

25 October 2024

URBANISE.COM LIMITED (ASX:UBN)
ANNUAL GENERAL MEETING – BOARD LETTER TO SHAREHOLDERS

Dear Shareholder,

The Board of Directors (**Board**) of Urbanise.com Limited (**UBN** or **Company**) is pleased to invite you to attend the Company's 2024 Annual General Meeting (**AGM**) which will be held as a physical meeting at Level 1, 261 George Street, Sydney, NSW 2000 on Friday, 29 November 2024 at 11:00 am (AEDT).

The AGM Notice of Meeting and Access Letter has also been made available to you.

In advance of the AGM, the Board would like to outline the rationale, provide some key perspectives and clarity on the proposed new employee incentive plan and associated short-term and long-term incentives outlined in the Notice of Meeting, namely Resolutions 4 to 7 (inclusive).

In recent times there have been changes on the Board, including the appointment of Darc Rasmusen as Non-Executive Chair, and James Hourn as Non-Executive Director. In collaboration with management, the Board has re-evaluated and renewed the Company's strategy to establish a solid foundation for sustainable growth.

The Company's historical investment in software solutions has positioned UBN as a market leader with differentiated capabilities. Now that this phase of investment is largely complete, the Board's focus has shifted to structuring the Company's market and customer engagement to drive customer success and sales growth, leading to greater shareholder value. This includes addressing ongoing churn risk associated with arm's length engagements in the Facilities Management segment and restructuring certain legacy customer engagements through a multi-tiered engagement process. By focusing on customer success, the Company will aim to reduce churn and leverage strong customer advocates to support sales growth. Additionally, in Q3 the Company announced¹ the successful completion of an integration and automation solution to significantly enhance connections between strata management and service providers, significantly expanding its total addressable market.

Successful execution of these initiatives and the Company's growth objectives, while managing costs and cash flow, necessitates a focused, highly effective and skilled management team. It is crucial to retain, attract, and motivate the right talent in a competitive and dynamic market. To this end, the Board is proposing an incentive and retention plan designed to better align employee goals with shareholder interests, value creation and the Company's strategic objectives.

Firstly, the Company plans to structure short-term variable compensation for the management team and key employees by utilising Performance Rights instead of cash

¹ ASX Announcement dated 30 April 2024, <https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02800731-2A1520026&v=fc9bdb61fe50ea61f8225e24ce041a0e155a9400>

payments (with nominal cash components for the CEO and CFO). This approach will preserve cash for operations and align employee incentives with Company value creation.

Secondly, for long-term incentives, the Board is seeking shareholder approval for a 3-year plan that will grant equity securities covering FY25 to FY27 (inclusive), rather than annual grants (which was previously the adopted position). This advance planning will provide clarity and motivate participating employees and the management team to achieve long-term strategic objectives aligned with shareholder interests.

Thirdly, the Company intends to utilise Share Appreciation Rights (**SARs**) instead of traditional Performance Rights for the long-term incentive program. This is a key component of the renewed employee incentive plan (the subject of Resolution 4). Traditional Performance Rights typically result in value to the participant of the plan irrespective of any meaningful share price increase. In contrast, SARs only result in value if the share price grows above a pre-determined 'Notional Exercise Price'. In the proposed SARs plan, participating employees and members of the management team will accrue value only if the share price exceeds the following defined thresholds:

Year	Target UBN Share Price
FY25	\$0.45
FY26	\$0.65
FY27	\$1.05

If the share price is lower than these thresholds, the participant will accrue no value from the grant associated with that target price.

Importantly, by the nature of the SARs instrument, the number of SARs granted will ordinarily exceed the number that vest and convert into shares, meaning the dilutionary impact will ordinarily be lower than the number of SARs issued.

In the Notice of Meeting there are several scenarios showing the potential dilutionary impact of the plan and I draw your attention to these which are contained in Annexure B. The Board believes this is in line with the level of dilution that would potentially occur if long-term incentive grants were made annually, namely 5-7%, as has been the case to date.

On that basis, the Board believes that the total potential dilutionary impact of this plan is both in line with broad market practices as well as the annualised historical practices of the Company.

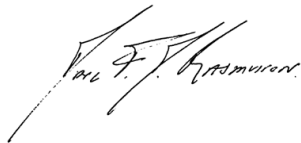
The Company does not intend to issue further SARs and/or Performance Rights under the proposed new employee incentive plan to initial recipients with respect to FY25 to FY27 (inclusive).

Finally, to ensure the sustainability of the Company value, the long-term incentive plan for the management team and key employees provides for a restriction on the disposal of the shares for a period of 1 year after the relevant rights vest (subject to a number of exemptions as detailed in Annexure A of the Notice of Meeting).

The Board believes that the combination of SARs and Performance Rights covering the next 3 financial years will incentivise the CEO, management team and key employees to drive exceptional business performance that outperforms market benchmarks.

In summary, the Board is proposing a plan that it believes will serve to retain and attract the right talent to the Company as well as focus management and the broader organisation on sustainable growth and better align their interests with those of the Shareholders and the Company.

Yours sincerely,
The Board of Directors

A handwritten signature in black ink, appearing to read 'Darc Rasmussen'.

Darc Rasmussen
Non-Executive Chair

A handwritten signature in black ink, appearing to read 'Simon Lee'.

Simon Lee
CEO & Executive Director

A handwritten signature in black ink, appearing to read 'Almero Strauss'.

Almero Strauss
Non-Executive Director

A handwritten signature in black ink, appearing to read 'James Hourn'.

James Hourn
Non-Executive Director



**NOTICE OF ANNUAL GENERAL MEETING
OF URBANISE.COM LIMITED
(ACN 095 768 086)**

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: Level 1, 261 George Street, Sydney, NSW 2000

Date: Friday, 29 November 2024

Time: 11:00 am AEDT

DATED this 25th day of October 2024

By order of the Board:

DPetravicius

Daniel Petravicius
Joint Company Secretary

www.urbanise.com

AGENDA

A. Address by the Chairman and Chief Executive Officer

B. To consider and receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2024.

C. Resolutions:

1. Remuneration Report

To consider and, if in favour, pass the following as an **advisory** (non-binding) resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2024 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Note: This resolution is advisory only and does not bind the Company or the Directors.

This resolution shall be determined under section 250R(2) of the *Corporations Act 2001* (Cth). Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD *Corporations Act 2001* (Cth). Restrictions also apply to votes cast as proxy unless exceptions apply. This resolution is advisory only and does not bind the Company or the Directors.

2. Re-election of Director – Mr Johan Almero Strauss

Mr Johan Almero Strauss retires as a Director in accordance with the requirement of Rule 19.3 of the Constitution and ASX Listing Rule 14.5. Being eligible, he offers himself for re-election.

