

**ASX Announcement**  
**6 September 2023**

**2023 AGM Notice of Meeting, Letter of Access  
and Proxy Form**

**Sydney, Australia, 6 September 2023:** Atturra Limited (ASX: ATA) (**Atturra** or **Company**), leading technology services business in designing, implementing and maintaining IT solutions, attaches the following documents in relation to FY2023 Annual General Meeting:

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

**- ENDS -**

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

**About Atturra:**

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

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# Atturra Limited

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

Friday, 6 October 2023

**10:00 AM AEDT**

**Held as a Virtual Meeting**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## Important Information for Shareholders about the Company's 2023 AGM

This Notice of Meeting is given based on circumstances as at 24 August 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.atturra.com/meetings/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 AM AEDT on Friday, 6 October 2023 as a **virtual meeting**.

## How Do I Participate in the Meetings Online?

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

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MT4TKY6> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

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

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.

3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

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

The business of the Annual General Meeting affects your shareholding, and your vote is important. More information regarding participating in the AGM online can be found attached to this Notice of Meeting.

## Voting by proxy

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

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

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the Proxy Form is signed under a Power of Attorney on behalf of a Shareholder, then the attorney must make sure that either the original Power of Attorney or a certified copy is sent with the Proxy Form, unless the Power of Attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 10.00 AM AEDT on Friday, 6 October 2023 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Wednesday, 4 October 2023.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

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

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

# Resolutions

## **Remuneration Report**

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

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”*

**Note:** The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this Resolution 1 (see the Explanatory Statement for details).

## **Re-election of Directors**

### 2. **Resolution 2 – Re-election of Shan Kanji as Director**

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

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

### 3. **Resolution 3 – Re-election of Nicole Bowman as Director**

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

*“That Nicole Bowman, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5 and, being eligible, offers herself for re-election as a Director of the Company, be elected as a Director of the Company, effective immediately.”*

## **ASX Listing Rule 7.1A (Additional 10% Placement Capacity)**

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

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

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

**Note:** A voting exclusion statement applies to this Resolution 4 (see the Explanatory Statement for details).

## **Approval to Issue Securities under the Employee Incentive Plans**

### 5. **Resolution 5 – Approval to Issue Securities under the Company’s Exempt Employee Share Plan**

To consider and, if thought fit, to 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, Shareholders approve the issue of securities under the Company's Exempt Employee Share Plan on the terms and conditions outlined in the Explanatory Statement."*

**Note:** A voting exclusion statement and a voting prohibition statement applies to this Resolution 5 (see the Explanatory Statement for details).

## 6. **Resolution 6** – Approval to Issue Securities under the Company's Long-Term Incentive Plan

To consider and, if thought fit, to 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, Shareholders approve the issue of securities under the Company's Long-Term Incentive Plan on the terms and conditions outlined in the Explanatory Statement."*

**Note:** A voting exclusion statement and a voting prohibition statement applies to this Resolution 6 (see the Explanatory Statement for details).

## **Grant of Performance Rights to Director**

### 7. **Resolution 7** – Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company

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

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 444,444 Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Long-Term Incentive Plan to Stephen Kowal, Director and CEO of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Note:** A voting exclusion statement and a voting prohibition statement applies to this Resolution 7 (see the Explanatory Statement for details).

## **Appointment of Auditor**

### 8. **Resolution 8** – Appointment of Auditor

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

*"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Crowe Audit Australia ABN 13 969 921 386, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately."*

**BY ORDER OF THE BOARD**

**Kunal Shah**  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10 AM AEDT on Friday, 6 October 2023 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

#### **Written questions of the auditor**

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

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 29 September 2023.



# Resolutions

## **Remuneration Report**

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

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

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

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

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

### **Voting Exclusion and Prohibitions**

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

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

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

## **Re-election of Directors**

### **Resolution 2 – Re-election of Shan Kanji as Director**

Shan Kanji was appointed a Director of the Company on 20 October 2021, prior to the Company listing on the ASX in December 2021, and has not previously sought re-election.

#### **Constitution and Listing Rules Requirements**

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

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

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

#### **Resolution**

Notwithstanding clause 20.3(c), and in accordance with clause 20.7 of the Constitution, Shan Kanji has voluntarily agreed to retire at this Meeting, and, being eligible, seeks re-election as a Director of the Company at this AGM.

Shan Kanji is the Non-Executive Chairman of Atturra. Shan has spent more than 15 years as a senior business leader with a proven track record of running scale diversified and complex industrial and technology businesses in Australia and New Zealand. He has extensive experience with start-ups in technology, property development, manufacturing and other sectors.

