

Atturra Limited ABN 34 654 662 638

ASX Announcement 27 December 2023

### 2024 EGM Notice of Meeting, Letter of Access and Proxy Form

**Sydney, Australia, 27 December 2023:** Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Atturra), attaches the following documents in relation to the Extraordinary General Meeting (EGM):

- EGM 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, HPE, Software AG, OpenText, Smartsheet, QAD, Infor, Denodo, Vaultspeed and Snowflake and its clients are some of the largest public and private-sector organisations in Australia. For more information visit: <a href="http://www.atturra.com">www.atturra.com</a>

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# Atturra Limited

### Notice of 2024 Extraordinary General Meeting

Explanatory Statement | Proxy Form

# Tuesday, 30 January 2024

### 10:30AM 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 2024 EGM

This Notice is given based on circumstances as at 14 December 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <u>https://investors.atturra.com/meetings/</u>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

# Venue and Voting Information

The Extraordinary General Meeting (**EGM**) of the Shareholders to which this Notice of Meeting relates will be held at 10:30AM (AEDT) on Tuesday, 30 January 2024 as a **virtual meeting**.

To be able to hold this Meeting using virtual meeting technology only, as permitted by the Company's Constitution, the Company is relying upon s249R(c) of the Corporations Act.

# How Do I Participate in the Meetings Online?

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

To participate in the meeting, you can log in by entering the following URL <u>https://meetnow.global/MMTYTN7</u> 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 Extraordinary General Meeting affects your shareholding, and your vote is important.

More information regarding participating in the EGM online can be found attached to this Notice of Meeting.

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

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

### Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### Corporate Representatives

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

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Atturra Limited ACN 654 662 638 will be held at 10:30AM (AEDT) on Tuesday, 30 January 2024 as a **virtual meeting** (Meeting).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary 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 Extraordinary General Meeting are those who are registered Shareholders at 10.30AM (AEDT) on Sunday, 28 January 2024.

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

# Agenda

# **Special business**

# Resolutions

# **Approval for Financial Assistance**

1. **Resolution 1** – Approval for Financial Assistance of Named Subsidiaries

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

"That, for the purposes of section 260B(1) and section 260B(2) of the Corporations Act 2001, approval is given for the financial assistance to be provided by the Named Subsidiaries, in connection with each of the Cirrus Acquisition and Previous Acquisitions as described in the Explanatory Statement accompanying this Notice."

#### There is no Voting Exclusion Statement in respect of Resolution 1.

#### **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 Extraordinary General Meeting to be held at 10:30AM (AEDT) on Tuesday, 30 January 2024 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 Extraordinary General Meeting are set out below.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice. The Notice incorporates and should be read together with this Statement.

# Agenda

# **Ordinary business**

Resolutions

# **Resolution 1** – Approval for Financial Assistance of Named Subsidiaries

#### 1. **Resolution 1: Financial Assistance Resolution**

#### 1.1 **Restrictions on companies giving financial assistance**

Under section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act (see section 1.2 below); or
- (c) the assistance is exempted under section 260C of the Corporations Act.

#### 1.2 Shareholder approval of financial assistance

For a company to financially assist a person to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, section 260B(1) of the Corporations Act states that the financial assistance must be approved by its shareholders by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If the company will be a subsidiary of a listed domestic corporation (**Listed Australian Holding Company**) immediately after the acquisition, then section 260B(2) requires that the financial assistance must also be approved by a special resolution passed at a general meeting of that Listed Australian Holding Company.

#### 1.3 Approval under section 260B(1) and section 260B(2) of the Corporations Act

The purpose of this Explanatory Statement is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice which must be passed under section 260B(1) and section 260B(2) of the Corporations Act to enable the giving of the financial assistance in connection with the Cirrus Acquisition and the Previous Acquisition (as described below).

#### 2. The Cirrus Acquisition, the Financial Assistance and involved companies

#### 2.1 The Cirrus Acquisition

Atturra Limited ACN 654 662 638 (**Atturra**) via its wholly owned subsidiary Atturra Holdings Pty Ltd ACN 132 368 104 (**Atturra Holdings**) acquired the entire issued share capital of Cirrus Networks Holdings Limited ACN 103 348 947 (**Cirrus**) on 11 December 2023 under the terms of a binding Second Amended and Restated Scheme Implementation Deed (**SID**) dated 3 October 2023 between:

- (a) Cirrus, as "Target";
- (b) Atturra Holdings (as "BidCo"); and
- (c) Atturra Limited ("Atturra")

#### (the Cirrus Acquisition).

Accordingly, on completion of the Cirrus Acquisition, Cirrus became a wholly-owned subsidiary of Atturra Holdings. It follows that each of Cirrus's subsidiaries, are also subsidiaries of the Atturra Group following the Cirrus Acquisition.

