



NOTICE OF MEETING

2022



**ELMO Software
Limited**
ACN 102 455 087



Contents

- 2 Notice of Annual General Meeting
- 5 Entitlement to Attend and Vote
- 8 Explanatory Memorandum



21 October 2022

Dear Shareholder,

On behalf of the Board of ELMO Software Limited (**ELMO**), I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM**) of ELMO.

Enclosed is the Notice of Meeting (including the Explanatory Memorandum) and Proxy Form setting out the business of the AGM. This contains full details of the meeting and the resolutions to be considered at the meeting.

Attendance at the meeting

ELMO's 2022 AGM will be held on Tuesday, 22 November 2022 commencing at 2:00pm (Sydney time) at Level 27, 580 George Street, Sydney and online.

If you are attending the AGM in person, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM either in person or online, I encourage you to complete and return the enclosed Proxy Form no later than 2:00pm (Sydney time) on Sunday, 20 November 2022 in one of the ways specified in the Notice of Meeting and Proxy Form.

Attending our online AGM will provide you with similar opportunities as you would have attending a meeting in person. You will be able to view presentations, as well as vote and ask questions live during the meeting.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Link Group Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.elmosoftware.com.au/Investors/>

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the AGM by following the instructions on the Proxy Form.

ELMO's co-founder and Chief Executive Officer, Mr Danny Lessem and I will comment briefly on the performance of ELMO during the year ended 30 June 2022 at the AGM, as well as other key executives. For further information please also refer to the 2022 Annual Report, which is available on ELMO's website.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ELMO unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of ELMO and I look forward to your attendance at the 2022 AGM either in person or online.

Yours faithfully,



Barry Lewin
Chair



ELMO Software Limited

ACN 102 455 087

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of ELMO Software Limited ACN 102 455 087 (**ELMO** or the **Company**) will be held:

Date: Tuesday, 22 November 2022

Time: 2:00pm (Sydney time)

Venue: Level 27, 580 George Street, Sydney, 2000

Online: <https://meetings.linkgroup.com/ELO2022>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Link Group Online Platform Guide.

The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.elmosoftware.com.au/Investors/>

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry via email within 24 hours prior to the Meeting.

Shareholders will need to contact Link Market Services on +61 1800 990 363 by 5:00pm on 21 November 2022 to obtain a personalised PIN in order to ask a question via the telephone.

A. Consideration of reports

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022.

All shareholders can view the Company's 2022 Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2022 on the Company's website at <https://investors.elmosoftware.com.au/Investors/>.

B. Questions and comments

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about and, make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external auditor for the period ended 30 June 2022, Grant Thornton Audit Pty Ltd (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for shareholders present to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

C. Items for approval

Resolution 1. Re-election of Director – Leah Graeve

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

“That Leah Graeve, who retires in accordance with clause 69.2 of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 2. Remuneration Report

To consider and if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2022 be adopted.”

Note: The Remuneration Report is contained in the 2022 Annual Report (available at <https://investors.elmosoftware.com.au>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2022 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 3. Approval of additional share issue capacity under ASX Listing Rule 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

At the time of despatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

Notice of Annual General Meeting

Resolution 4. Ratification of issue of Acquisition Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, and pursuant to the agreement between the Company and Webexpenses to issue a total of 6,820,829 fully paid ordinary shares consisting of 2,939,538 shares at a deemed issue price of \$5.994876 per Share and 3,881,291 shares at a deemed issue price of \$4.543126 cents per Share, as payment for the earnout consideration for the Webexpenses acquisition (as announced to the ASX on 16 December 2020), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, is ratified."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a person who participated in the issue the subject of Resolution 4; or
- b. an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or
- c. 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 Resolution 4; and
 - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5. Amendment of the Constitution of the Company

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

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Company's Constitution be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification."

Note: Further information about the proposed amendments to the Constitution of the Company is provided in the Explanatory Memorandum.