Shan was instrumental in the formation of, and growth in, Atturra and its predecessor organisations.

Shan is on the board of the Australian Steel Institute, the nation's peak body representing the Australian manufactured steel supply chain.

Shan holds a Bachelor of Laws and a Bachelor of Commerce from the University of NSW and is a practising lawyer and the Principal of Kanji & Co.

#### **Directors' Recommendation**

The Board (excluding Shan Kanji) recommends that Shareholders vote for this Resolution 2.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 2.

## **Resolution 3 – Re-election of Nicole Bowman as Director**

Nicole Bowman was appointed a Director of the Company on 20 October 2021, prior to the Company listing on the ASX in December 2021, and has not previously sought re-election.

### **Constitution and Listing Rule Requirements**

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

### **Resolution**

Notwithstanding clause 20.3(c), and in accordance with clause 20.7 of the Constitution, Nicole Bowman has voluntarily agreed to retire at this Meeting, and, being eligible, seeks re-election as a Director of the Company at this AGM.

Nicole is an experienced leader, non-executive director and lawyer whose leadership career has spanned over 21 years across industries as diverse as mining, finance, sport and manufacturing, both in Australia and internationally.

In addition to her executive and legal experience, Nicole spent a combined total of seven years as a non-executive director of ASX-listed mining and exploration companies Blackthorn Resources Limited, and Intrepid Mines Limited. During this period Nicole chaired each of the Audit and Risk Committee and the Nomination and Remuneration Committee in turn.

Nicole was also a founding director of Football South Coast Limited and a member of the former FFA Women's Advisory Group.

Nicole was a Director of the charity Dress for Success Sydney Inc. from 2017 until 2022 and is the founder of its Illawarra branch. In 2019 she was appointed the Australia Day Ambassador for Wollongong in recognition of her philanthropic work.

In 2019 Nicole established her own leadership practice, focused on coaching and training leaders and teams to enable them to achieve exceptional results using readily implementable and practical tools, insights and skills.

Nicole holds a Bachelor of Economics and Bachelor of Laws (Hons) from the University of Sydney and is a member of the AICD.

### **Directors' Recommendation**

The Board (excluding Nicole Bowman) recommends that Shareholders vote for this Resolution 3.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 3.

## **ASX Listing Rule 7.1A**

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

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

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

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

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$198 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this Resolution 4 will be withdrawn.

This Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

#### **Information Required by ASX Listing Rule 7.3A**

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

##### Period for which the approval will be valid

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

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

##### Minimum price at which the equity securities may be issued under Listing Rule 7.1A.2 (as set out in Listing Rule 7.1A.3)

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

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

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A.2 may be used

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

As at the date of this Notice of Meeting, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution 4. However, if Shareholders approved this Resolution 4 and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

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

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution 4 is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

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

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

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

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.4275 50% decrease in issue price	\$0.855 issue price <sup>(b)</sup>	\$1.71 100% increase in issue price
<b>"A" is the number of shares on issue,<sup>(a)</sup> being 232,524,941 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	23,252,494	23,252,494	23,252,494
	<b>Funds raised</b>	\$9,940,441	\$19,880,882	\$39,761,765
<b>"A" is a 50% increase in shares on issue, being 348,787,412 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	34,878,741	34,878,741	34,878,741
	<b>Funds raised</b>	\$14,910,662	\$29,821,324	\$59,642,647
<b>"A" is a 100% increase in shares on issue, being 465,049,882 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	46,504,988	46,504,988	46,504,988
	<b>Funds raised</b>	\$19,880,882	\$39,761,765	\$79,523,529

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 23 August 2023.  
 (b) Based on the closing price of the Company's Shares on ASX as at 23 August 2023.  
 (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

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

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

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

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

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

Issue or agreement to issue equity securities under Listing Rule 7.1A.2 in the 12 months prior to the date of the AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM. Details of these issues or agreements to issue are set out in the table below:

<b>Number/Class of equity securities issued</b>	<b>Terms of the securities issued</b>	<b>Price and discount to closing market price on the date of issue (if any) or agreement to issue</b>	<b>Consideration details</b>	<b>Allottees of the Securities</b>
<i>Issued on 5 December 2022</i>				
2,671,705 Fully Paid Ordinary Shares	Issue of shares to institutional investors under a placement announced by the Company on 28	\$0.85 per share	Cash consideration of \$2.27m.  Funds raised from the placement was to be used to fund strategic acquisitions	Various institutional investors

	November 2022. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1A		and to also fund costs of the Institutional Entitlement Offer announced on 28 November 2022.	
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<b>Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to the date of the AGM ("A")</b>	2,671,705
<b>Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12-month period (fully diluted)</b>	1.33%

This Resolution 4 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution 4.