Atturra is listed and is a domestic corporation.

#### 2.2 The Financial Assistance - Cirrus Acquisition

The consideration paid by Atturra Holdings as BidCo for the Cirrus Acquisition comprised a mixture of shares in Atturra and cash of \$44,568,422.54.

The cash component was partially funded by debt advanced by Westpac Banking Corporation ACN 007 457 141 (**Westpac**, as "Lender") to Atturra (as a "Borrower") and Atturra Holdings (as a "Guarantor"), among others, pursuant to an amended and restated facility agreement dated 4 December 2023 (**New Facility**).

The New Facility amended and restated the existing facility provided by Westpac to Atturra and is on terms that Atturra considers to be market standard, including standard conditions precedent to draw down.

It is a condition of the New Facility, that as soon as possible after (and in any event within 70 days of completion of) the Cirrus Acquisition, that Cirrus and certain of its subsidiaries each become 'Guarantors' to the New Facility, and that all required approvals are obtained to enable this to occur.

The new 'Guarantors' required by Westpac (following and in connection with the Cirrus Acquisition) are:

- (a) Cirrus;
- (b) Cirrus Networks (WA) Pty Ltd (ACN 161 277 121), being 100% owned by Cirrus;
- (c) Cirrus Networks (ACT) Pty Ltd (ACN 143 561 291), being 100% owned by Cirrus;
- (d) Cirrus Networks (Canberra) Pty Ltd (ACN 168 829 641, being 100% owned by Cirrus,

(together the **New Guarantors**).

Westpac requires that each of the New Guarantors signs:

- (e) an Accession Deed, agreeing to guarantee the obligations of each obligor under the New Facility (**Guaranteed Obligations**); and
- (f) a General Security Agreement, granting security over all of the assets and undertakings of each New Guarantor, as security for the Guaranteed Obligations,

#### (together the Accession Documents).

Following the Cirrus Acquisition (and at the time of entry into the Accession Document), each New Guarantor will be a Subsidiary of the Atturna Group.

The entry into the Accession Documents by each of the New Guarantors (and performance of their respective obligations under the Accession Documents), constitutes the giving of

"financial assistance" for the purposes of Section 260A of the Corporations Act, as it assists to secure the financing obtained by the Atturra Group, to complete the Cirrus Acquisition.

# 2.3 The Previous Acquisitions, Deferred Consideration, Financial Assistance and involved companies

Atturra Limited ACN 654 662 638 (Atturra) also previously acquired:

- the entire issued share capital of Hayes Information Systems and Communications Pty Ltd ACN 169 127 824 (Hayes), pursuant to the Hayes SPA which completed on 1 June 2022 (Hayes Acquisition);
- (b) a majority stake in Atturra Advisory Group Pty Ltd ACN 117 643 240 (formerly called Noetic Group Pty Ltd) (AAG) pursuant to the Noetic SPA which completed on 1 February 2021. AAG also had a wholly owned subsidiary called Noetic Solutions Pty Ltd ACN 098 132 024 (Noetic Solutions), which as a result of the AAG acquisition, also become a subsidiary of the Atturra Group (together the Noetic Acquisition);
- the entire issued share capital of Kettering Professional Services Pty Ltd ACN 114
  612 001 (Kettering) pursuant to the Kettering SPA which completed on 17
  January 2022 (Kettering Acquisition),

(collectively, the **Previous Acquisitions**).

Whilst each of the Previous Acquisitions have already completed, the consideration payable by the Atturra Group in respect of each of the Previous Acquisitions included the following deferred consideration (each having been previously announced by the Company):

- (d) Hayes Acquisition: a post-completion earn-out of up to \$7.89 million in cash is payable, subject to Hayes achieving performance hurdles based on audited EBIT targets for FY22, FY23 and FY24 and certain metrics with respect to key employees;
- (e) Noetic Acquisition: a post-completion earn-out of up to \$4 million in cash was payable, subject to AAG achieving performance hurdles based on audited EBIT targets for FY21, FY22 and FY23; and
- (f) *Kettering Acquisition*: a post-completion earn-out of up to \$2.25 million in cash is payable, subject to Kettering achieving performance hurdles based on audited EBIT targets for FY23, FY24 and FY25,

(collectively, the **Deferred Consideration**).