BY ORDER OF THE BOARD

Anna Sandham

Company Secretary

21 October 2022

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Sydney time) on Sunday, 20 November 2022 (being two days before the date of the Meeting) will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 2:00pm (Sydney time) on Sunday, 20 November 2022 (48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred): www.linkmarketservices.com.au

By post: ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

By hand: Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

** during business hours Monday to Friday (9:00am – 5:00pm) and subject to public health orders and restrictions*

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2:00pm (Sydney time) on Sunday, 20 November 2022, being 48 hours before the AGM.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 2, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Entitlement to Attend and Vote

Voting at the meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by poll (rather than on a show of hands) as required by the Act.

Shareholder questions submitted prior to the meeting

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 2:00pm (Sydney time) on Tuesday, 15 November 2022 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Conduct of meeting

ELMO is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting (either virtually or in person) with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. ELMO will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, ELMO will have regard to the impact of the technical issues on shareholders' reasonable participation and the Chair of the meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

Participation in the AGM

There are a number of ways shareholders and interested parties can participate in the AGM:

- **In Person:** shareholders and proxyholders are encouraged to participate in the AGM in person by attending and voting at our head office on George Street in Sydney.
- **Online:** shareholders and proxyholders are encouraged to participate in the AGM online meeting platform at <https://meetings.linkgroup.com/ELO2022>, which will allow them to view presentations, ask questions in writing and vote.
- **Telephone:** for shareholders and proxyholders who are unable or do not wish to access the AGM online, this will allow them to listen to the Meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Market Services on +61 1800 990 363 by 5:00pm on 21 November 2022 to pre-register and obtain your unique PIN. Shareholders should then follow the instructions in the Link Group Online Platform Guide to join the Meeting via Phone prior to the AGM.
- **Voting:** shareholders can vote on resolutions to be considered at the AGM either by voting online or in person during the AGM or, before the meeting, by appointing a proxy:
 - Online at linkmarketservices.com.au; or
 - By requesting a hard copy Proxy Form from Link Market Services by calling + 61 1800 990 363 and returning it via the methods outlined on the Proxy Form; or
- **Asking questions:** shareholders can ask questions of the Board or the Auditor either:
 - Lodging the question online before the AGM at www.linkmarketservices.com.au;
 - During the AGM via the online meeting platform or in person; or
 - During the AGM via telephone if you are attending by telephone.

Shareholder communication elections

Recent legislative changes to the *Corporations Act 2001* (Cth) effective 1 April 2022 means there are new options available to you as a shareholder as to how you elect to receive your communications. The Company will no longer send physical meeting documents to you unless you request a copy to be mailed.

We encourage you to provide an email address so that we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents, dividend statements and annual reports. You can make a standing election or an ad hoc request to receive, or not to receive, some or all of your shareholder communications in physical or electronic form.

To review or update your current communications preference, please update your details via our Share Registry's website at www.linkmarketservices.com.au via portfolio login. To create a portfolio, you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) and your postcode to verify your identity.

If you require an additional copy of a communication, need further information about the options available to you or have questions about your holding, please contact the Company's Share Registry via email at LMSComms@linkmarketservices.com.au or by mail at:

Link Market Services
Locked Bag A14
Sydney South NSW 1235

Shareholders can use the Share Registry's website at www.linkmarketservices.com.au to:

- Set up and add their holdings to a portfolio
- Review and update their contact details, communication preferences and payment instructions
- Provide their TFN and/or ABN
- View their holding details
- Make online enquires

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held at 2:00pm (Sydney time) on Tuesday, 22 November 2022.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolutions 3 and 5 are to be voted on as special resolutions. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1. Re-Election of Director – Leah Graeve

Leah Graeve was appointed as an independent non-executive Director of the Company on 12 June 2019 and was last re-elected as a Director at the 2019 AGM. In accordance with clause 69.2 of the Constitution, the Company must hold a re-election of directors at every AGM.