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"That, Mr Johan Almero Strauss, who is retiring in accordance with ASX Listing Rule 14.5 and Rule 19.3 of the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

3. Election of Director – Mr James Douglas Hourn

Mr James Douglas Hourn was appointed as a Director of the Company on 15 January 2024 and retires in accordance with ASX Listing Rule 14.4 and Rule 19.2 of the Constitution.

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"That, Mr James Douglas Hourn who, having previously been appointed to fill a casual vacancy, retires in accordance with ASX Listing Rule 14.4 and Rule 19.2 of the Constitution, and having consented to act and being eligible, be elected as a Director of the Company."

4. Approval of Employee Incentive Plan

To consider and, if in favour, pass the following as an **ordinary** resolution:

"That for the purpose of ASX Listing Rule 7.2, exception 13(b) and for all other purposes, the Company's Employee Incentive Plan, as described in the Explanatory Memorandum, be approved for the issue of securities under the Company's Employee Incentive Plan."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

5. Issue of Share Appreciation Rights to Executive Director

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"That, pursuant to Section 208(1)(a) of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of 4,187,528 Share Appreciation Rights to Mr Simon Lee, Executive Director (or his nominee), under the Company's Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum."

Note: if approval is obtained under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

6. Issue of Performance Rights to Executive Director

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"That, pursuant to Section 208(1)(a) of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of 225,457 Performance Rights to Mr Simon Lee, Executive Director (or his nominee), under the Company's Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum."

Note: if approval is obtained under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

7. Issue of Share Appreciation Rights to Non-Executive Directors

To consider and, if in favour, pass the following resolutions as **ordinary** resolutions:

"That, pursuant to Section 208(1)(a) of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of:

(a) 4,330,188 Share Appreciation Rights to Mr Darc Rasmussen, Non-Executive Chairman (or his nominee); and

(b) 2,165,094 Share Appreciation Rights to Mr James Hourn, Non-Executive Director (or his nominee),

under the Company's Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum."

Note: if approval is obtained under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

8. Approval of 10% Placement Facility

To consider and, if in favour, pass the following resolution as a **special** resolution:

"That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of this Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions contained in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting exclusion statements

Resolution 1 - the Company will disregard votes cast, by 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, in contravention of section 250R or 250BD of the *Corporations Act 2001* (Cth).

Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 4 - in accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of this Resolution by or on behalf of by any person who is eligible to participate in the Company's Employee Incentive Plan and each of their associates.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

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

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.
- the person 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.

Resolution 5 – in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a Director of the Company;
- an associate of a Director; or

- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by security holders,

who is eligible to participate in the Company's Employee Incentive Plan.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

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

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Resolution 6 – in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a Director of the Company;
- an associate of a Director; or
- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by security holders,

who is eligible to participate in the Company's Employee Incentive Plan.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Resolutions 7 (a) and (b)— in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- a Director of the Company;
- an associate of a Director; or
- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by security holders,

who is eligible to participate in the Company's Employee Incentive Plan.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

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

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Resolution 8 - the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).

NB. In accordance with ASX Listing Rule 14.11 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting, it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

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

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

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 27 November 2024. This means that any Shareholder registered at 7.00pm (AEDT) on 27 November 2024 is entitled to attend and vote at the Meeting.

4. Shareholder questions

Whilst shareholders will be provided with the opportunity to ask questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the Annual Shareholders' Meeting to the Joint Company Secretary, Mr Daniel Petravicius, by emailing to Daniel.Petravicius@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

5. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.

- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEDT) on 27 November 2024 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Urbanise.com Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.
 - Voted online via the Company's Share Registry at www.votingonline.com.au/ubnagm2024

6. 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 section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

7. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 8 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 8 (inclusive).

URBANISE.COM LIMITED

(ACN 095 768 086)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Urbanise.com Limited (**Company**) to be held at Level 1, 261 George Street, Sydney, NSW 2000 at 11:00 am (AEDT) on 29 November 2024.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Financial Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm on Tuesday, 22 November 2024 (AEDT). Please send any written questions for the auditors to:

The Company Secretary
Urbanise.com Limited
c/- Boardroom Pty Ltd
Level 8, 210 George Street
SYDNEY, NSW 2000

or via email to: Daniel.Petravicius@boardroomlimited.com.au

Resolution 1: Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2024. A copy is available on the Company's [website](#).

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company, at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

Directors' recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution.

Resolution 2: Re-election of Mr Johan Almero Strauss

ASX Listing Rule 14.5 requires the Company to hold an election of Directors at each annual general meeting.

In addition, the Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation at each annual general meeting.

Mr Johan Almero Strauss retires and, being eligible, wishes to stand for re-election in accordance with the Constitution.

Mr Strauss joined the Board of Urbanise on 8 February 2017, was appointed Executive Chairman on 3 April 2018, and Non-Executive Chairman on 21 January 2019 and stood down from his role as Chairman on 18 April 2023.

He is a director and an executive member of the Mergon Group's investment team since 2008. Mergon is a private investment group that was founded in 1980. From a single, start-up business, Mergon has grown a diversified investment portfolio with significant interests in companies in the technology, commercial property, financial services, fintech, renewable energy, and logistics industries. Almero represents Mergon on the Boards of Infotech, one of South Africa's oldest technology companies, Tradeswitch (a Mobile Virtual Network Enabler), and Renewable Energy Holdings (the foremost independent hydropower developer in South Africa).

Having initially qualified and worked as an electronic engineer, Almero obtained pre and postgraduate accountancy qualifications from the University of Cape Town before launching his career in strategy and management consulting. During his career Almero has worked with leading international firms Bain & Company and Deloitte in South Africa and the USA. Almero was a founding member of Decipher Consulting, a South African niche consulting firm, where he was an executive director of the business.

Directors' recommendation

The Directors (with Mr Strauss abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 2.

Resolution 3: Election of Director – Mr James Douglas Hourn

Mr James Douglas Hourn was appointed as a Director of the Company on 15 January 2024 and retires in accordance with clause 19.2 of the Constitution and ASX Listing Rule 14.4 and stands for election.

Mr Hourn is a senior business leader, bringing over a decade of experience in high growth Enterprise SaaS. From his time at ReadyTech, he has experience driving business cases and implementation framework for innovative technology solutions for large, complex providers of education and employment services, as well as several complex government departments.

Mr Hourn has wide-ranging experience across sales, growth, product and strategy, having been an instrumental adviser to organisations on complex technology decisions and implementations. His experience also includes scaling enterprise sales and driving expansion into new geographical markets.

Directors' recommendation

The Directors (with Mr Hourn abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 3.

Resolution 4: Approval of Employee Incentive Plan

Background

A key component of remuneration provided to executives, employees and Non-Executive Directors are long-term incentives. Long-term incentives ensure employees and directors have part of their remuneration aligned with Shareholder success and value creation. The Company's previous practice has been to issue performance rights in accordance with the Company's Employee Incentive Plan approved by Shareholders, most recently at the Company's Annual General Meeting on 16 October 2023 (**Plan**).