### Voting Exclusions and Prohibitions

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

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Directors' Recommendation

The Board recommends that Shareholders vote for this Resolution 4.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 4.

## **Approval to Issue Securities under the Employee Incentive Plans**

### **Resolution 5 – Approval to Issue Securities under the Company's Exempt Employee Share Plan**

#### **Background**

This Resolution 5 seeks Shareholder approval to issue up to a maximum of 2,000,000 securities under the employee incentive scheme entitled "Exempt Employee Share Plan" (**Exempt Employee Share Plan**).

The Exempt Employee Share Plan provides eligible employees with an opportunity to acquire Shares, which will align their interests more closely with the Company's shareholders and provide greater incentive for them to focus on the Company's longer-term goals.

The Exempt Employee Share Plan was established prior to the Company's IPO, however any issue of securities under the Exempt Employee Share Plan does not fall under an exemption in Listing Rule 7.2 and therefore any such issue of securities made under the Exempt Employee Share Plan utilises the Company's capacity under Listing Rule 7.1. Accordingly, Shareholder approval to issue securities under the Exempt Employee Share Plan for the purposes of Listing Rule 7.2 Exemption 13(b) is sought.

A summary of the key terms of the Exempt Employee Share Plan is set out in Annexure A. A copy of the rules of the Exempt Employee Share Plan may be obtained free of charge upon request by contacting the Company at [investorrelations@atturra.com](mailto:investorrelations@atturra.com).

#### **ASX Listing Rules**

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

If this Resolution 5 is approved by Shareholders for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.2 Exception 13(b), it will have the effect of enabling the securities issued by the Company under the Exempt Employee Share Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) for a three year period. If this Resolution 5 is not approved by Shareholders, any subsequent allotments of securities under the Company's Exempt Employee Share Plan will not fall under a Listing Rule exemption and therefore will utilize the Company's capacity under Listing Rule 7.1.

The Company has issued a total of 371,239 Shares under the Exempt Employee Share Plan since the date of the Company's IPO. The Company advises that Shareholder approval to issue securities under the Exempt Employee Share Plan for the purposes of Listing Rule 7.2 Exception 13(b) has not been previously sought. Accordingly, this is the first time the Company has sought Shareholder approval to issue securities under the Exempt Employee Share Plan for the purposes of Listing Rule 7.2 Exception 13(b).

If this Resolution 5 is approved by Shareholders, the Company will be able to issue up to a maximum of 2,000,000 Shares under the Exempt Employee Share Plan during the three-year period following approval. This maximum is not intended to be the actual number of Shares to be issued under the Exempt Employee Share Plan, but rather a ceiling on the number of Shares approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). If that number is reached, fresh Shareholder approval under Listing Rule 7.2 Exception 13(b) would be required, otherwise any additional Shares issued over the maximum under the Exempt Employee Share Plan will count towards calculating the Company's placement capacity under Listing Rule 7.1 (and, if applicable, any additional placement capacity approved under Listing Rule 7.1A).



## Voting Exclusions and Prohibitions

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Exempt Employee Share Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## Directors Recommendation

The Board recommends that Shareholders vote for this Resolution 5.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 5.

## **Resolution 6 – Approval to Issue Securities under the Company's Long-Term Incentive Plan**

### **Background**

This Resolution 6 seeks Shareholder approval to issue up to a maximum of 10,000,000 securities under the long-term incentive scheme entitled "Long-Term Incentive Plan" (**Long-Term Incentive Plan**).

The Long-Term Incentive Plan provides eligible employees or their nominee with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with the Company's shareholders and provide greater incentive for them to focus on the Company's longer-term goals.

The Long-Term Incentive Plan was established prior to the Company's IPO, however any issue of securities under the Long-Term Incentive Plan does not fall under an exemption in Listing Rule 7.2 and therefore any such issue of securities made under the Long-Term Incentive Plan utilises the Company's capacity under Listing Rule 7.1. Accordingly, Shareholder approval to issue securities under the Long-Term Incentive Plan for the purposes of Listing Rule 7.2 Exemption 13(b) is sought.