#### 2.4 The Financial Assistance - Previous Acquisitions (Deferred Consideration)

The exact amount of the Deferred Consideration has not yet been determined in respect of all of the Previous Acquisitions; however once determined, it will be funded (either in whole or in part) by the New Facility provided by Westpac.

As a condition to draw down of the New Facility to pay Deferred Consideration in respect of any of any of the Previous Acquisitions, Westpac requires that the guarantees and securities given be each of:

- (a) Hayes, in respect of the Hayes Acquisitions;
- (b) AAG and Noetic Solutions, in respect of the Noetic Acquisition; and
- (c) Kettering, in respect of the Kettering Acquisition,

(together the **Existing Guarantors**), are approved under section 260B(2) of the Corporations Act.

Each of the Existing Guarantors has previously:

- (d) agreed to guarantee the obligations of each obligor under the New Facility (**Guaranteed Obligations**); and
- (e) signed a General Security Agreement, granting security over all of the assets and undertakings of each New Guarantor, as security for the Guaranteed Obligations,

#### (together the **Existing Guarantor Documents**).

Following each Previous Acquisition (and at the time of entry into the relevant Existing Guarantor Documents), each relevant Existing Guarantor (with respect to that Previous Acquisition) was a Subsidiary of the Atturra Group.

Any funds drawn down under the New Facility to pay Deferred Consideration will mean that the Existing Guarantor Documents entered into by each of the Existing Guarantors (and performance of their respective obligations under the Existing Guarantor Documents), will constitute the giving of financial assistance for the purposes of Section 260A of the Corporations Act, as it assists to secure the financing obtained by the Atturra Group, to complete the relevant Previous Acquisition in question.

#### 2.5 Approved financial assistance to extend to any future Refinance

The Borrower, the Target and the Lender, among others, may arrange refinancing and additional financing facilities of an amount to be determined in the future, from time to time. In order to secure and regulate the obligations of the Borrower and any applicable subsidiary or related entity of them in relation to such financing facilities, any member of the Atturra Group (whether before, on or after the Cirrus Acquisition, Previous Acquisition or any Future Acquisition) and any subsidiary of any of them may, from time to time:

(a) execute, or accede to, a facilities agreement on terms approved by the board or members (or both) at the relevant time;

- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge (or other security interest) or otherwise) to secure any obligations under any facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with or ancillary to, any facilities agreement or guarantee, indemnity or security interest given in connection with any facilities agreement and any related document,

#### (Refinance).

By approving the Financial Assistance Resolution, Shareholders are also agreeing that the financial assistance to be provided by the Named Subsidiaries is also approved for the purposes of any such Refinance.

#### 3. Financial Assistance Resolutions

#### 3.1 **Financial assistance approvals**

The entry by each Named Subsidiary into, and the performance by each Named Subsidiary of its obligations under the Finance Documents and the participation by the Named Subsidiaries in the funding arrangements and other transactions or any Refinance, all as described above, constitutes the giving of financial assistance in connection with the Cirrus Acquisition and each Previous Acquisition or Future Acquisition (as the case may be), within the meaning of Part 2J.3 of the Corporations Act.

As Atturra is the Listed Australian Holding Company of each of the Named Subsidiaries providing the financial assistance outlined in this Explanatory Statement, the financial assistance must be approved by a special resolution at a general meeting of Atturra in accordance with section 260B(2) of the Corporations Act. This is the Resolution that Atturra shareholders are being asked to consider.

Each Named Subsidiary must also have each of their respective shareholders approve the financial assistance to be given by it for the purposes of section 260B(1) of the Corporations Act. Those approvals will be sort by those Named Subsidiaries concurrently with the Resolution proposed to be passed by members of Atturra.

#### 3.2 **Reasons for giving financial assistance**

The reason for the giving of the financial assistance described above is to enable Atturra to comply with its obligations under the New Facility, and to facilitate the Cirrus Acquisition and to facilitate the payment of Deferred Consideration in respect of each of the Previous Acquisitions (also to be funded by the New Facility).

If such obligations are not complied with a "Default" (as defined in the New Facility) could occur, and Westpac could require that all amounts outstanding under the New Facility are repaid.

Additionally, the approval sought will also assist the Atturra Group to facilitate any future Refinance that may occur.