Leah retires from office at the conclusion of the AGM and being eligible, offers herself for re-election as a Director of the Company. If shareholders do not approve the re-election of Leah, then Leah will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Leah had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Leah Graeve (if re-elected), will continue to be an independent Director.

Leah Graeve currently serves as the Chair of ELMO's Nomination and Remuneration Committee and is a member of its Audit & Risk Committee.

Leah is a senior executive at Afterpay Limited, where she is Head of Global Strategic Sourcing and Procurement. She is also a Board member of Rare Cancers Australia (a not-for-profit) and a non-executive Director of Procurement Australia. Previously, Leah has held the roles of Head of Procurement – IT & Digital at Qantas Ltd, Senior Manager at Jetstar Airways, Legal Counsel at Engonet and IT Commercial Manager at BHP Group Limited and was a former Policy advisor of the Animal Law Institute, a non-profit community legal centre. Leah holds a Bachelor of Arts & Law from Monash University and is a graduate of the Australian Institute of Company Directors.

Prior to submitting herself for election, Leah has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the re-election of Leah Graeve as she will contribute to the Board her significant experience in the areas of technology and the implementation of enterprise wide software solutions, and will complement the skills of the existing directors and enable ELMO to execute on its growth strategy.

Board Recommendation

The Directors, with Leah Graeve abstaining, unanimously recommend Shareholders vote in favour of this Resolution 1.

Resolution 2. Adoption of Remuneration Report

As required by section 250R(2) of the Act, a resolution that ELMO's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on ELMO's website at <https://investors.elmosoftware.com.au>.

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-Executive Directors and certain executives whose remuneration arrangements are required to be disclosed.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Board Recommendation

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 3. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A mid to small cap listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM. If on the date of the AGM, ELMO no longer meets this eligibility criteria, this Resolution 3 will be withdrawn.

Accordingly, Resolution 3 is seeking approval of ordinary shareholders by special resolution for the issue of up to the number of equity securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Explanatory Memorandum.

Approval of Resolution 3 does not oblige the Company to conduct a placement or use the additional 10% capacity. The approval will provide the Company with additional flexibility and an ability to move quickly in the event of an opportunity arising which required additional capital.

At the date of this Notice, the Company has on issue 99,588,909 fully paid ordinary shares. If Resolution 3 is approved, the Company will have the capacity to issue:

- a. 14,938,336 equity securities under ASX Listing Rule 7.1; and
- b. 9,958,890 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If shareholders approve Resolution 3 the effect will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A up to 15% capacity for ASX Listing Rule 7.1 and an additional 10% capacity for ASX Listing Rule 7.1A without further shareholder approval.

If shareholders do not approve Resolution 3, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% capacity limit on issuing equity securities without shareholder approval under ASX Listing Rule 7.1.

Explanatory Memorandum

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- If any of the securities being approved by this Resolution 3 are issued, they will be issued during the 10% Placement Period, that is, within 12 months of the date of the AGM (i.e. by 22 November 2023). The approval being sought under Resolution 3 will cease to be valid on the earlier of either of the following events occurring:
 - the time and date of the Company's next AGM if it is held prior to 22 November 2023; or
 - if ordinary shareholders approve a transaction under ASX Listing Rules 11.1 (a proposed change to the nature or scale of activities) or 11.2 (change involving main undertaking) prior to 22 November 2023.
- The minimum price at which the equity securities will be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. if the shares are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.

The Company may seek to issue the equity securities to facilitate an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital.