A summary of the key terms of the Long-Term Incentive Plan is set out in Annexure B. A copy of the rules of the Long-Term Incentive Plan may be obtained free of charge upon request by contacting the Company at [investorrelations@atturra.com](mailto:investorrelations@atturra.com)

### **ASX Listing Rules**

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

If this Resolution 6 is approved by Shareholders for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.2 Exception 13(b), it will have the effect of enabling the securities issued by the Company under the Long-Term Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity) for a three year period. If this Resolution 6 is not approved by Shareholders, any subsequent allotments of securities under the Company's Long-Term Incentive Plan will not fall under a Listing Rule exemption and therefore will utilize the Company's capacity under Listing Rule 7.1.

The Company has issued a total of 3,968,286 Performance Rights under the Long-Term Incentive Plan since the date of the Company's IPO, noting 109,000 Performance Rights have since lapsed. The Company advises that Shareholder approval to issue securities under the Long-Term Incentive Plan for the purposes of Listing Rule 7.2 Exception 13(b) has not been previously sought. Accordingly, this is the first time the Company has sought Shareholder approval to issue securities under the Long-Term Incentive Plan for the purposes of Listing Rule 7.2 Exception 13(b).

If this Resolution 6 is approved by Shareholders, the Company will be able to issue up to a maximum of 10,000,000 Performance Rights under the Long-Term Incentive Plan during the three-year period following approval, some of which may vest during that time, with Shares allocated to the relevant participant on vesting. This maximum is not intended to be the actual number of Performance Rights to be issued under the Long-Term Incentive Plan, but rather a ceiling on the number of Performance Rights approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). If that number is reached, fresh Shareholder approval under Listing Rule 7.2 Exception 13(b) would be required, otherwise any additional Performance Rights issued over the maximum under the Long-Term Incentive Plan will count towards calculating the Company's placement capacity under Listing Rule 7.1 (and, if applicable, any additional placement capacity approved under Listing Rule 7.1A).

## Voting Exclusions and Prohibitions

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Long-Term Incentive Plan; or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## Directors Recommendation

The Board recommends that Shareholders vote for this Resolution 6.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 6.

## **Grant of Performance Rights to Director**

### **Resolution 7 – Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company**

#### **Background**

This Resolution 7 seeks Shareholder approval to issue 444,444 Performance Rights (**Performance Rights**) to Director and CEO Stephen Kowal under the Long-Term Incentive Plan.

The number of Performance Rights has been calculated by dividing \$400,000 (being Mr Kowal's remuneration per annum) by 90 cents, being the rounded 30 day VWAP as at 10 August 2023.

Mr Kowal will be entitled to receive one fully paid ordinary share in the capital of the Company (**Share**) for each Performance Right that vests on satisfaction of the Performance Criteria.

If the Performance Criteria in respect of Performance Rights are not satisfied during the Performance Period, those Performance Rights will lapse and Mr Kowal will not be allocated any Shares in respect of those Performance Rights.

The Performance Criteria will be calculated as follows:

#### **a) Performance Criteria based on "actual total shareholder return"**

The percentage (if any) of the 444,444 Performance Rights that will vest is to be determined by reference to the total shareholder return post 10 August 2023 (**Start Reference Date**), taking into account:

- (i) any **dividends** paid per Share since the Start Reference Date; plus or minus
- (ii) any **increase or decrease in Share price** from:
  - (A) 90.0 cents per Share (being an agreed 30-day VWAP calculation as at the Start Reference Date); to
  - (B) the 30-day VWAP for Shares for a period of 30 trading days starting on the trading day after the date of announcement of the FYE 2026 annual results,

as set out in the table below:

<b>Total shareholder return</b>	<b>Percentage of 444,444 Performance Rights that will vest</b>
≥ 42%	25%
≥ 52%	50%
≥ 64%	70%
≥ 77%	100%

If the total shareholder return performance criteria set out above (**Total Shareholder Return Performance Criteria**) **are satisfied**, and Mr Kowal is entitled to be allocated Shares, the Company will allocate:

- half of any such vested Shares in December 2026; and

- the other half of any such vested Shares in December 2027.

**b) Performance Criteria based on “market relative total shareholder return” - XTX**

If less than 50.1% of the 444,444 Performance Rights vest by reference to the Total Shareholder Return Performance Criteria, and Mr Kowal is entitled to be allocated Shares, the Board will instead measure the Company’s **relative total shareholder return** for the period commencing on the Start Reference Date and ending on the date of announcement of the FYE 2026 annual results (**Reference Period**) by reference to the S&P/ASX All Technology Index (**XTX Index**).

If the Company falls within the top 10% of the total shareholder returns of companies in the XTX Index for the Reference Period, then 75% of the Performance Rights will vest and the Company will allocate:

- half of any such vested Shares in December 2026; and
- the other half of any such vested Shares in December 2027.