In 2024, the Company engaged an independent consultant specialising in remuneration policy, market competitiveness and benchmarking, to undertake a review of the Company's existing Plan. The review included consideration of the nature, size and complexity of the Company, its strategic priorities, applicable taxation implications on employees and the type of securities that would most align with Shareholder success and value creation. The review's outcomes included a recommendation to adopt a new Employee Incentive Plan, which includes the allowance to issue Share Appreciation Rights (**SARs**) (**New Plan**).

Share Appreciation Rights are functionally equivalent to "cashless exercise options" and are described in further detail below.

The New Plan provides the Company with greater flexibility to offer long-term incentive instruments that are attractive to executives, employees and directors, and are in line with current industry practice as recommended by an independent consultant. Accordingly, the Company is seeking Shareholder approval for the New Plan which permits, among other things, the issue of SARs for the purposes of ASX Listing Rule 7.2, Exception 13(b).

The New Plan is designed to:

- (a) assist in the reward, retention and motivation of Eligible Persons;
- (b) link the reward of Eligible Persons to Shareholder value creation; and
- (c) align the interests of Eligible Persons with Shareholders by providing an opportunity for Eligible Persons to earn rewards via an equity interest in the Company based on creating Shareholder value.

Additional Information regarding Share Appreciation Rights

Share Appreciation Rights are a form of Right that are able to be issued under the New Plan that only produces value when, at the time of exercise, the 'current market price' of Shares exceeds the notional exercise price determined by the Board which is specified in the New Plan invitation.

The notional exercise price of a Share Appreciation Right is not an amount payable in cash on exercise of the Share Appreciation Right, but rather a notional amount used to determine the value of the Share Appreciation Right (if any) at the time of exercise, by reference to the difference between the notional exercise price and the 'current market price' of Shares.

If at the time of exercise of a Share Appreciation Right the 'current market price' of Shares:

- (a) is more than the notional exercise price of the Share Appreciation Rights being exercised – then the difference in value will be paid to the participant via the allocation of Shares (to be issued at the 'current market price'); and

- (b) is less than the notional exercise price of the Share Appreciation Rights being exercised – then the Share Appreciation Rights will have no value and the participant will not receive Shares on exercise of the SARs.

Accordingly, Share Appreciation Rights are functionally equivalent to an option that can be exercised on a cashless basis (which may be settled in cash rather than Shares if the Board elects to do so).

Shares may be issued on exercise of Share Appreciation Rights on a ratio that is not necessarily one Share for one Share Appreciation Rights. The Company has included illustrative estimated dilution tables at Annexure B to provide guidance to Shareholders on how the exercise of Share Appreciation Rights under the New Plan will impact the Company's issued capital.

Information required by the ASX Listing Rules

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. However, there are a number of exceptions to this restriction. Exception 13(b) of ASX Listing Rule 7.2 provides that shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, Shareholders approve the issue of securities under the scheme as an exception to the rule.

If the Company's New Plan is approved by Shareholders, issues under the Company's New Plan over the next three (3) years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further Shareholder approval). If this Resolution is not approved any securities issued in accordance with the Plan will be deducted from the calculation of the Company's 15% capacity and therefore reduce the Company's capacity to raise additional equity funds over the next 12-months without shareholder approval.

However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under ASX Listing Rule 10.14.

The existing Plan was approved by Shareholders at the Annual General Meeting held on 16 October 2023. The New Plan is being presented for approval to allow the grant of SARs as an alternative to the existing forms of incentive securities that were included in the Plan, among other changes.

In accordance with ASX Listing Rule 7.2, exception 13, a summary of the key terms of the New Plan is set out in Annexure A.

For the purposes of Listing Rule 7.2 exception 13:

- (a) 2,288,088 equity securities have been issued under the Plan since the Plan was last approved by Shareholders on 21 November 2023; and
- (b) it is proposed that up to 16,494,055 equity securities will be issued under the New Plan that will be issued over the course of FY25 to FY27 (inclusive), subject to its approval at this Meeting (excluding securities issued to Executive and Non-Executive Directors).

Dilution Implications

The maximum number of 16,494,055 equity securities is not intended to be a prediction of the actual number of equity securities to be issued under the New Plan during the period for which the approval (if given) will be valid, rather it is simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)). Any grant in excess of the ceiling will count towards the Company's capacity under Listing Rule 7.1 (absent Shareholder approval).

It is not intended that the Board will make any grant in excess of the ceiling. Further, the Board targets that the number of Shares on issue following the vesting and exercise of equity securities granted under the New Plan will not exceed 20% of the Company's current issued Shares.

The estimated dilution effect that the vesting and exercise of Share Appreciation Rights and Performance Rights will have on the interests of shareholder's is set out in the estimated **dilution tables contained in Annexure B** of this Explanatory Memorandum. The estimated dilution tables assume no further issues of Shares in the Company, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of

the Performance Rights, except for the issue of Shares as a result of Resolutions 4 to 7 (inclusive). Further, the dilution table assumes an example share price ranging from \$0.60 to \$1.20 for the purpose of calculating the conversion rate for Share Appreciation Rights.

In summary, if all Share Appreciation Rights and Performance Rights under this resolution were to vest and be exercised at an example share price of \$1.20, this would result in the issue of 8,644,290 Shares (representing 11.8% of the current total issued share capital of the Company).

Rationale

The Board considers that a grant of Share Appreciation and Performance Rights to cover the next three (3) financial years will incentivise members of management and key employees to drive exceptional business performance that significantly outperforms market benchmarks.

Rather than making individual annual grants in respect of FY25, FY26 and FY27 the Company proposes, by virtue of the New Plan, to establish a three-year grant in FY25 that covers FY25 to FY27 (inclusive). The Company believes this provides a better way of aligning Eligible Persons with long term Shareholder value. A consequence of this is that the number of equity securities to be granted under the New Plan will be higher in FY25, as it covers three (3) years, when compared to previous individual annual grants.

The Company does not intend to issue further Share Appreciation Rights and/or Performance Rights under the New Plan to initial recipients with respect to FY25 to FY27 (inclusive) for the purposes of Listing Rule 7.2 (Exception 13(b)). For the avoidance of doubt, the number of equity securities being offered under the New Plan, the subject of this Resolution, is the total number of equity securities for the next three (3) years which are being granted in CY2024 for initial recipients.

The vesting and exercise of Share Appreciation Rights is dependent upon the Company's share price increasing to a level above the relevant notional exercise price (subject to also satisfying the vesting condition of continued employment with the Company at the relevant vesting date). The effect of this is to align management and key employee rewards with shareholder value creation. None of the Share Appreciation Rights issued under the proposed grant have specific performance criteria, however if the Company's share price does not increase above the relevant notional exercise price, the Share Appreciation Rights will hold no value and accordingly no Shares will be issued.

