

20 September 2024

Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

2024 Notice of Annual General Meeting

Melbourne, Australia – Alcidion Group Limited (ASX: ALC) attaches the following documents relating to its 2024 Annual General Meeting to be held virtually at 3.30pm (AEDT) on Wednesday, 23 October 2024:

- Notice of Annual General Meeting
- Proxy Form
- Notice and Access Letter

ENDS

Authorised for ASX release by the Board of Directors of Alcidion Group Limited.

For further information, please contact:

Investor Relations

investor@alcidion.com

About Alcidion

Alcidion Group Limited (**Alcidion**) has a simple purpose, that is, to transform healthcare with proactive, smart, intuitive technology solutions that improve the efficiency and quality of patient care in healthcare organisations, worldwide.

Alcidion offers a complementary set of software products and technical services that create a unique offering in the global healthcare market. Based on the flagship product, Miya Precision, the solutions aggregate meaningful information to centralised dashboards, support interoperability, facilitate communication and task management in clinical and operational settings and deliver Clinical Decision Support at the point of care; all in support of Alcidion's mission to improve patient outcomes.

Since listing on the ASX in 2011, Alcidion has acquired multiple healthcare IT companies and expanded its foothold in the UK, Australia, and New Zealand to now service over 400 hospitals and 95 healthcare organisations, with further geographical expansion planned.

With over 20 years of healthcare experience, Alcidion brings together the very best in technology and market knowledge to deliver solutions that make healthcare better for everyone.

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ALCIDION GROUP LIMITED
ACN 143 142 410

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 23 October 2024

Time of Meeting:
3.30pm (AEDT)

Place of Meeting:
Online

In accordance with the *Corporations Act 2001 (Cth)* which provides for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement (**AGM Materials**) will be circulated unless Shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://www.alcidion.com>.

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay.*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Alcidion Group Limited (**Company**) will be held virtually by a video-conferencing facility on Wednesday, 23 October 2024 at 3.30pm (AEDT).

Proxies

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions below or on your personalised Proxy Form:

Online: www.investorvote.com.au
Or for Intermediary Online subscribers only (custodians) www.intermediaryonline.com

By Fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By Mail: Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001

Questions

Shareholders attending the AGM virtually will be able to ask questions at the Meeting and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed Resolutions at the AGM.

Virtual AGM

The Meeting can be attended using the following details:

When: Wednesday, 23 October 2024 at 3.30pm (AEDT)
Topic: ALC Annual General Meeting

Register in advance for the virtual Meeting:

https://vistra.zoom.us/webinar/register/WN_t-CYr3SJQWm7y1NF22PWJg

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the Meeting online.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX:ALC) and on its website. Shareholders should monitor the Company's website and its ASX announcements for any updates.

ALCIDION GROUP LIMITED

ACN 143 142 410

Registered office: Level 4, 96-100 Albert Road, South Melbourne VIC 3205

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Financial and Other Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors, for the financial year ended 30 June 2024.

Note: Exception for Resolution 1, there is no requirement for Shareholders to approve the Financial Report, Directors' Report and the Auditors' Report. Accordingly, no resolution will be put to Shareholders on this item of business.

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, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2024 be adopted."

A voting exclusion statement as set out below in this Notice applies to Resolution 1.

Resolution 2: Re-election of Victoria Weekes as a Director of the Company

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

"That Victoria Weekes, being a Director who retires by rotation pursuant to Clause 21.1 of the Constitution and Listing Rule 14.4 and who, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

There are no voting exclusions on Resolution 2.

Resolution 3: Re-election of Daniel Sharp as a Director of the Company

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

"That Daniel Sharp, being a Director who retires by rotation pursuant to Clause 21.1 of the Constitution and Listing Rule 14.4 and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

There are no voting exclusions on Resolution 3.