#### 3.3 Effect of financial assistance

As Atturra, in its capacity as Borrower, and Atturra Holdings in its capacity as Guarantor, are already liable for the amounts payable under the New Facility, the giving of the financial assistance described in this Explanatory Statement by each Named Subsidiary is unlikely to have any adverse effect on the Atturra Group), except that the operations of the Named Subsidiaries will be restricted by the representations, warranties and undertakings given by each of them under the Finance Documents.

The substantial effect of the financial assistance given by each of the Named Subsidiaries is that they each will have guaranteed all amounts payable under the New Facility and have granted security for such obligations. The operations of Named Subsidiaries will also be restricted by the representations, warranties and undertakings given by each of them under their relevant Finance Documents.

The directors of Atturra, Atturra Holdings, and each of the Named Subsidiaries do not currently believe that any of them are likely to default in their obligations under the Finance Documents.

#### 3.4 Advantages of the proposed resolution

The advantage to Atturra of the proposed resolution is that New Guarantors will be able to provide the Accession Documents and enable Atturra to satisfy its obligations under the New Facility and a condition of using the New Facility to fund Deferred Consideration will be satisfied. This will enable Atturra to comply with its obligations under the New Facility with respect to the Cirrus Acquisition and to use the New Facility to fund Deferred Consideration in relation to Previous Acquisitions.

The directors of each Named Subsidiary believe that the execution of the Finance Documents are in the interests of each Named Subsidiary because:

- (a) they will have greater access to funding in the bank and capital markets as a result of integration with the Atturra Group; and
- (b) they will benefit from synergies, cost savings and greater growth potential through its integration with the Atturna Group.

The directors of Atturra, Atturra Holdings and each of the Named Subsidiaries believe that transactions contemplated by this Explanatory Statement are in the interests of each of them.

#### 3.5 **Disadvantages to Atturra of proposed resolutions**

As Atturra is already liable for and has provided security, the directors of Atturra do not believe there are any disadvantages to Atturra of the proposed resolution, except that the operations of the Named Subsidiaries will be restricted by the undertakings and representations and warranties given by the Named Subsidiaries under the Finance Documents.

#### 3.6 **Disadvantages to Cirrus and the Named Subsidiaries of the proposed resolution**

The disadvantages of the proposed resolution for the Named Subsidiaries include the following:

- (a) they will each become liable for the amounts due under the New Facility;
- (b) each of their respective assets will be subject to security and their respective operations will be restricted by the representations, warranties and undertakings given by it under the Finance Documents;
- (c) Atturra, Atturra Holdings or any other obligor under the New Facility may default under the facility;
- (d) Westpac (as Lender) may make a demand under the guarantee provided by a Named Subsidiary requiring immediate repayment of the amounts due under the New Facility; and
- (e) Westpac (as Lender) may enforce the guarantee and/or security granted by a Named Subsidiary to recover the amounts due.

A demand made under the guarantees may result in the winding up of a Named Subsidiary and a sale of any of their respective assets by the Lender upon an enforcement of the security or execution of a judgment for moneys owing under the guarantee. This may result in a return to Atturra (and ultimately its shareholders) significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had Atturra or, as applicable, any of the Named Subsidiary continued trading.

#### 3.7 **Passing the Financial Assistance Resolution**

The Financial Assistance Resolution under consideration is set out in the Notice that accompanies this Explanatory Statement and will be passed if it is passed as a special resolution by Atturra's shareholders.

Atturra shareholders may vote either for or against the Financial Assistance Resolution.

As stated at paragraph 3.4 above, each Named Subsidiary will also concurrently seek the approval of each of its sole member companies, to enable it to give the financial assistance outlined in this Explanatory Statement.

#### 4. **Board Recommendation**

The Board unanimously recommends that Atturra shareholders vote in favour of the Financial Assistance Resolution to approve the giving of financial assistance.

#### 5. Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

#### 6. Voting Exclusion

There is no applicable voting exclusion statement in respect of Resolution 1 (the Financial Assistance Resolution).

#### 7. Notice to Australian Securities & investments Commission

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement as sent to the shareholders were lodged with the Australian Securities & Investments Commission before they were sent to the shareholders.

#### 8. Disclosure

The directors of Atturra, consider that this Explanatory Statement contains all information known to Atturra that would be material to the shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require Atturrato include because it has been previously disclosed to the shareholders of Atturra.

# Enquiries

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

# Glossary

**AAG** means Atturra Advisory Group Pty Ltd CAN 117 643 240 (formerly called Noetic Group Pty Ltd).

Accession Documents in respect of the Cirrus Acquisition: is defined in section 2.2(e) and 2.2(f).