The vesting of performance rights is dependent upon members of management and key employees satisfying specific financial and non-financial performance hurdles and continued employment with the Company at the relevant vesting date(s), having the effect of aligning management and key employees reward with Shareholder value creation in the short-medium term. None of the Performance Rights issued under the proposed grant vest on the basis of tenure only.

Directors' Recommendation

The Directors are all currently eligible to participate in the Plan and therefore, as a matter of good corporate governance, abstain from making a recommendation in relation to this Resolution.

Resolution 5 - Issue of Share Appreciation Rights to Executive Director

Background

Share Appreciation Rights confer an entitlement to be issued one Share subject to the satisfaction of any vesting conditions on the terms set out in the New Plan, the subject of Resolution 4.

Subject to the approval of Shareholders, the Company proposes to grant a maximum of 4,187,528 Share Appreciation Rights to Mr Simon Lee, Executive Director (or his nominee Mrs Rebecca Laurice Lee & Mr Simon Kuan Chieh Lee ATF the SL & RL Family Trust) (**Executive Director Rights**). Mr Lee is a beneficiary of SL & RL Family Trust.

The objective of the proposed grant of Share Appreciation Rights to Mr Lee is primarily to link the reward of Share Appreciation Rights to Shareholder value creation and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Share Appreciation Rights shall be issued under and subject to the terms of the New Plan.

If Resolution 5 is approved, Mr Lee (or his nominee) will be granted the Executive Director Rights, being a form of rights that may be issued under the New Plan. These Executive Director Rights may vest when service based Vesting Conditions are satisfied. The Executive Director Rights are Share Appreciation Rights which are an entitlement to the value of a Share (less a notional exercise price determined by the Board (**Notional Exercise Price**)).

See the explanatory notes for Resolution 4 and Annexure A of this Explanatory Memorandum for a description of Share Appreciation Rights.

The type of equity proposed to be granted has been selected by the Board, based on independent advice from a specialist remuneration consultant engaged by the Board, because it creates a strong link between performance and reward.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders,

unless it obtains approval of its shareholders.

The issue of the Executive Director Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 5 seeks the required Shareholder approval of the issue of the Executive Director Rights under, and for the purposes of, Listing Rule 10.14 and for all other purposes.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Executive Director Rights. Further, Listing Rule 7.2, Exception 12 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 5 is approved, the Executive Director Rights will not count towards the Company's placement capacity under Listing Rule 7.1. On the basis that Shareholders will consider the grant of Executive Director Rights under Resolution 5. Resolution 5 is not subject to Resolution 4.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Executive Director Rights.

Financial Benefit – Details and reasons

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Share Appreciation Rights are set out below.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (b) the total quantum of Share Appreciation Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (c) Share Appreciation Rights are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Share Appreciation Rights also act to provide a retention incentive for key employees, such as Mr Lee, to facilitate long-term growth;
- (d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (e) the Company believes the associated expense is limited and the nature of the Share Appreciation Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Share Appreciation Rights to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Share Appreciation Rights as the exception in section 211 of the Corporations Act applies. The Share Appreciation Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Further Details of the Executive Director Rights

Term

The Executive Director Rights that are the subject of this resolution will have a term that ends on the five (5) year anniversary of the date of grant of the Share Appreciation Rights.

The Executive Director Rights can be exercised at any time after Vesting, subject to any Exercise Restriction Period. If not exercised during the term, the Executive Director Rights will lapse. Share Appreciation Rights that have vested and exercised into Shares as a result of the Executive Director Rights under the New Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Cost of Rights and Notional Exercise Price

No amount is payable by Mr Lee for the Executive Director Rights, either in respect of their issue, or their exercise.

The Notional Exercise Price for each Share Appreciation Right is:

- (a) \$0.45 for Tranche 1 Share Appreciation Rights;
- (b) \$0.65 for Tranche 2 Share Appreciation Rights; and
- (c) \$1.05 for Tranche 3 Share Appreciation Rights.

Black Scholes Valuation Methodology

The Executive Director Rights have been valued in accordance with the Black Scholes valuation methodology, as set out below.

Assumptions	
Valuation Date	20 September 2024
Underlying Share Price	\$0.44
Notional Exercise Price	Tranche 1 - \$0.45 Tranche 2 - \$0.65

	Tranche 3 - \$1.05
Term	5 years
Risk-free Rate of Return	3.547%
Dividend Yield	0%
Volatility	55.16%
Fair Value of an Executive Director Right	Tranche 1 - \$0.22 Tranche 2 - \$0.18 Tranche 3 - \$0.12

In relation to certain of the assumptions outlined above, the Board notes as follows:

- (a) the Valuation Date was the last date on which the Executive Director Rights could be valued prior to finalisation of the Notice of Meeting.
- (b) the Underlying Share Price of \$0.44 was the closing price of Shares on ASX on 20 September 2024. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent "spot price" is typically used in a Black Scholes calculation.
- (c) the risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.
- (d) the Board considers the volatility assumption to be reasonable in the circumstances.

Number of Executive Director Rights, Conditions and Valuation

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Share Appreciation Rights to be issued. A fair value for the Share Appreciation Rights to be issued has been calculated using the share price on 20 September 2024 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the Share Appreciation Rights which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Share Appreciation Rights.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 20 September 2024.

It is proposed that Mr Lee (or his nominee) will be granted 3 tranches of Share Appreciation Rights, for a total of 4,187,528 Share Appreciation Rights, in relation to this Resolution as follows:

	Tranche 1	Tranche 2	Tranche 3
Recipient	Mr Simon Lee, Executive Director (or his nominee Mrs Rebecca Laurice Lee & Mr Simon Kuan Chieh Lee ATF the SL & RL Family Trust		
Number of Share Appreciation Rights	1,041,406	1,294,374	1,851,748
Vesting Date	Subject to the Directors determining that the applicable vesting conditions have been met, the Share Appreciation Rights will vest on 31 August 2025	Subject to the Directors determining that the applicable vesting conditions have been met, the Share Appreciation Rights will vest on 31 August 2026	Subject to the Directors determining that the applicable vesting conditions have been met, the Share Appreciation Rights will vest on 31 August 2027
Notional Exercise Price Per Share Appreciation Right	\$0.45	\$0.65	\$1.05

Vesting Conditions	Continued employment at the Vesting Date.		
Restriction Period	Exercise Restriction Period - 12 months from the Grant Date Share Disposal Restriction Period – 12 months from the relevant vesting date.		
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	\$231,000	\$231,000	\$231,000

In summary, a total of 4,187,528 Share Appreciation Rights are proposed to be issued under this Resolution. This represents a fair value of \$693,000, or approximately 60% of Mr Lee's base salary on a year-by-year basis.