Resolution 4: Election of William Smart as a Director of the Company

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

"That, William Smart, who was appointed as an addition to the Board since the last Annual General Meeting of the Company and who retires pursuant to Listing Rule 14.4 and Clause 20.4 of the Company's Constitution, be elected as a Director of the Company as described in the Explanatory Statement which accompanies and forms part of this Notice."

There are no voting exclusions on Resolution 4.

Resolution 5: Approval of the Company's Equity Incentive Plan

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

"That, for the purposes of Listing Rule 7.2, Exception 13(b) and sections 259B(2) and 260C(4) of the Corporations Act, Shareholders approve the issue of securities under the Company's Equity Incentive Plan (EIP) (copies of the Plan Rules are available for inspection at the Company's registered office) at the discretion of the Board in accordance with the rules of the EIP, and on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

A voting exclusion statement as set out below in this Notice applies to Resolution 5.

By order of the Board



Melanie Leydin
Company Secretary
20 September 2024

Notes

- 1. Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- 2. Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, members have one vote for every fully paid ordinary share held.

3. Voting

Each of the resolutions proposed at the Meeting will be decided on a poll.

4. Proxies

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- Each shareholder has a right to appoint one or two proxies.
- A proxy need not be a shareholder of the Company.
- Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- A Proxy Form must be signed by the shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given a corporation must be executed under its common seal or otherwise in accordance with corporation's constitution and Corporations Act.
- If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chair of the Meeting as your proxy.
- To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than **3.30pm (AEDT) on Monday, 21 October 2024**. Any proxy received after that time will not be valid for the scheduled Meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

6. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 7 below, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

7. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the KMP voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2, 3 and 4

There are no voting exclusions on these Resolutions.

Resolution 5

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Equity Incentive Plan or any associate of that person.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, in accordance with section 250BD(1) of the Corporations Act, a vote must not be cast as proxy on this Resolution by a member of the Key Management Personnel (as defined in the Corporations Act) or a Closely Related Party of Key Management Personnel.

However, a person described above (a "Restricted Voter") may cast a vote on this Resolution as a proxy on behalf of a person who is not a Restricted Voter if:

- i. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolutions; or
- ii. The Restricted Voter is the Chair and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

8. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information they require in order to make an informed decision on each Resolution.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

Receipt and Consideration of Financial and Other Reports

A copy of the Annual Report for the financial year ending 30 June 2024 which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report and the Auditors' Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://www.alcidion.com/> or via the Company's announcement platform on ASX (ASX:ALC). Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2024 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of this Resolution to adopt the Remuneration Report.

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

Voting Exclusions

Refer to Note 7 for voting exclusions on this Resolution.

Resolution 2: Re-election of Victoria Weekes as a Director of the Company

Background

Clause 21.1 of the Constitution and Listing Rule 14.4 state that a Director of the Company must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment. In accordance with the Constitution and Listing Rule 14.4, Victoria Weekes retires by rotation and being eligible, offers herself for re-election.

Victoria Weekes was appointed as a Non-Executive Director of the Company on 1 September 2021.

Victoria is an accomplished non-executive director with experience across a diverse range of industries built on a successful executive career in investment markets and financial services. Victoria's 30 years of experience in the finance and banking sector includes C-suite roles as a Managing Director at Citigroup and Executive General Manager at Westpac.

As a former Chair of the Sydney Local Health District, Victoria has a deep understanding of the healthcare sector where she served as Chair of its Education & Research Committee, as well as Deputy Chair.

Recognised for her specialist expertise in risk management and regulation, she has led organisations through strategic issue management and transformational change. Victoria is a Non-Executive Director of Bendigo and Adelaide Bank (ASX:BEN) and Chairs their Board Risk Committee, is Deputy Chair of the ASIC Markets Disciplinary Panel and is the Chair of Pinnacle Housing Partnerships, an AXA affordable housing provider. Victoria is also on the Council of the State Library of NSW. Previously Victoria was Chair of the NSW Treasury Audit & Risk Committee and President of the Financial Services Institute of Australasia (FINSIA).