- If Resolution 3 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including the risk that:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders calculated as at the date of this Notice using the current market price of shares and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- a. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Issue price (per Share)	Dilution		
		\$1.175 50% decrease in Issue Price	\$2.35 Issue Price	\$4.70 100% increase in Issue Price
96,805,336 (Current)	Shares issued	9,680,534	9,680,534	9,680,534
	Funds raised	\$11,374,626.98	\$22,749,253.96	\$45,498,507.92
145,208,004 (50% increase)	Shares issued	14,520,800	14,520,800	14,520,800
	Funds raised	\$17,061,940.47	\$34,123,880.94	\$68,247,761.88
193,610,672 (100% increase)	Shares issued	19,361,067	19,361,067	19,361,067
	Funds raised	\$22,749,253.96	\$45,498,507.92	\$90,997,015.84

1. Variable "A" in ASX Listing Rule 7.1A.2.

- The table has been prepared on the following assumptions:
 - a. the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - b. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - c. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - d. the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - e. the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - f. the issue price is \$2.35 per share, being the closing price of the shares on ASX on 26 September 2022.
- The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to shareholder approval of Resolution 3) have not been determined as at the date of this Notice, but may include existing shareholders and/or parties who are not currently shareholders and are not related partners or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).

The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM (ie 22 November 2021).

At the time of despatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

Resolution 3 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Board Recommendation

The Directors unanimously recommend Shareholders vote in favour of this Resolution 3.

Background about the Issue

On 16 December 2020, the Company announced details of an agreement to acquire 100% of the issued share capital of Webexpenses, a UK cloud-based expense management platform, through a combination of an initial payment (made in cash and scrip) and earnout consideration, subject to the achievement of financial targets using a combination of cash (51%) and company scrip (49%).

Having met the achievement of the financial targets, 6,820,829 shares were issued on 12 September 2022 under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1 in order to complete the payment of the earnout consideration for the Webexpenses acquisition (**Webexpenses Acquisition Shares**).

Specific information about Resolution 4

Under ASX Listing Rule 7.1, a listed entity must obtain ordinary shareholder approval if it wants to issue, or agree to issue, more than 15% of its equity securities over any 12 month period based on the number of fully paid ordinary securities it had on issue at the start of that 12 month period. As described above, the Webexpenses Acquisition Shares were issued within the 15% limit permitted under ASX Listing Rule 7.1 and without shareholder approval, thereby reducing the Company's remaining available capacity. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of, or agreement to issue, securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1.

Explanatory Memorandum

The Company is seeking approval of Resolution 4 for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under ASX Listing Rule 7.1, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months.

If shareholders approve Resolution 4, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue of the shares.

If shareholders do not approve Resolution 4, the issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue of the shares.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the persons to whom the shares were issued were key Webexpenses employees and stakeholders as at the date of acquisition.
- the number of fully paid ordinary shares issued was 6,820,869.
- the Webexpenses Acquisition Shares issued are fully paid ordinary shares which rank equally with all other existing shares from the date of issue.
- the Webexpenses Acquisition Shares were issued on 12 September 2022.
- the total number of Webexpenses Acquisition Shares issued was 6,820,829 fully paid ordinary shares made up as follows:
 - 2,939,538 at a deemed issue price of \$5.994876 cents per share; and
 - 3,881,291 at a deemed issue price of \$4.543126.
- the purpose of the issue is payment of the earnout consideration for the acquisition of the Webexpenses business (as announced to the ASX on 16 December 2020).
- the material terms of the agreement were as follows:
 - a Share Purchase Agreement was entered into (as announced to the ASX on 16 December 2020) with Webexpenses, a UK based cloud-based expense management provider;
 - The Company acquired 100% of the shares in Webexpenses for the consideration of:
 - An initial payment of £20 million (A\$35.3million) using a combination of cash (51%) and Company scrip (49%); and
 - Earnout consideration, for which this resolution is being sought, structured as a payment of a total of 6,820,829 shares at a value of 2,939,538 shares at a deemed issue price of \$5.994876 and 3,881,291 shares at a deemed issue price of \$4.543126, issued to majority shareholders; and
 - Cash consideration of £400,963 paid in cash in October 2022.
 - The Earnout consideration was calculated based on a multiple of annual recurring revenue (**ARR**).
 - The transaction was completed on the 8 September 2022 with the payment of the Earnout consideration, as detailed above.
- a Voting Exclusion Statement accompanies Resolution 4 in the Notice of Meeting.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

Resolution 5: Amendment of the Constitution of the Company

The constitution of the Company was adopted immediately prior to IPO (in June 2017) and has not been modified since that time.