Exercise of Vested Executive Director Rights

Vested Executive Director Rights may be exercised at any time between the Vesting Date and the end of their Term, by the participant submitting an Exercise Notice, failing which they will lapse. Share Appreciation Rights that have vested and are exercised into Shares under the New Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Upon exercise of vested Executive Director Rights, the value of each Share Appreciation Right (**SARs Value**) will be calculated as follows and will be converted into Shares based on the then Share price.

SARS Value for each Executive Director Right exercised	Equals	Current Market Price at the time of exercise of the Executive Director Rights	Less	Notional Exercise Price of the Executive Director Rights
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In the event that the SARs Value at the time of exercise is zero or negative, the Executive Director Rights will have no value and Mr Lee will have no entitlement to Shares on exercise of the Executive Director Rights.

In the event that the SARs Value at the time of its exercise is positive, each Executive Director Right will have value and Mr Lee will be entitled to realise that value by the issue of Shares.

In the event that the Executive Director Rights are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Executive Director Rights will be calculated by:

- first, calculating the SARs Value of each Executive Director Right;
- second, multiplying the SARs Value for each Executive Director Right by the total number of Executive Director Rights exercised (Total SARs Value); and
- third, dividing the Total SARs Value by the Current Market Price (rounding up to the nearest whole number).

Information provided in accordance with Listing Rule 10.15

For the purpose of this Resolution, the following information is provided in relation to the proposed issue of the Executive Director Rights in accordance with Listing Rule 10.15:

- the related party is Mr Simon Lee and he is a related party by virtue of being a Director who falls within Listing Rule 10.14.1;
- the number of Executive Director Rights to be allocated to Mr Lee (or his nominee) is 4,187,528 Share Appreciation Rights. The actual number available for exercise by Mr Lee will depend on the satisfaction of the Vesting Conditions as set out above and the share price performance of the Company.

- (c) the "Notional Exercise Price" of each Share Appreciation Right is set out above and accordingly the value that may be realised by Mr Lee for each Executive Director Right (SARs Value) is an amount equal to the 'current market price' less the Notional Exercise Price at the time of exercise of the Executive Director Rights;
- (d) the number of Shares that may be allocated on exercise of the Executive Director Rights is calculated in accordance with the formula in Schedule 1 (and as set out above); the estimated dilution effect that the vesting and exercise of all 4,187,528 Share Appreciation Rights at an estimated 'current market price' ranging from \$0.60 to \$1.20, will have on the interests of shareholder's is set out in the dilution table contained in Annexure B of this Explanatory Memorandum. The estimated dilution table assume no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Performance Rights, except for the issue of Shares as a result of Resolutions 4 to 7 (inclusive).
- (e) excluding the value of the proposed Share Appreciation Rights proposed to be issued under this Resolution as well as the proposed issue of Performance Rights under Resolution 6, Mr Lee currently receives \$468,900 per annum for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments;
- (f) Mr Lee has previously received 1,244,944 Performance Rights under the Plan. Those Performance Rights were also issued to Mr Lee (or his nominee) for \$nil consideration.
- (g) a summary of the key terms and conditions of the New Plan and the Executive Director Rights (including the term of the Share Appreciation Rights and the applicable Vesting Conditions) is set out above and Annexure 1;
- (h) the value attributable to the Executive Director Rights is the Black Scholes Right Value as set out above, being \$693,000;
- (i) Shares issued (if any) on Vesting and exercise of the Executive Director Rights will rank equally with fully paid ordinary Shares;
- (j) the Company expects to grant the Executive Director Rights within five (5) business days after the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting.
- (k) the Executive Director Rights will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Executive Director Rights on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the participant);
- (l) the people referred to in Listing Rule 10.14 who are eligible to participate in the new Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Executive Director Rights and Non-Executive Director Rights as described in this Explanatory Memorandum (see Resolution 6 below relating to the issue of Non-Executive Director Rights). Shareholder approval will be sought prior to the issue of any other securities to Directors under the New Plan;
- (m) a voting exclusion statement in relation to this Resolution is included in the Notice;
- (n) there is no loan associated with the grant or exercise of the Executive Director Rights;
- (o) details of any securities issued under the New Plan to Directors following Shareholder approval will be published in the Company's Annual Report relating to the period in which they were issued;
- (p) the other general terms for the Share Appreciation Rights are outlined in Annexure A of this Explanatory Memorandum; and
- (q) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 5.

Resolution 6 - Issue of Performance Rights to Executive Director

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Employee Incentive Plan, the subject of Resolution 4 (**New Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of 225,457 Performance Rights to Mr Simon Lee, Executive Director (or his nominee Mrs Rebecca Laurice Lee & Mr Simon Kuan Chieh Lee ATF the SL & RL Family Trust). Mr Lee is a beneficiary of SL & RL Family Trust.

The price payable for each Share that may be issued upon vesting of a Performance Right is \$nil.

The objective of the proposed grant of Performance Rights to Mr Lee is primarily to link the reward of Performance Rights to Shareholder value creation and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

The key terms of the Performance Rights are set out in the table below:

Recipient	Mr Simon Lee, Executive Director (or his nominee Mrs Rebecca Laurice Lee & Mr Simon Kuan Chieh Lee ATF the SL & RL Family Trust)
Number	225,457
Vesting Conditions	Subject to the Directors determining that the applicable vesting conditions, including Mr Lee remaining employed by the Company at the vesting date and any performance criteria, have been met, the Performance Rights will vest on 31 August 2025.
Performance Criteria	<ol style="list-style-type: none"> Total Revenue Growth of \$165,161 (35% weighting) <i>Assessed on Total Group revenue growth from FY2024 to FY2025 based on FY2025 Audited Financial Statements.</i> Group Annualised Recurring Revenue (ARR) of \$12,778,700 (35% weighting) <i>Assessed on Total Group ARR growth from FY2024 to FY2025 based on FY2025 Audited Financial Statements.</i> Group Annualised Recurring Revenue retention of 10% (25% weighting) <i>Assessed on Total Group ARR for contracts at the beginning of FY2025 as a percentage of Total Group ARR for the same contracts at the beginning of FY2025.</i> Group Employee Retention (excluding involuntary) of equal to or below 5% (5% weighting)

	<i>Total employee group turnover for FY2025 excluding involuntary (redundancies, performance related or employer determined terminations) equal to or under 5%.</i>
Restriction Period	Exercise Restriction Period - 12 months from the Grant Date Share Disposal Restriction Period – 12 months from the relevant date of vesting.
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.

Other general terms of the Performance Rights

It is intended that the Performance Rights will be issued within five (5) days after the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting.

The Performance Rights will be issued to Mr Lee for \$nil consideration.