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

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.

Atturra Group means Atturra and each of its subsidiaries at the relevant time.

Atturra Holdings means Atturra Holdings Pty Ltd ACN 132 368 104.

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

Borrower means Atturra Limited ACN 654 662 638 and Atturra Operations Pty Ltd.

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

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

**Cirrus** means Cirrus Networks Holdings Limited ACN 103 348 947.

**Cirrus Acquisition** is defined in section 2.1.

**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** or **Atturra** 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.

**Deferred Consideration** is defined in section 2.3 of the Explanatory Statement.

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

Dollar or "\$" means Australian dollars.

**Existing Guarantor** means in respect of the Previous Acquisitions, each of Hayes, AAG, Noetic Solutions and Kettering.

Existing Guarantor Documents in respect of the Previous Acquisitions, is defined in section 2.4(d)

and 2.4(e).

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

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

**Finance Documents** means the Accession Documents, the Existing Guarantor Documents and the New Facility.

Financial Assistance Resolution is defined at the commencement of this Explanatory Statement.

**Future Acquisition** means any acquisition that may occur in future, by the Atturra Group, or the share(s) in another company or companies.

Guarantor means Atturra Holdings Pty Ltd ACN 132 368 104.

Hayes means Hayes Information Systems and Communications Pty Ltd ACN 169 127 824.

**Hayes SPA** means the Share Purchase Agreement between Anatas Pty Ltd ACN 133 185 458 (a wholly owned subsidiary of the Atturra Group), as acquirer and each of the shareholders of Hayes dated on or about 10 May 2022, pursuant to which the Atturra Group acquired all of the issue share capital of Hayes.

Kettering means Kettering Professional Services Pty Ltd ACN 114 612 001.

**Kettering SPA** means the Share Purchase Agreement between Galaxy 42 Group Pty Ltd (a wholly owned subsidiary of the Atturra Group), as acquirer and each of the shareholders of Kettering dated 14 January 2022 (and varied by deed dated 24 November 2022, pursuant to which the Atturra Group acquired all of the issue share capital of Kettering.

Lender means Westpac Banking Corporation ACN 007 457 141.

Listed Australian Holding Company is defined in section 1.2

Named Subsidiaries means each New Guarantor and each Existing Guarantor.

**New Facility** is defined in section 2.2.

**New Guarantor** means, in respect of the Cirrus Acquisition, each of Cirrus, Cirrus Networks (WA) Pty Ltd (ACN 161 277 121), Cirrus Networks (ACT) Pty Ltd (ACN 143 561 291), and Cirrus Networks (Canberra) Pty Ltd (ACN 168 829 641).

**Noetic SPA** means the Share Purchase Agreement between FTS NHC Pty Limited ACN 646 747 113 (a wholly owned subsidiary of the Atturra Group), as acquirer and each of the shareholders of AAG dated 1 February 2021, pursuant to which the Atturra Group acquired a majority stake in AAG, resulting in AAG and its own wholly owned subsidiary, Noetic Solutions Pty Ltd ACN 098 132 024 becoming part of the Atturra Group.

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated **14 December 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.

Previous Acquisitions has the meaning given in section 2.3 of the Explanatory Statement.

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

**Refinance** has the meaning given in section 2.5 of the Explanatory Statement.

**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.

Target means in respect of:

- (a) the Cirrus Acquisition Cirrus
- (b) the Previous Acquisitions, Hayes, AAG (inclusive of Noetic Solutions) and Kettering, as the case may be;
- (c) any Future Acquisition, the relevant company(ies) whose shares are to be acquired.

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

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

Westpac means Westpac Banking Corporation ACN 007 457 141.

# **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

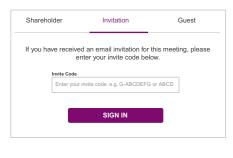
#### To register as a shareholder

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

Shareholder	Invitation	Guest
	ler or an appointed cor enter the required detai	
SRN/HIN		
eg. X12345	57890	
Country		
Australia		~
Post Code		
eg. 0123		
	SIGN IN	

#### $\bigcirc \Gamma$ 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.



#### $\bigcirc \Gamma$ To register as a guest

Select 'Guest' and enter your details.