Board Recommendation

The Board (with Victoria Weekes abstaining) recommends that Shareholders vote in favour of this Resolution as it considers that her qualifications, experience, skills and expertise are appropriate for the Board position and will enable her to act in the best interests of the Company and its shareholders.

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

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 3: Re-election of Daniel Sharp as a Director of the Company

Background

Clause 21.1 of the Constitution and Listing Rule 14.4 state that a Director of the Company must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment. In accordance with the Constitution and Listing Rule 14.4, Daniel (Danny) Sharp retires by rotation and being eligible, offers himself for re-election.

Danny Sharp was appointed as a Non-Executive Director of the Company on 1 September 2021.

Originally commencing his career as a lawyer, Danny has over 25 years senior executive experience in investment banking and corporate finance.

From 2012-2020, Danny was an Executive Director of Corporate Finance at Canaccord Genuity where he led dozens of equity capital market transactions and corporate finance advisory projects across healthcare, life sciences, technologies, financial services and general industrials sectors. Prior to his executive role at Canaccord, Danny headed the corporate finance division at two of Australia's leading independent Investment Banking/Stockbroking firms.

Danny has managed the IPOs, capital raisings and corporate advisory activities for many successful ASX listed companies in healthcare, technology and general industrials sectors. He is closely connected to strong networks of institutional, family office and high net worth investors both in Australia and overseas.

Danny is currently a Non-Executive Director of Botanix Pharmaceuticals (ASX:BOT), Non-Executive Director of Cyban Pty Ltd and a member of the Investment Committee for the Baker Heart and Diabetes Institution Foundation.

Board Recommendation

The Board (with Daniel Sharp abstaining) recommends that Shareholders vote in favour of this Resolution as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

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

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 4: Election of William Smart as a Director of the Company

Background

In accordance with Listing Rule 14.4 and Clause 20.4 of the Constitution, a director who is appointed to fill a casual vacancy or as an addition to the Board must not hold office without re-election past the next Annual General Meeting.

William (Will) Smart, having been appointed to the Board as a Non-Executive Director of the Company with effect from 1 October 2024, is retiring in accordance with these requirements and, being eligible, offers himself for election.

Will is a global digital health leader at both an operational and non-executive level having recently stepped down as the Global Director of External Relations, Dedalus Group, a global digital health company. Based in the United Kingdom, Will is currently Digital Non-Executive Director, Great Western Hospitals NHS Foundation Trust and has held executive roles in National Health Service England (NHSE) as well as several NHS Trusts including as Group Chief Information Officer, Royal Free London NHS Trust.

Whilst at Dedalus, Will had responsibilities across the UK and Europe and led the launch of their European built Electronic Patient Record (EPR) solution into Ireland and the UK. He was both an internal company advisor and external advisor to governments and the digital health industry on areas such as the digitation of healthcare, impact of digital initiatives across health and social care in the UK, and data protection in healthcare.

In his capacity as Digital Non-Executive Director, Great Western Hospitals NHS Foundation Trust, Will is a member of the Acute Hospitals Alliance EPR Joint Committee responsible for overseeing the implementation of a new EPR across Great Western, Royal University Hospital, and Salisbury Trusts.

Will is also a Director of CareTech Partners Limited providing digital advisory and consultancy support to public and private organisations and a member of the Health and Social Care Council at TechUK, a member organisation that represents and supports the UK technology sector and works with government, regulators and stakeholders to shape policy, and accelerate innovation.

Board Recommendation

The Board (with William Smart abstaining) recommends that Shareholders vote in favour of this Resolution as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 5: Approval of the Company's Equity Incentive Plan

Background

In November 2021 the Company refreshed its Equity Incentive Plan (**EIP**) to assist in attracting, motivating and retaining key employees and to provide them with the opportunity to participate in the future growth of the Company.