For the purposes of ASX Listing Rule 10.15.2, Mr Lee falls under category 10.14.1 of the ASX Listing Rules, as he is a current Director of the Company.

For the purposes of ASX Listing Rule 10.15.6, the Company proposes to issue Performance Rights to Mr Lee (as opposed to fully paid ordinary securities) for the following reasons:

- (a) Performance Rights are designed to incentivise employees, and in this case, to incentivise Mr Lee as Executive Directors of the Company. The Performance Rights also act to provide an incentive for the achievement of short-term operational goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Lee; and
- (b) equity based incentives assist in the alignment of Shareholders and Directors' interests.

Mr Lee has previously received 1,226,442 performance rights under the Plan. Those Performance Rights were also issued to Mr Lee (or his nominee) for \$nil consideration.

There are no loan arrangements with Mr Lee in relation to the acquisition of the Performance Rights.

The other general terms for the Performance Rights are outlined in Annexure A of this Explanatory Memorandum.

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Performance Rights to be issued. A fair value for the Performance Rights to be issued has been calculated using the Binomial methodology and based on a number of assumptions, set out below, with an adjustment to the expected life of the Performance Rights to take account of limitations on transferability. This methodology is commonly used for valuing Performance Rights and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Performance Rights.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 20 September 2024.

Valuation for Performance Rights to be issued to Mr Lee

Underlying price	\$0.44
Volatility	Not applicable
Dividend Yield (estimate)	0%
Vesting Date	Subject to the Directors determining that the applicable vesting conditions have been met, the Performance Rights will vest on 31 August 2025.
Risk free rate	Not applicable
Value - per right	\$0.36
Number of Performance Rights issued	225,457
Employee benefit expense	\$80,850

A significant factor in the determination of the final value of Performance Rights will be the ultimate share price at the date of the final Performance Rights grant (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 20 September 2023.

	Highest	Lowest Price
Closing Price (\$)	\$0.560	\$0.23
Date	10 July 2023	04 April 2024
Simon Lee	\$126,255.90	\$51,855.10

As such if it is assumed all other factors are equal, where the share price increases above the \$0.56 disclosed above the final value of Performance Rights granted will increase, and conversely where the share price reduces the final value of Performance Rights granted will also reduce.

Remuneration

Excluding the value of the proposed Performance Rights to be issued under this Resolution and the Share Appreciation Rights proposed to be issued under Resolution 5, Mr Lee currently receives \$468,900 per annum for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments.

Financial Benefit – Details and reasons

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Performance Rights are set out above.

The reasons for giving this financial benefit are:

- (f) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (g) the total quantum of Performance Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (h) Performance Rights are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Performance Rights also act to provide a retention incentive for key employees, such as Mr Lee;
- (i) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (j) the Company believes the associated expense is limited and the nature of the Performance Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Performance Rights to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Performance Rights as the exception in section 211 of the Corporations Act applies. The Performance Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Existing interests and the dilutionary effect on other Shareholders' interests

The estimated dilution effect that the vesting and exercise of the Performance Rights will have on the interests of shareholder's is set out in the **dilution tables contained in Annexure B** of this Explanatory Memorandum. The estimated dilution table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Performance Rights, except for the issue of Shares as a result of Resolutions 4 to 7 (inclusive).

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 6.

Resolutions 7 (a) and (b) - Issue of Share Appreciation Rights to Non-Executive Directors

Background

Share Appreciation Rights confer an entitlement to be issued one Share subject to the satisfaction of any vesting conditions on the terms set out in the Employee Incentive Plan, the subject of Resolution 4 (**New Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of:

- 4,330,188 Share Appreciation Rights to Darc Rasmussen (or their nominee); and
- 2,165,094 Share Appreciation Rights to James Hourn (or their nominee),

(together, **Non-Executive Director Rights**).

The objective of the proposed grant of Share Appreciation Rights to Messrs Rasmussen and Hourn is primarily to link the reward of Share Appreciation Rights to Shareholder value creation and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Share Appreciation Rights shall be issued under and subject to the terms of the New Plan.

If Resolution 7 is approved, Messrs Rasmussen and Hourn (or their nominees) will be invited to apply for the Non-Executive Director Rights, a form of rights that may be issued under the new Plan. These Non-Executive Director Rights may vest when service and/or performance-based Vesting Conditions are satisfied. The Non-Executive Director Rights are indeterminate Share Appreciation Rights which are an entitlement to the value of a Share (less a notional exercise price determined by the Board (**Notional Exercise Price**)).

See the explanatory notes for Resolution 4 and Annexure A of this Explanatory Memorandum for a description of Share Appreciation Rights.

The type of equity proposed to be granted has been selected by the Board, based on independent advice from a specialist remuneration consultant engaged by the Board, because it creates a strong link between performance and reward.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme:

- (d) a director of the company (Listing Rule 10.14.1);
- (e) an associate of a director of the company (Listing Rule 10.14.2); or
- (f) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders,

unless it obtains approval of its shareholders.

The issue of the Non-Executive Director Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 7 seeks the required Shareholder approval of the issue of the Non-Executive Director Rights under, and for the purposes of, Listing Rule 10.14 and for all other purposes.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Non-Executive Director Rights. Further, Listing Rule 7.2, Exception 12 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 7 is approved, the Non-Executive Director Rights will not count towards the Company's placement capacity under Listing Rule 7.1. On the basis that Shareholders will consider the grant of Non-Executive Director Rights under Resolution 7. Resolution 7 is not subject to Resolution 4.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Non-Executive Director Rights.

Financial Benefit – Details and reasons

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Share Appreciation Rights are set out below.

The reasons for giving this financial benefit are:

- (k) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (l) the total quantum of Share Appreciation Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;

- (m) Share Appreciation Rights s are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Share Appreciation Rights also act to provide a retention incentive for key employees, such as Mr Lee, to facilitate long-term growth;
- (n) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (o) the Company believes the associated expense is limited and the nature of the Share Appreciation Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Share Appreciation Rights to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Share Appreciation Rights as the exception in section 211 of the Corporations Act applies. The Share Appreciation Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Further Details of the Non-Executive Director Rights

Term

The Non-Executive Director Rights that are the subject of this Resolution will have a term that ends on the five (5) year anniversary of the date of grant of the Share Appreciation Rights.

The Non-Executive Director Rights can be exercised at any time after Vesting, subject to any Exercise Restriction Period. If not exercised during the term, the Executive Director Rights will lapse. Share Appreciation Rights that have vested and exercised into Shares as a result of the Executive Director Rights under the New Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Cost of Rights and Notional Exercise Price

No amount is payable by Messrs Rasmussen and Hourn for the Non-Executive Director Rights, either in respect of their issue, or their exercise.

The Notional Exercise Price for each Share Appreciation Right is:

- (d) \$0.45 for Tranche 1 Share Appreciation Rights;
- (e) \$0.65 for Tranche 2 Share Appreciation Rights; and
- (f) \$1.05 for Tranche 3 Share Appreciation Rights.