The relevant Performance Period is as follows:

- for half of any vested Shares, the Performance Period commences on the date that the Performance Rights are granted and ends in December 2026; and
- for the other half of the vested Shares, the Performance Period commences on the date that the Performance Rights are granted and ends in December 2027.

Being a holder of Performance Rights does not entitle Mr Kowal to attend and vote at general meetings or entitle him to receive dividends or distributions. However, once Shares have been allocated to Mr Kowal after the vesting of the Performance Rights (if any), he will be entitled to:

- exercise any rights (including voting rights) attaching to the Shares allocated to him;
- receive any income including distributions or dividends declared by the Company in respect of any Shares allocated to him; and
- any bonus issues and to participate in any rights issues should they occur after Shares are allocated to him.

**Director and Related Party Approvals**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a director of the Company;
- an associate of a director of the Company; or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its shareholders.

As Mr Kowal is a Director of the Company, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company’s shareholders under Listing Rule

10.14.

To this end, this Resolution 7 seeks the required Shareholder approval to issue the Performance Rights to Mr Kowal under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 Exception 8, separate approval is not required under Listing Rule 10.11.

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

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

### **Chapter 2E of the Corporations Act**

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

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

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

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

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

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Performance Rights to Mr Kowal falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution 7. Therefore, the proposed issue of Performance Rights to Mr Kowal requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

### **Information Required by ASX Listing Rule 10.15**

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) The allottee is Stephen Kowal.
- (b) Mr Kowal is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.14.1.
- (c) The maximum number of Performance Rights that may be acquired by Mr Kowal is 444,444.
- (d) The current total remuneration package received by Mr Kowal, as at the date of this Notice of Meeting is:
  - (i) Base remuneration (inc. superannuation): \$400,000;
  - (ii) Performance Rights: 1,817,058 (which includes the proposed grant of 444,444 Performance Rights the subject of this resolution); and

(iii) Additional incentives/bonuses: \$400,000 cash bonus (including superannuation) subject to meeting performance targets, with an over-performance element capped at \$480,000.

(e) Mr Kowal has previously been issued with the following Performance Rights:

Name	Number of securities received	Acquisition price for each security
SWK Family Pty Ltd	622,614 Performance Rights	Nil
Stephen Kowal	750,000 Performance Rights	Nil

- (f) The Performance Rights will be issued in accordance with the terms of the Long-Term Incentive Plan (a summary of the key terms of the Long-Term Incentive Plan is set out in Annexure B). The material terms of the Performance Rights are set out above.
- (g) Performance Rights are being issued to Mr Kowal to provide an incentive component in his remuneration package to retain his services, motivate performance, and reward the achievement of performance hurdles within a specified period. The Board considers this to be a cost-effective remuneration practice which is reasonable given that the vesting conditions and performance hurdles will align the interests of Mr Kowal with those of Shareholders.
- (h) The Company considers that the Performance Rights to be issued to Mr Kowal to have an approximate value of \$252,884.
- (i) The Performance Rights will be issued shortly after the Meeting, but in any case within 3 years from the date of this Meeting, if approved by Shareholders of the Company.
- (j) The Performance Rights to be issued to Mr Kowal, and any Shares to be allocated on vesting of the Performance Rights, will be provided for nil cash consideration.
- (k) The material terms of the Long-Term Incentive Plan are set out in Annexure B of this Notice of Meeting.
- (l) No loans will be made to Mr Kowal in relation to the issue, vesting or exercise of the Performance Rights.
- (m) Details of any securities issued under the Long-Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued. Should this Resolution 7 be approved, the Annual Financial Report will include a statement that the Performance Rights issued to Mr Kowal were approved for issue under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long-Term Incentive Plan after this Resolution 7 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statement in respect of this Resolution 7 is included below.

### **Voting Exclusions and Prohibitions**

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

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

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

### **Directors Recommendation**

The Board (excluding Stephen Kowal) recommends that Shareholders vote for this Resolution 7.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution 7.



## **Appointment of Auditor**

### **Resolution 8 – Appointment of Auditor**

On 14 December 2023, pursuant to section 327C(1) of the Corporations Act Crowe Audit Australia (ABN 13 969 921 386) (**Crowe**) was appointed as auditor of the Company to fulfil a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Crowe to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure C of this Notice of Meeting.

Crowe has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Crowe as the auditor of the Company.

#### **Directors' Recommendation**

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

## Enquiries

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

# Glossary

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

**Annual Financial Report** means the FY2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on or around 31 August 2023.