The Board is committed to incentivising and retaining the Company's Directors, employees and other persons selected by the Board, in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

Listing Rules

Listing Rule 7.1 provides that, subject to certain exceptions, an ASX-listed company must not issue equity securities (which includes rights, options and shares) that total more than 15% of the company's issued share capital in any consecutive 12-month period without obtaining prior Shareholder approval ("15% limit").

Listing Rule 7.2, Exception 13(b) is an exception to ASX Listing Rule 7.1 and provides that an issue of securities under an employee incentive scheme (such as the EIP) is exempt from the operation of ASX Listing Rule 7.1 for a period of three years from the date Shareholder approval is obtained.

The EIP is an "employee incentive scheme" for the purposes of Listing Rule 7.2, Exception 13(b). This Resolution seeks the renewal of Shareholder approval of the EIP provided on 2021 AGM for the purpose of Listing Rule 7.2 (Exception 13) so that issues of securities under the EIP do not impede the issuing capacity under ASX Listing Rule 7.1 for the next three (3) years from the date of this Annual General Meeting.

If Shareholders approve this Resolution, the number of securities issued under the EIP will not be counted towards the Company's capacity to issue securities under the 15% limit for a period of three years from the date of the Annual General Meeting (after which time it must be renewed, or it will expire).

Where required by the Listing Rules, separate approval by Shareholders may be sought for any grant of securities under the Plan to directors or their associates under Listing Rule 10.14.

If this Resolution is not approved by Shareholders, any issue of securities under the EIP will be included in calculating the Company's 15% limit, effectively decreasing the number of equity securities the Company can issue over any 12- month period without the approval of Shareholders unless another exception in Listing Rule 7.2 applies.

The following information is provided to satisfy the requirements of ASX Listing Rule 7.2, Exception 13(b):

- a) A summary of the key terms of the EIP is set below.
- b) The number of securities issued under the EIP since the previous approval in 2021 AGM is 7,103,167
- c) A total of 9,371,029 performance rights issued under the EIP have been cancelled, lapsed or expired since being issued.
- d) The maximum number of equity securities proposed to be issued under the Plan following the approval is 20,334,755.

This maximum number of securities which may be issued under the Plan over the next 3 years is not intended to be a prediction of the actual number of securities to be issued under the Plan, rather it is intended to be a ceiling on the number of securities approved to be issued under the Plan and for the purposes of Exception 13(b) of Listing Rule 7.2.

A voting exclusion statement in respect of Resolution 5 has been included in this Notice of Meeting.

<p>Eligible participants</p>	<p>The Board may offer Awards to any eligible employees (full and part-time), Directors, casual employees, prospective employees and other persons selected by the Board to be eligible to participate in the EIP provided that such person is an ESS Participant for the purposes of the Corporations Act.</p> <p>The Company will seek Shareholder approval for participation of any Directors in the EIP if required by the ASX Listing Rules.</p>
<p>Award</p>	<p>(a) Under the EIP, Eligible participants will be granted incentive awards ('Awards') which may comprise:</p> <ul style="list-style-type: none"> (i) shares, issued at a price determined by the Board in their sole and absolute discretion, subject to any vesting conditions ('Shares'); and/or (ii) options, issued at a price determined by the Board in their sole and absolute discretion, each to subscribe for one Share on payment of an exercise price determined by the Board in their sole and absolute discretion, and subject to any vesting conditions ('Options'); and/or (iii) performance rights, issued at a price determined by the Board in their sole and absolute discretion, each being a conditional right to subscribe for one Share on payment of an exercise price (if any) determined by the Board in their sole and absolute discretion, and subject to the satisfaction of any vesting conditions ('Performance Rights'). <p>(b) Awards may have grant conditions. Subject to those grant conditions being satisfied, all Awards will be granted subject to the satisfaction of vesting conditions (if any) as determined by the Board in its sole and absolute discretion.</p>