Black Scholes Valuation Methodology

The Non-Executive Director Rights have been valued in accordance with the Black Scholes valuation methodology, as set out below.

Assumptions	
Valuation Date	20 September 2024
Underlying Share Price	\$0.44
Notional Exercise Price	Tranche 1 - \$0.45 Tranche 2 - \$0.65 Tranche 3 - \$1.05
Term	5 years
Risk-free Rate of Return	3.547%
Dividend Yield	0%
Volatility	55.16%
Fair Value of a Non-Executive Director Right	Tranche 1 - \$0.22

	Tranche 2 – \$0.18 Tranche 3 - \$0.12
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In relation to certain of the assumptions outlined above, the Board notes as follows:

- (e) the Valuation Date was the last date on which the Non-Executive Director Rights could be valued prior to finalisation of the Notice of Meeting.
- (f) the Underlying Share Price of \$0.44 was the closing price of Shares on ASX on 20 September 2024. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent “spot price” is typically used in a Black Scholes calculation.
- (g) the risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.
- (h) the Board considers the volatility assumption to be reasonable in the circumstances.

Number of Non-Executive Director Rights, Conditions and Valuation

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Share Appreciation Rights to be issued. A fair value for the Share Appreciation Rights to be issued has been calculated using the share price on 20 September 2024 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the Share Appreciation Rights which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Share Appreciation Rights.

The Board draws Shareholders’ attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 20 September 2024.

It is proposed that Messrs Rasmussen and Hourn (or their nominees) will be invited to apply for three (3) tranches of Share Appreciation Rights, for a total of

- 4,330,188 Share Appreciation Rights to Darc Rasmussen (or their nominee); and
- 2,165,094 Share Appreciation Rights to James Hourn (or their nominee),

in relation to this Resolution as follows:

	Tranche 1	Tranche 2	Tranche 3
Recipient	Mr Darc Rasmussen (or his nominee)		
Number of Share Appreciation Rights	1,443,396	1,443,396	1,443,396
Vesting Date	Immediate vesting	Immediate vesting	Immediate vesting
Notional Exercise Price Per Share Appreciation Right	\$0.45	\$0.65	\$1.05
Vesting Conditions	Continue to hold the office of Director at the Vesting Date.		
Restriction Period	Exercise Restriction Period – 180 days from the Grant Date Share Disposal Restriction Period – 180 days from the relevant vesting date.		

Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	\$320,167	\$257,595	\$180,059
Recipient	Mr James Hourn (or his nominee)		
Number of Share Appreciation Rights	721,698	721,698	721,698
Vesting Date	Immediate vesting	Immediate vesting	Immediate vesting
Notional Exercise Price Per Share Appreciation Right	\$0.45	\$0.65	\$1.05
Vesting Conditions	Continue to hold the office of Director at the Vesting Date.		
Restriction Period	Exercise Restriction Period – 180 days from the Grant Date Share Disposal Restriction Period – 180 days from the relevant vesting date.		
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	\$160,084	\$128,798	\$90,030

In summary:

- (a) a total of 4,330,188 Share Appreciation Rights are proposed to be issued under this Resolution to Mr Rasmussen (or his nominee). This represents a fair value of \$757,822; and
- (b) a total of 2,165,094 Share Appreciation Rights are proposed to be issued under this Resolution to Mr Hourn (or his nominee). This represents a fair value of \$378,911.

Exercise of Vested Non-Executive Director Rights

Vested Non-Executive Director Rights may be exercised at any time between the Vesting Date and the end of their Term, by the participant submitting an Exercise Notice, failing which they will lapse.

Upon exercise of vested Non-Executive Director Rights, the value of each Share Appreciation Right (**SARs Value**) will be calculated as follows and will be converted into Shares based on the then Share price.

SARS Value for each Executive Director Right exercised	Equals	Current Market Price at the time of exercise of the Executive Director Rights	Less	Notional Exercise Price of the Executive Director Rights
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In the event that the SARs Value at the time of exercise is zero or negative, the Non-Executive Director Rights will have no value and Messrs Rasmussen and Hourn will have no entitlement to Shares on exercise of the Non-Executive Director Rights.

In the event that the SARs Value at the time of its exercise is positive, each Non-Executive Director Right will have value and Messrs Rasmussen and Hourn will be entitled to realise that value by the issue of Shares.

In the event that the Non-Executive Director Rights are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Non-Executive Director Rights will be calculated by:

- (a) first, calculating the SARs Value of each Non-Executive Director Right;
- (b) second, multiplying the SARs Value for each Non-Executive Director Right by the total number of Non-Executive Director Rights exercised (**Total SARs Value**); and
- (c) third, dividing the Total SARs Value by the Current Market Price (rounding up to the nearest whole number).

Information provided in accordance with Listing Rule 10.15

For the purpose of this Resolution, the following information is provided in relation to the proposed issue of the Non-Executive Director Rights in accordance with Listing Rule 10.15:

- (a) the related parties are Mr Darc Rasmussen and Mr James Hourn as they are a related party by virtue of being a Director who falls within Listing Rule 10.14.1;
- (b) the number of Non-Executive Director Rights to be allocated to Messrs Rasmussen and Hourn (or his nominee) is 4,330,188 and 2,165,094 Share Appreciation Rights, respectively. The actual number available for exercise by Messrs Rasmussen and Hourn will depend on the satisfaction of the Vesting Conditions as set out above and the share price performance of the Company.
- (c) the "Notional Exercise Price" of each Share Appreciation Right is set out above and accordingly the value that may be realised by Messrs Rasmussen and Hourn for each Non-Executive Director Right is an amount equal to the 'current market price' less the Notional Exercise Price at the time of exercise of the Non-Executive Director Rights;
- (d) the number of Shares that may be allocated on exercise of the Non-Executive Director Rights is calculated in accordance with the formula in Annexure A (and as set out above);
- (e) the estimated dilution effect that the vesting and exercise of all 4,330,188 and 2,165,094 Share Appreciation Rights of Messrs Rasmussen and Hourn's proposed under the Non-Executive Director Rights at an estimated 'current market price' ranging from \$0.60 to \$1.20, will have on the interests of shareholder's is set out in the dilution table contained in Annexure B of this Explanatory Memorandum. The estimated dilution table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Performance Rights, except for the issue of Shares as a result of Resolutions 4 to 7 (inclusive).
- (f) excluding the value of the proposed Share Appreciation Rights proposed to be issued under this Resolution:
 - (i) Mr Rasmussen currently receives directors' fees in the sum of \$120,000 per annum for his position as Non-Executive Chairman; and
 - (ii) Mr Hourn currently receives directors' fees in the sum of \$70,000 per annum for his position as Non-Executive Director.
- (g) Mr Rasmussen has previously received 86,250 Performance Rights under the Plan. Those Performance Rights were also issued to Mr Rasmussen (or his nominee) for \$nil consideration.
- (h) Mr Hourn has not previously received any equity securities under the Plan.
- (i) a summary of the key terms and conditions of the new Plan and the Non-Executive Director Rights (including the term of the Share Appreciation Rights and the applicable Vesting Conditions) is set out above and Annexure A;
- (j) the value attributable to the Non-Executive Director Rights is the Black Scholes Right Value as set out above, being a total of \$1,136,733;
- (k) Shares issued (if any) on Vesting and exercise of the Non-Executive Director Rights will rank equally with fully paid ordinary Shares;

