's share trading policy.</p>
Repayment of Moneys Owed by Participant	<p>If a participant owes money to a member of the group, the Board may decline to act on a withdrawal notice submitted by that participant until satisfied that arrangements have been made for payment of the money owed.</p>
Maximum Allocations Under PROP	<p>The number of Performance Rights or Options which may be granted under this PROP must not exceed (assuming all outstanding Performance Rights or Options were exercised), when aggregated with any Shares issued during the previous 3 years pursuant to any other employee share scheme operated by the Company, a maximum of five percent (5%) of the total issued capital of the Company at the time of the grant of the Performance Rights or Options, excluding unregulated offers under the Corporations Act.</p>
Administration of the PROP	<p>The PROP will be administered by the Board, who may make such regulations for the operation of the PROP as considered necessary (provided those regulations are consistent with the PROP Rules). The exercise of discretion and any decision made by the Board (or a delegate of the Board under the PROP) regarding the interpretation, effect or application of the rules of the PROP is final, conclusive and binding.</p> <p>The Board may delegate any of their powers or discretions under the PROP Rules to a committee of the Board or other delegate selected by the Board.</p>
Amendment of the PROP	<p>Subject to the Listing Rules and the Constitution, the Board may at any time amend the rules of the PROP or the terms and conditions of any Performance Rights or Options issued under the PROP.</p> <p>An amendment will not be made if the amendment materially reduces the rights of a participant in respect of Performance Shares or Options granted prior to the date of amendment other than an amendment introduced primarily:</p> <ol style="list-style-type: none"> for the purposes of compliance with present or future legislation governing or relating to the PROP; to correct any manifest error or mistake; for the purpose of complying with the Listing Rules; or to take into consideration possible adverse taxation implications in respect of the PROP. <p>The Board will give notice to participants of any amendments which affect them, including any amendments which the Board determines may have retrospective effect.</p>
Termination or Suspension of the PROP	<p>The Board may terminate the PROP or suspend the operation of the PROP for such period as it thinks fit.</p>
Other Terms	<p>The Performance Rights and Options granted under the PROP:</p> <ol style="list-style-type: none"> do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; and do not confer any right to participate in the surplus profit or assets of the Company upon a winding up.





Allkem Limited
ABN 31 112 589 910

Need assistance?



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



Online:
www.investorcentre.com/contact

AKE

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) Sunday, 13 November 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:

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: I999999999
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.

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.

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

☐

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.



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 Allkem 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 Allkem Limited to be held at Museum of Sydney, corner of Bridge Street & Phillip Street, Sydney New South Wales and virtually at <https://meetnow.global/MWCG64G> on Tuesday, 15 November 2022 at 10:30am (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, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 8, 9, 10 and 11 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, 8, 9, 10 and 11 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			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of Performance Rights and Option Plan and Issues of Securities Under It	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Peter Coleman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Grant of STI Performance Rights to the CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Richard Seville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Grant of LTI Performance Rights to the CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Director – Fernando Oris de Roa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Re-election of Director – Leanne Heywood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Adoption of new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Adoption of proportional takeover provisions (in new constitution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval of Non-Executive Director Share Plan and Grants of Share Rights Under It	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

AKE

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Computershare



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

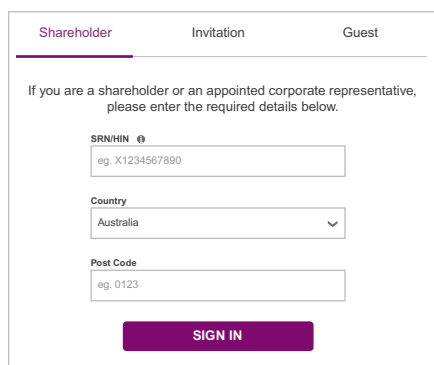
Australia

Filter

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

To register as a shareholder

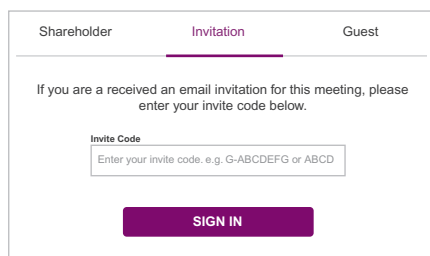
Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.



The screenshot shows the 'Shareholder' tab selected. It contains a form with the following fields: 'SRN/HIN' with a placeholder 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with a placeholder 'eg. 0123'. A 'SIGN IN' button is at the bottom.

or To register as a proxyholder

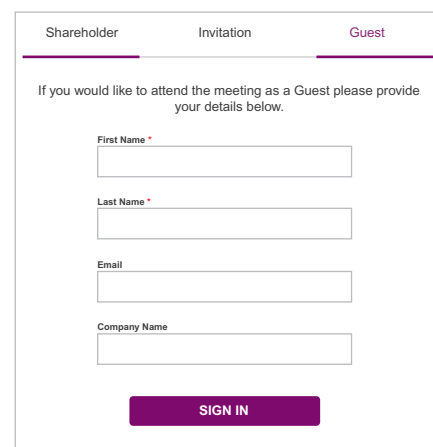
To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.