**Dealing, Vesting,
Exercise and Allotment**

(a) Dealing

- (i) Participants must not dispose of, grant (or attempt to grant) any security interest in or over, or otherwise deal with (or attempt to dispose or deal with) an Award unless: (A) in respect of a Share, it is in compliance with the terms of the Offer and any Share vesting conditions; and (B) in respect of Options and Performance Rights, the prior consent of the Board is obtained (which consent may impose such terms and conditions on such assignment, transfer, novation, encumbrance or disposal as the Board sees fit in its sole and absolute discretion) or such assignment or transfer occurs by force of law upon the death of a Participant to the Participant's legal personal representative.
- (ii) While the Shares are subject to any restrictions, the Board may do such things it considers necessary and appropriate to enforce the restrictions, including but not limited to imposing a holding lock on the Shares during the relevant restriction period.
- (iii) Unless otherwise decided by the Board, where a Participant purports to Deal with an Option or Performance Right other than in accordance paragraph 6(a)(i)(B) above, the Option or Performance Right immediately lapses. (iv) If restricted by applicable law or the Company's Securities Trading Policy, a Participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Shares, or to any Options or Performance Rights.

(b) Vesting

The terms and conditions applicable to an offer, including the final acceptance date, the first exercise date, the last exercise date, any grant conditions, any vesting conditions and any vesting period, are as determined by the Board (in its absolute discretion).

The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before Awards vest and become exercisable. The vesting conditions will be measured and tested over a vesting period determined by the Board

(c) Exercise

- (i) Vested Options and Performance Rights can only be exercised between the 'First Exercise Date' (being the date of issue of the Award or such other date as is specified in the Offer or otherwise determined under the Plan rules) and up until the date that is two years after the First Exercise Date, or such other date specified in the Offer or such other date as the Award lapses under the Plan rules ('**Last Exercise Date**').
- (ii) The exercise price (if any) per Share in respect of an Option or Performance Right granted pursuant to the Plan will be determined by the Board. Upon exercise, one Share in the Company will be issued to the Participant for each exercised Option or converted Performance Right.
- (iii) Unless the terms of the relevant Offer states otherwise, the vesting of an Award with a nil exercise price (which does not include Options) will automatically trigger the exercise of the Award on the satisfaction of its vesting conditions without the need for any action on the part of the Participant.

<p>Lapse of Awards</p>	<p>(a) Subject to the Board's discretion, if a Participant resigns (other than in circumstances of redundancy, mental illness, total and permanent disability, terminal illness or death), or is dismissed from employment, engagement or office for cause or poor performance, or ceases to be employed or engaged in any other circumstance determined by the Board to be a "bad leaver" event:</p> <ul style="list-style-type: none"> (i) unvested Shares will be forfeited; (ii) unvested Options and Performance Rights will lapse; (iii) vested Options and Performance Rights that have not been exercised will lapse on the date of cessation of employment, engagement or office. <p>(b) If a Participant's employment, engagement of office with a Group Company ceases in any other circumstances, unless the Board determines different treatment is warranted:</p> <ul style="list-style-type: none"> (i) unvested Shares will be forfeited; (ii) unvested Options and Performance Rights will lapse; and (iii) vested Options and Performance Rights that have not been exercised will continue to force and remain exercisable, until the last exercise date determined by the Board or the Plan. <p>(c) In addition to the circumstances set out above, unless otherwise specified in the vesting conditions or determined otherwise by the Board, an Option or a Performance Right lapses on the earlier of:</p> <ul style="list-style-type: none"> (i) the Board determining that any applicable vesting condition has not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met; (ii) the day immediately following the Last Exercise Date; or (iii) the Option or Performance Right lapsing as described above.
<p>Change of Control</p>	<p>If a Change of Control Event occurs, the Board may in its sole and absolute discretion, and subject to the Listing Rules, determine how unvested Awards be treated, including but not limited to:</p> <ul style="list-style-type: none"> (a) determining that unvested Awards will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control; (b) determining that the First Exercise Date (as defined in the EIP) for the Option or Performance Right occurs on a date set by the Board prior to the effective date of the Change of Control; and/or (c) amending, reducing or waiving any of the vesting conditions.
<p>Administration</p>	<p>The Board may appoint for the proper administration and management of the Plan, such persons as it considers desirable and may delegate thereto such authorities as may be necessary or desirable for the administration and management of the Plan.</p> <p>Subject to the provisions of the Rules, the Board may make such regulations and establish such procedures for the administration and management of the Plan as they consider appropriate.</p> <p>The decision of the Board as to the interpretation, effect or application of the Rules will be final.</p>