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

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Crowe Audit Australia dated on or around 31 August 2023 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

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

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

**Closely Related Party** of a member of the KMP means:

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

**Company** means Atturra Limited ACN 654 662 638.

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

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

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

**Exempt Employee Share Plan** means the employee incentive scheme entitled "Exempt Employee Share Plan" for which is subject to Shareholder approval under Resolution 5 of this Notice of Meeting.

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

**KMP** means key management personnel (including the Directors) whose remuneration details are

included in the Remuneration Report.

**Long-Term Incentive Plan** means the employee incentive scheme entitled “Long-Term Incentive Plan” for which is subject to Shareholder approval under Resolution 6 of this Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 24 August 2023 including the Explanatory Statement.

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

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right(s)** means a performance right which, subject to the terms of the Long-Term Incentive Plan, could convert to a Share.

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

**Proxyholders** means a shareholder or an individual appointed as a representative to attend the meeting, speak at the meeting and or vote as the representative of a shareholder

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

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

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

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

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

**Shareholder** means a holder of a Share.

**Share Registry** means Computershare Limited.

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

**Spill Meeting** means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

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

**VWAP** means the volume weighted average price, with respects to the price of Shares.

## Annexure A: Material Terms of the Exempt Employee Share Plan

TERM	DESCRIPTION
<b>Eligible Participant</b>	<p>An eligible participant is an employee who is a:</p> <ul style="list-style-type: none"> <li>(a) permanent full-time or permanent part-time employee (other than an executive or non-executive director) of an Employing Company; or</li> <li>(b) person who receives an invitation under the Share Plan but who can only make an offer if an arrangement has been entered into that will result in the person becoming a permanent full-time or part-time employee,</li> </ul> <p>who the Board determines to be eligible to participate in the Share (<b>Eligible Share Participant</b>).</p>
<b>Plan Interests</b>	Eligible Share Participants will be provided with an opportunity to acquire fully paid ordinary shares in the capital of the Company ( <b>Plan Shares</b> ).
<b>Quantum</b>	The number of Plan Shares offered to an Eligible Share Participant will be specified in the invitation made to that Eligible Share Participant.
<b>Terms and Conditions</b>	<p>The Board may from time to time invite Eligible Share Participants to participate in the Share Plan (<b>Invitation</b>). Invitations will be subject to such terms as the Board determines and will specify, amongst other things, the following:</p> <ul style="list-style-type: none"> <li>(a) the maximum number of Shares that can be acquired by an Eligible Share Participant under the Share Plan;</li> <li>(b) the time period in which an Eligible Share Participant has to accept the Invitation; and</li> <li>(c) the proposed acquisition date of the Plan Shares by the Eligible Share Participant.</li> </ul> <p>Following receipt by an Eligible Share Participant of an Invitation, the Eligible Share Participant may make an offer by delivering to the Company a duly completed and executed application form within the closing time specified in the Invitation. The Board may then decide to accept or reject the offer made by the Eligible Share Participant. The Board may from time to time in its absolute discretion provide Plan Shares to Eligible Share Participants for no monetary consideration.</p>
<b>Restrictions</b>	<p>A Participant must not assign, transfer, sell or grant a security interest or otherwise deal with a Plan Share from the date that the participant acquires their Plan Shares until the earlier of:</p> <ul style="list-style-type: none"> <li>(a) three years after the date of acquisition of the Plan Shares; and</li> <li>(b) the date that the Eligible Share Participant ceases to be an Employee,</li> </ul> <p><b>(Restrictive Period)</b>.</p> <p>No restrictions on dealing with the Plan Shares apply after the Restrictive Period.</p>
<b>Amendments</b>	<p>The Board may at any time amend the Share Plan or waive or amend the application of any of the rules under the Share Plan in relation to an Eligible Share Participant from time to time with retrospective effect.</p> <p>However, where any amendments will reduce any of the Eligible Share Participants' rights in respect of their Plan Shares, the Board must obtain the prior written consent of at least 75% of the Eligible Share Participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications to the Share Plan arising from changes to relevant tax guidance.</p>