The screenshot shows the 'Invitation' tab selected. It contains a form with the following fields: 'Invite Code' with a placeholder 'Enter your invite code. e.g. G-ABCDEFGH or ABCD'. A 'SIGN IN' button is at the bottom.

or To register as a guest

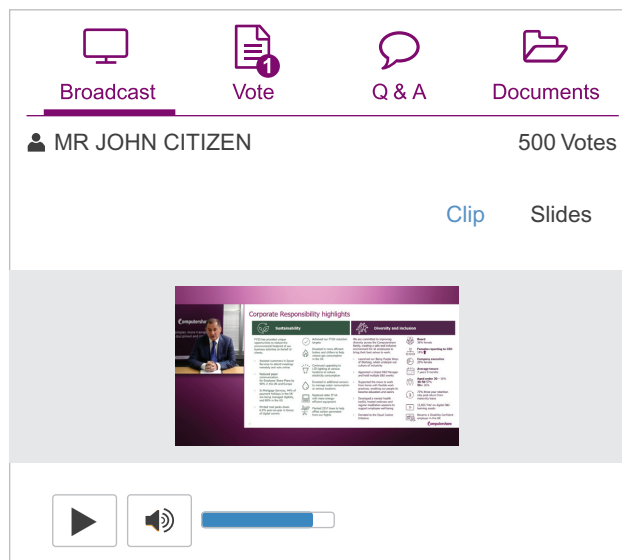
Select 'Guest' and enter your details.



The screenshot shows the 'Guest' tab selected. It contains a form with the following fields: 'First Name', 'Last Name', 'Email', and 'Company Name'. A 'SIGN IN' button is at the bottom.

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.

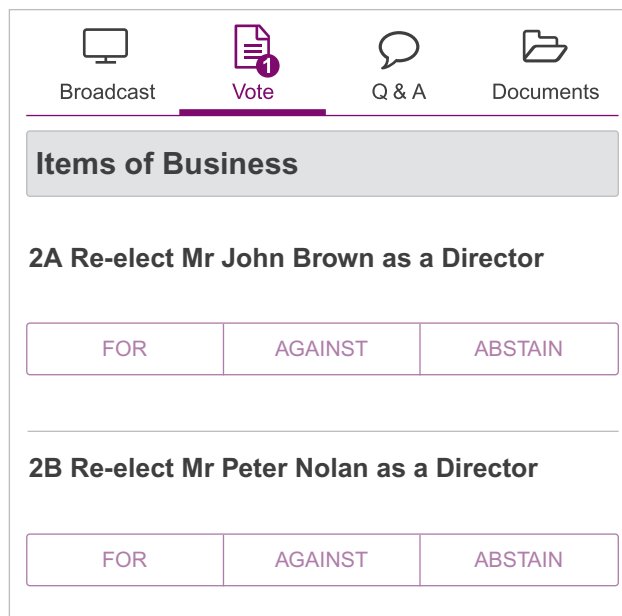


Vote

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.

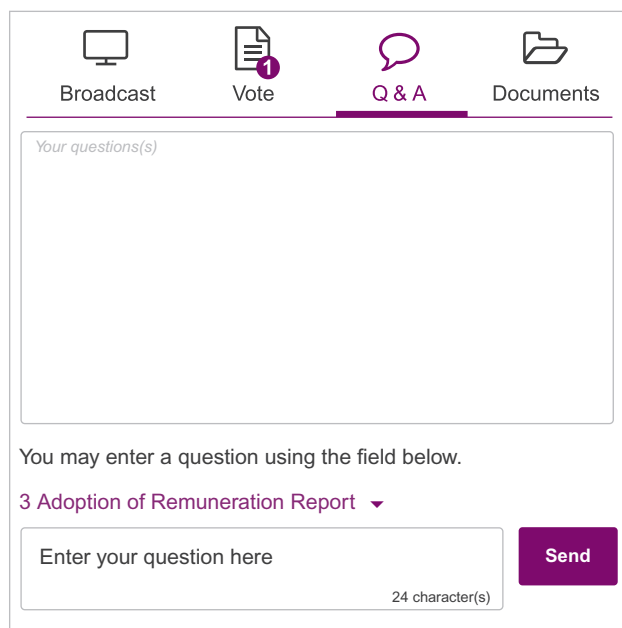
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

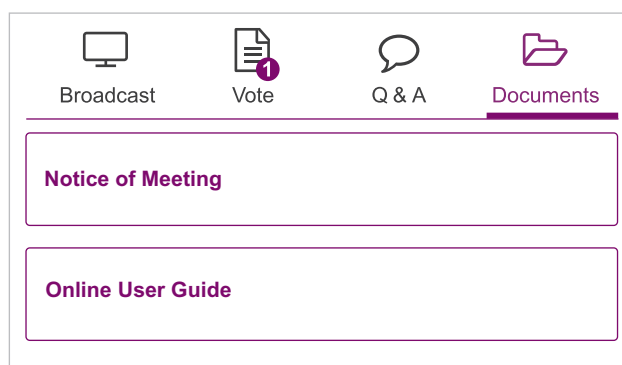
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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



Documents

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



FOR ASSISTANCE

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