Shareholder	Invitation	Guest
f you would like t	o attend the meeting as a G your details below.	Guest please provide
First Nam	e *	
Last Nam	e *	
Email		
Company	Name	
	SIGN IN	

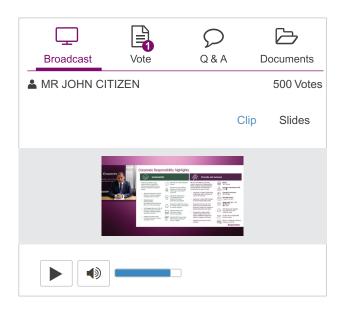
292250\_01\_V2

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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.





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.

Broadcast	Vote	Q & A	Documents		
Items of Busi	Items of Business				
2A Re-elect Mr John Brown as a Director					
FOR	AGAINST		ABSTAIN		
2B Re-elect Mr Peter Nolan as a Director					
FOR	AGAI	NST	ABSTAIN		



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.

Ţ		$\mathcal{Q}$	
Broadcast	Vote	Q & A	Documents
Your questions(s)			
You may enter a qu	uestion using	the field below.	
3 Adoption of Rem	uneration Rep	oort 👻	
Enter your quest	ion here		Send
		24 character	
		24 GIIdi dolei	(0)



Documents

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

<b></b> Broadcast	Vote	Q & A	Documents
Notice of Meeti	ng		
Online User Gu	ıide		

# FOR ASSISTANCE

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



#### Atturra Limited ABN 34 654 662 638

#### ASX Announcement 27 December 2023

### 2024 General Meeting Letter of Access

**Sydney, Australia, 27 December 2023:** Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (**Atturra** or **Company**) advises that an Extraordinary General Meeting (**EGM**) will be held at 10:30 AEDT on Tuesday, 30 January 2024 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 EGM

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

- 1. At https://investors.atturra.com/meetings/
- 2. At https://www.asx.com.au/markets/company/ata
- 3. by contacting the Company Secretary on <u>company.secretary@atturra.com</u>

#### **Business and Resolutions at the EGM**

The business and resolutions of the EGM, as outlined in the Notice of Meeting, is as follows:

• Resolution 1 – Approval for Financial Assistance of Named Subsidiaries

#### **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 <u>https://meetnow.global/MMTYTN7</u> 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:



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

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 <u>www.investorcentre.com/contact</u>.

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 Sunday, 28 January 2024 at 10.30am 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 the resolution.

#### - ENDS -

#### This announcement is authorised for release by the Board of Atturra Limited.



Atturra Limited ABN 34 654 662 638

#### **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, HPE, Software AG, OpenText, Smartsheet, QAD, Infor, Denodo, Vaultspeed and Snowflake and its clients are some of the largest public and private-sector organisations in Australia. For more information visit: www.atturra.com

Contact: Stephen Kowal CEO Atturra P: +61 2 8241 1725 E: stephen.kowal@atturra.com

# atturra

ACN 654 662 638

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### Need assistance?

# 6

Phone: 1300 855 080 (within Australia) +61 3 9415 4000 (outside Australia)

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Online: www.investorcentre.com/contact

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



### YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Sunday, 28 January 2024.** 

# **Proxy Form**

#### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

**Online:** 

#### Lodge your vote online at

www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999 SRN/HIN: 199999999999 PIN: 99999 XX

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030	Change of address mark this box and r correction in the sp Securityholders spo broker (reference n commences with 'X your broker of any o	nake the ace to the left. onsored by a umber ') should advise changes. I 999999	
Proxy Form		Please mark X to	indicate your directions
Step 1 Appoint a Proxy to	Vote on Your Behalf		XX
I/We being a member/s of Atturra Limited he	eby appoint		
the Chairman of the Meeting		you have s	<b>NOTE:</b> Leave this box blank if selected the Chairman of the Do not insert your own name(s).
or failing the individual or body corporate name act generally at the meeting on my/our behalf a the extent permitted by law, as the proxy sees Tuesday, 30 January 2024 at 10:30am (AEDT)	and to vote in accordance with the for fit) at the Extraordinary General Me	ollowing directions (or if no directions eting of Atturra Limited to be held as	s have been given, and to
Step 2 Item of Business		t <b>ain</b> box for the item, you are directing you and your votes will not be counted in comp	
			For Against Abstain
1 Approval for Financial Assistance of Nam	ndirected proxies in favour of the ite		
Step 3 Signature of Secur	ityholder(s) This section r	nust be completed.	
Individual or Securityholder 1	ityholder 2	Securityholder 3	
			1 1
Sole Director & Sole Company Secretary	or	Director/Company Secretary	Date
Update your communication details ( Mobile Number		oviding your email address, you consent eting & Proxy communications electronic	