## Annexure B: Material Terms of the Long-Term Incentive Plan

TERM	DESCRIPTION
<b>Eligible Participant</b>	<p>An eligible participant includes a person:</p> <ul style="list-style-type: none"> <li>(a) who is a senior executive of the Company or an Associated Company (together, an Employing Company); or</li> <li>(b) who receives an invitation under the LTI Plan, but who can only make an application if an arrangement has been entered into that will result in the person becoming a senior executive of an Employing Company, <b>(Eligible Participant)</b>.</li> </ul>
<b>Plan Interests</b>	<p>Eligible Participants will be provided with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals.</p>
<b>Quantum</b>	<p>The number of Performance Rights offered to an Eligible Participant (or their nominee) will be specified in the invitation made to that Eligible Participant. Each Performance Right carries a right to receive a Share (subject to satisfaction of any performance criteria within any performance period)</p>
<b>Terms and Conditions</b>	<p>The Board may from time to time invite an Eligible Participant to participate in the LTI Plan <b>(Invitation)</b>.</p> <p>The Board may, in relation to an Invitation made to an Eligible Participant, prescribe:</p> <ul style="list-style-type: none"> <li>• the performance criteria that must be satisfied as a condition for a Share to be allocated in respect of a Performance Right; and</li> <li>• the performance period over which the performance criteria must be satisfied.</li> </ul> <p>Invitations will specify, amongst other things:</p> <ul style="list-style-type: none"> <li>• the number of Performance Rights available;</li> <li>• the performance criteria applicable to some or all of the Performance Rights (if any);</li> <li>• the performance period applicable to some or all of the Performance Rights (if applicable);</li> <li>• the time period in which an Eligible Participant has to make an offer to the Company; and</li> <li>• the circumstances in which the Performance Rights will, or are deemed to, lapse.</li> </ul> <p>Following receipt by an Eligible Participant of an Invitation, the Eligible Participant may make an application to participate in the LTI Plan by delivering to the Company a duly completed and executed application form within the closing time specified in the Invitation <b>(LTI Offer)</b>.</p> <p>The Board may then decide to accept or reject the LTI Offer made by the Eligible Participant. The LTI Offer is accepted by the Company granting Performance Rights referred to in the LTI Offer to the Eligible Participant (or its nominee). An Eligible Participant is not required to make any payment on acceptance of the LTI Offer by the Company.</p> <p>A Performance Right will only vest if the Board determines that the performance criteria (if any) have been satisfied within the performance period. However, if at any time prior to the last date of the performance period:</p> <ul style="list-style-type: none"> <li>• an Eligible Participant ceases to be an employee of an Employing Company as a result of special circumstances (including retirement, redundancy, death or permanent disablement of an Eligible Participant, or other circumstances that the Board determines from time to time)</li> </ul>

	<p><b>(Special Circumstances)</b>, the Board may at its discretion waive some or all of the performance criteria and determine the number of Performance Rights that may vest; and</p> <ul style="list-style-type: none"> <li>• a specified event occurs (including a takeover bid being made in respect of the Company or an insolvency event occurring with respect to the Company) (Event), the Board may at its discretion waive some or all of the performance criteria and determine that any unvested Performance Rights vest within 5 business days of an Event occurring (or such longer period determined by the Board) by giving written notice.</li> </ul> <p>The Board may determine that instead of allocating Shares to a participant, the Company will pay a cash amount equivalent to the market value of the Shares (as determined by the Board) reduced by the amount and any superannuation contribution or taxes paid or withheld by the Employing Company.</p>
<p><b>Lapse of Performance Rights</b></p>	<p>A Performance Right will lapse on the earliest date that:</p> <ol style="list-style-type: none"> <li>is the last date of the performance period and the performance criteria have not been satisfied in respect of that Performance Right;</li> <li>if the relevant person ceases to be an employee at any time before the end of the performance period (and there are no Special Circumstances), the date that the relevant person ceases to be an employee (or such longer period determined by the Board);</li> <li>if there are Special Circumstances but the Board has not waived the performance criteria, is 30 days from the date of cessation (or such longer period determined by the Board);</li> <li>if an Event occurs but the Board has not waived the performance criteria, is 5 business days of an Event occurring (or such longer period determined by the Board);</li> <li>the Board determines that the relevant person has, in the Board's opinion: <ol style="list-style-type: none"> <li>been dismissed with cause;</li> <li>committed any act of fraud, theft or gross misconduct in relation to the affairs of an employing company (whether or not charged with an offence); or</li> <li>brought an employing company into disrepute; and</li> </ol> </li> </ol> <p>the Board determines that a breach or occurrence of any condition or event contained in the Invitation requires the lapse of the Performance Right.</p>
<p><b>Restrictions</b></p>	<p>A participant must not assign, transfer, sell or grant a security interest or otherwise deal with a Performance Right.</p>
<p><b>Amendments</b></p>	<p>The Board may at any time amend the LTI Plan or waive or amend the application of any of the rules of the LTI Plan in relation to a participant with retrospective effect. However, where any amendments will reduce any of the participant's rights in respect of their Performance Rights or Shares, the Board must obtain the prior written consent of at least 75% of the participants affected by the change unless the amendment is to correct a manifest error or for the purpose of complying with applicable laws or to take into consideration possible adverse tax implications in respect of the LTI Plan arising from changes to relevant tax guidance. The Board may also waive, amend or replace any performance measure in a performance criteria attaching to a Performance Right if the Board determines that the original performance criteria is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.</p>