<p>Clawback</p>	<p>The EIP provides the Board with the ability to apply clawback and declare that all, or some, of the Awards lapse or Shares held under the IEP are forfeited. The Board may also require the Participant pay the Company the after tax value of the affected Shares, Options or Performance Rights within 30 business days or adjust fixed remuneration, incentives or participation in the Plan to take account of the after tax value of the affected Shares, Options or Performance Rights.</p> <p>The Board may apply clawback in certain circumstances, including where Board becomes aware of a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the vesting conditions were not, or should not have been determined to have been, satisfied:</p> <ul style="list-style-type: none"> (a) cancel the affected Options or Performance Rights for no consideration or treat the Shares as forfeited; (b) require the Participant pay the Company the after tax value of the affected Shares, Options or Performance Rights within 30 business days; (c) declare that the relevant affected Shares, Options or Performance Rights are unvested; or (d) adjust fixed remuneration, incentives or participation in the Plan to take account of the after tax value of the affected Shares, Options or Performance Rights.
<p>Additional provisions relating to UK and NZ Participants</p>	<ul style="list-style-type: none"> (a) Where: <ul style="list-style-type: none"> (i) a Participant is subject to taxation in respect of Awards in the United Kingdom or is, or its connected Eligible Employee is, subject to United Kingdom employment laws ('UK Participant'); or (ii) a Participant is subject to taxation in respect of Awards in New Zealand or is made an offer of Awards in New Zealand ('NZ Participant'), the terms of any Offer of Awards will include certain additional provisions set out in Schedule 1 to the Plan ('UK Requirements') or Schedule 2 to the Plan ('NZ Requirements'), as applicable, to the extent those requirements are applicable to the issue of the Awards. (b) The UK Requirements deal with matters such as the relationship of the Plan to the Eligible Employee's employment, compliance with data privacy rules and (c) United Kingdom taxation. (d) The NZ Requirements deal with matters such as compliance with relevant New Zealand securities law exemptions and New Zealand taxation. (e) The UK Requirements and the NZ Requirements do not displace the requirements of the Plan or the terms of any Offer with respect to the operation of the Corporations Act (including ASIC Class Order 14/1000 (or any amendment or replacement of it), where applicable) or the Listing Rules, and any Offer made to a UK Participant or NZ Participant must be made on such terms so that the Offer is capable of compliance with each of the Corporations Act, the Listing Rules and the UK Requirements or NZ Requirements (as applicable).