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain changes to corporate governance practice, the Corporations Act and Listing Rules of the ASX. A number of the proposed changes also seek to achieve efficient and flexible administration of the Company and relations with shareholders. Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders.

If this resolution is approved, then all amendments will be incorporated into the current Constitution.

Overview of proposed amendments to the Constitution

An overview of the key changes proposed to be made to the Constitution are detailed in the table below. A copy of the amended Constitution is available on ELMO's website and will be available for inspection at the Meeting.

Rule	Topic	Summary of proposed amendment (s)
1, 3, 22, 27, 30, 36	Definitions	Updates to take account of the new ASX CHESS Replacement System.
12	Joint Holders	Allows for an increase in the numbers of joint holders under the new ASX CHESS Replacement System.
28	Restricted Securities	Amendments to take account of ASX Listing Rule Changes to Restricted Securities.
29	Paper Based Transfers	Amendments to allow for a reasonable fee for paper based transfers.
38	Meetings of Members	Amendments to allow for the option of holding of an entirely virtual general meeting. This amendment gives ELMO the flexibility to hold meetings using technology, including holding a wholly virtual meeting. However the Company only expects to hold a wholly virtual meeting in exceptional circumstances, such as the public health orders related to the COVID-19 pandemic which restricted in-person events.
42, 57	Form of Meeting and Technology	Amendments to allow for use of technology to facilitate holding general meetings.
112	Circulating Resolutions	Amendments to allow circulating resolutions of directors to use technology to sign the resolution.
129	Payment of Dividends	Amendments to allow the payment of dividends at the directors' discretion.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.





ABN 13 102 455 087

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of ELMO Software Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Tuesday, 22 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Level 27, 580 George Street, SYDNEY, NSW, AUSTRALIA, 2000** or logging in online at <https://meetings.linkgroup.com/agm/EL02022> (refer to details in the Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://investors.elmosoftware.com.au/Investors/>.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Re-election of Director – Leah Graeve

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Amendment of the Constitution of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Ratification of Issue of Acquisition Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

<input type="text"/>

<input type="text"/>

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ELO PRX2201N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 20 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ELO2022>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

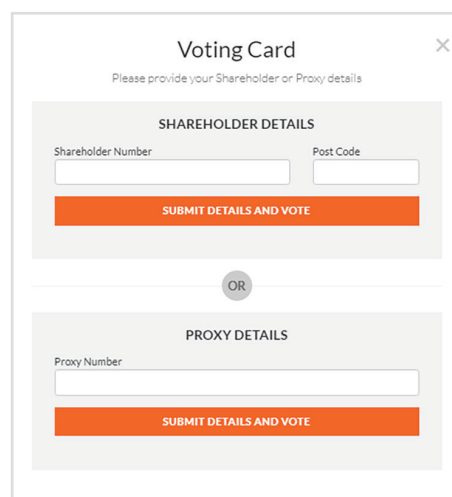
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

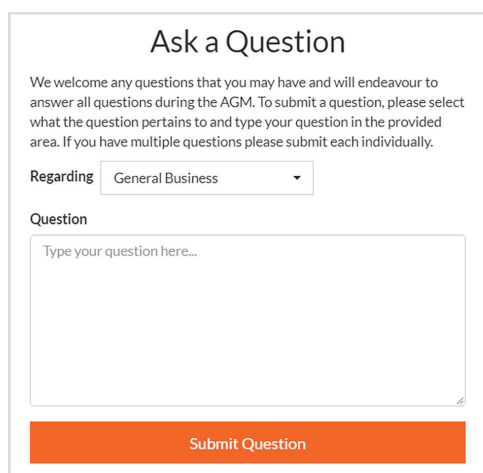
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small speech bubble icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5:00pm on 21 November 2022.

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: 1800 718 543 or +61 2 9189 2005

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au