## Annexure C: Appointment of Auditor Notice of Nomination



14<sup>th</sup> November 2022

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

Dear Sirs,

### **NOMINATION OF AUDITOR – ATTURRA LIMITED**

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I Stephen Kowal, a Shareholder of Atturra Limited (ACN 654 662 638) (Company), hereby nominate Crowe Audit Australia (ABN 13 969 921 386) for appointment as auditor of the Company at the next Annual General Meeting

Yours faithfully,

*Stephen Kowal*

Stephen Kowal

# 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 'Search for meeting' field. Select and click on the displayed meeting.

### Search for meeting

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

Or select the country where the company is based.

Australia

### To register as a shareholder

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

Shareholder   Invitation   Guest

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

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

**SIGN IN**

### or To register as a proxyholder

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

Shareholder   Invitation   Guest

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

Invite Code

Enter your invite code. e.g. G-ABCDEFGF or ABCD

**SIGN IN**

### or To register as a guest

Select 'Guest' and enter your details.

Shareholder   Invitation   Guest

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

First Name \*

Last Name \*

Email

Company Name

**SIGN IN**





## Broadcast

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

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



## Vote

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

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

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

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



## Q & A

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

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

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



## Documents

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

The screenshot shows the 'Documents' tab selected. There are two document options listed: 'Notice of Meeting' and 'Online User Guide'.

## FOR ASSISTANCE

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

## ASX Announcement 6 September 2023

### 2023 Annual General Meeting (Virtual Meeting) Letter of Access

**Sydney, Australia, 6 September 2023:** Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Company) advises that the 2023 Annual General Meeting (AGM) will be held at 10:00am AEDT on Friday, 6 October 2023 as a **virtual meeting**.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

#### Notice of AGM

The full Notice of AGM (Notice of Meeting) is available:

1. At <https://investors.atturra.com/meetings/>
2. At <https://www2.asx.com.au/markets/company/ata>
3. by contacting the Company Secretary on [company.secretary@atturra.com](mailto:company.secretary@atturra.com)

#### Business and Resolutions at the AGM

The business and resolutions of the AGM, as outlined in the Notice of Meeting, are:

- Financial Statements and Reports
- Resolution 1 – Adoption of Remuneration Report
- Resolution 2 – Re-election of Shan Kanji as Director
- Resolution 3 – Re-election of Nicole Bowman as Director
- Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities
- Resolution 5 – Approval to Issue Securities under the Company’s Exempt Employee Share Plan
- Resolution 6 – Approval to Issue Securities under the Company’s Long-Term Incentive Plan
- Resolution 7– Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company
- Resolution 8 – Appointment of Auditor

#### Virtual Venue and Voting Information

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

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MT4TKY6> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

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

To participate in the meeting online follow the instructions below.

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

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

**Voting by proxy**

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

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

A shareholder can appoint a proxy to attend and vote on their behalf, using the proxy form forwarded to each shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

If a shareholder appoints the Chair of the meeting as the shareholder’s proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

If you require an additional proxy form, please contact the Company’s Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or visit [www.investorcentre.com/contact](http://www.investorcentre.com/contact).

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Computershare, no later than Wednesday, 4 October 2023 at 10:00am AEDT (that is, at least 48 hours before the meeting).

Proxies received after this time will not be accepted.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

**- ENDS -**

**This announcement is authorised for release by the CEO of Atturra Limited.**

**About Atturra:**

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

**Contact:**

**Stephen Kowal**

CEO Atturra

M: +61 2 8241 1725


E: [stephen.kowal@atturra.com](mailto:stephen.kowal@atturra.com)



ATA

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

## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 4 October 2023.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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 Atturra Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Atturra Limited to be held as a virtual meeting on Friday, 6 October 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 5, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Shan Kanji as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Nicole Bowman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Securities under the Company's Exempt Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue Securities under the Company's Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Performance Rights to Stephen Kowal, Director and CEO of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Appointment of Auditor	<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

ATA

999999A



Computershare