Amendments to Terms of the Plan	
Compliance with Laws	<p>Notwithstanding the Rules or the terms of any Award, no Award may be offered, issued or exercised, and no Share may be issued pursuant to the exercise of Options or Performance Rights under the Plan:</p> <p>(a) if to do so:</p> <p>(i) would contravene the Corporations Act, the Listing Rules or any other Applicable Law; or</p> <p>(ii) would contravene the local laws or customs of an Eligible Employee's country of residence or in the opinion of the Board would require actions to comply with those local laws or customs which are impractical or unreasonably onerous; or</p> <p>(b) to any person referred to in Listing Rule 10.14 (which includes a Director) without Shareholder Approval.</p>
Plan Limit	<p>Where an Offer is made under the Plan, the Board must, at the time of making the Offer, have reasonable grounds to believe that the total number of Shares (or, in respect of Options or Performance Rights, the total number of Shares which would be issued if those Options or Performance Rights were exercised) will not exceed the maximum number permitted by the Corporations Act (including the ESS Corporations Act Provisions) and the Listing Rules during the relevant period.</p> <p>(i) Under the new ESS Provisions, if the offer of options/rights/shares are made for no monetary consideration (that is nil grant price and nil exercise price) there is no limit on the number of such ESS interests that may be issued.</p> <p>(ii) If the offer is made for monetary consideration: the same 5% applies, however the Company may specify a different issue cap in the Constitution.</p> <p>However, the issuing limit (if any was prescribed from previous shareholder approval) under Listing Rule 7.2, Exception 13 still applies.</p>
Form of Offer	<p>For the purpose of complying with disclosure requirements under the Corporations Act's ESS Provisions:</p> <p>(a) Where options/rights/shares offered with an issue price, an exercise price, or both – as the case may be, these will be considered as offers for monetary consideration under the Corporations Act's ESS Provisions, which will then trigger certain disclosure requirements. These disclosure requirements for listed bodies include, but not limited to:</p> <p>(i) The terms of the offer;</p> <p>(ii) Certain warning statements - about risks of acquiring and holding the ESS interests being offered;</p>

	<ul style="list-style-type: none"> (iii) The period (the application period) during which the ESS participant may accept the offer; (iv) Either the acquisition price of the ESS interests or how the acquisition price will be determined; (v) If ESS Interests may be acquired under the offer using a loan or ESS contribution plan, the terms of the loan or plan; (vi) If ESS Interests are to be held on trust for ESS participants, a copy of the trust deed; and (vii) If available, any prospectus or product disclosure statement made in the 12 months before the start of the application period.
Power of Board	<p>(a) Where the Plan provides the Board with discretion to waive, adjust, or otherwise make variations to the terms of the Options, Performance Rights or Shares with respect to their Vesting Conditions or terms of exercise of an Option or a Performance Right, or the treatment of the Shares, Options or Performance Rights held by a Good Leaver or a Bad Leaver, including but not limited to the discretion granted to the Board under Rules 9.6, 15.1, 15.4 and 20.3, the variations must comply with the Listing Rules and the Corporations Act, and the Board should exercise the discretion having regard to:</p> <ul style="list-style-type: none"> (i) The market conditions that may affect the relevant Vesting Conditions that such variations will be fair and reasonable; (ii) The best interests of the Company and its shareholders'; and/or (iii) The alignment with the employee incentive objectives.
ESS Provisions	Other references and edits incorporating ESS requirements under the Corporations Act and removing any references to the old Class Order.

A copy of the Plan Rules is available for inspection at the Company's registered office.

Directors Recommendations

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to Shareholders in respect of the EIP.

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

Voting Exclusions

Refer to Note 7 for voting exclusions on this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2024;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Alcidion Group Limited ACN 143 142 410;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**EIP**” means Equity Incentive Plan;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2024 and which is set out in the 2024 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company.



ALCIDION

ABN 77 143 142 410

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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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:30pm (AEDT) on Monday, 21 October 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:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Alcicion Group Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Alcicion Group Limited to be held as a virtual meeting on Wednesday, 23 October 2024 at 3:30pm (AEDT) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Victoria Weekes as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Daniel Sharp as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of William Smart as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of the Company's Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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Computershare





ALCIDION

ABN 77 143 142 410

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ALC

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Alcidion Group Limited Annual General Meeting

The Alcidion Group Limited Annual General Meeting will be held on Wednesday, 23 October 2024 at 3:30pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 3:30pm (AEDT) on Monday, 21 October 2024.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast, ask questions, and vote on the day of the meeting you will need to visit: https://vistra.zoom.us/webinar/register/WN_t-CYr3SJQWm7y1NF22PWJg

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.