- (l) the Company expects to grant the Non-Executive Director Rights within five (5) business days after the date of the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting;
- (m) the Non-Executive Director Rights will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Non-Executive Director Rights on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the participant);
- (n) the people referred to in Listing Rule 10.14 who are eligible to participate in the new Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Non-Executive Director Rights and Executive Director Rights as described in this Explanatory Memorandum (see Resolution 5 above relating to the issue of Executive Director Rights). Shareholder approval will be sought prior to the issue of any other securities to Directors under the new Plan;
- (o) a voting exclusion statement in relation to this Resolution is included in the Notice;
- (p) there is no loan associated with the grant or exercise of the Non-Executive Director Rights;
- (q) details of any securities issued under the new Plan to Directors following Shareholder approval will be published in the Company's Annual Report relating to the period in which they were issued;
- (r) the other general terms for the Share Appreciation Rights are outlined in Annexure A of this Explanatory Memorandum; and
- (s) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 7.

Resolution 8: Approval of 10% Placement Facility

ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. At the date of this Notice, the Company is an eligible entity. However, the Company will withdraw this Resolution at the Meeting in the event that, subsequent to the date of this Notice, the Company becomes an illegible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

Description of Listing Rule 7.1A

a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting. The effect of approval of this Resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If this Resolution is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.

b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The only class of quoted equity securities of the Company at the date of the Notice are ordinary Shares.

c) Formula for calculating 10% Placement Facility:

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2 (other than 9, 16 or 17);
- plus the number of fully paid Shares issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2, Exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - b. the issue of, or agreement or issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- plus the number of partly paid Shares issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2, Exception 16 where:
 - a. the agreement was entered into before the commencement of the 12 months; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval; and
- less the number of fully paid Shares cancelled in the 12 months.

Note, that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

d) Listing Rule 7.1 and Listing Rule 7.1A:

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting the Company has on issue 64,509,004 Shares. At present, the Company has a capacity to issue a remaining 7,362,206 Equity Securities under ASX Listing Rule 7.1. Subject to the approval of this Resolution this amount will increase to 13,813,106.

e) 10% Placement Period:

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. if the Equity Securities are not issued within 15 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
 - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

In accordance with ASX Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

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

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$0.22 50% decrease in Issue Price	\$0.44 Issue Price	\$0.66 50% increase in Issue Price
Current Variable A*	10% Voting Dilution	6,450,900	6,450,900	6,450,900

64,509,004 Shares	Funds Raised	\$1,419,198	\$2,838,396	\$4,257,594
50% increase in current Variable A*	10% Voting Dilution	9,676,351	9,676,351	9,676,351
96,763,506 Shares	Funds Raised	\$2,128,797	\$4,257,594	\$6,386,391
100% increase in current Variable A*	10% Voting Dilution	12,901,801	12,901,801	12,901,801
129,018,008 Shares	Funds Raised	\$2,838,396	\$5,676,792	\$8,515,189

The table has been prepared on the following assumptions:

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - ii. None of the 1,563,498 performance rights or 2,314,145 unlisted options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
 - iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - iv. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - v. The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement capacity under ASX Listing Rule 7.1.
 - vi. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - vii. The issue price is \$0.44 being the closing price of the Shares on ASX on 20 September 2024.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
 - (d) The Company will seek to issue the Equity Securities for only Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.
 - (e) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.
 - (f) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.
 - i. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - ii. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
 - iii. the effect the issue of the Equity Securities might have on the control of the Company;
 - iv. the financial situation and solvency of the Company; and
 - v. advice from corporate, financial and broking advisers (if applicable).

- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (h) The Company did not obtain approval from Shareholders under ASX Listing Rule 7.1A at the Annual General Meeting held on 22 November 2023. In accordance with ASX Listing Rule 7.3.A.6, the Company confirms that no equity securities were issued under ASX Listing Rule 7.1A.2 in the 12 month period preceding the date of the meeting.
- (i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

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

"**Chairman**" means the chairman of the annual general meeting;

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

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

"**Company or Urbanise**" means Urbanise.com Limited ACN 095 768 086;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Employee Incentive Plan**" means the Company's Employee Incentive Plan as approved by Shareholders from time to time, which is the subject of consideration at this Meeting and as summarised in Annexure A;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those 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;

"**Management**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on 19 November 2024 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Performance Rights**" means a right that confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2024;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

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

"**Shareholder**" means a registered holder of a Share in the Company;

"**Share Appreciation Right**" means a right that confers an entitlement to be issued Share(s) subject to the satisfaction of any performance criteria and/or vesting condition;

"Trading Day" means a day determined by ASX to be a trading day and notified to market participants; and

"VWAP" means volume weighted average market price.

Annexure A

Summary of the key terms of the Company's equity incentive plan (**Plan**)

Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) enable the Company to provide a component of variable remuneration that is performance focussed and linked to long-term value creation for Shareholders, (b) create alignment between the interests of participants and shareholders, (c) enable the Company to compete effectively for the calibre of talent required for it to be successful, (d) ensure that participants have commonly shared goals, and (e) assist participants to become Shareholders.
Eligibility	<p>Eligible Person means a full time or part-time employee, a casual employee of the Group, a contractor to the Group or a person who will prospectively fill one of the foregoing roles, including executive and non-executive Directors. For the avoidance of doubt, associates of Eligible Persons are not eligible to be granted Rights unless otherwise determined by the Board.</p>
Form of equity	<p>Awards of performance rights, service rights and share appreciation rights (together Rights) can be made under the plan.</p> <p>A performance right confers an entitlement to be issued one Share following exercise of the right by the performance right holder and subject to the satisfaction of any performance criteria in the terms set out in the Plan.</p> <p>A service right confers an entitlement to be issued one Share following exercise of the right by the right holder and subject to the satisfaction of any vesting conditions in the terms set out in the Plan.</p> <p>A share appreciation right confers a right to acquire a Share subject to the satisfaction of any vesting conditions in the terms set out in the Plan. The number of Shares to be issued through the exercise of a share appreciation right is calculated using the formula: $(\text{Share Price} - \text{Exercise Price}) \times (\text{Number of Rights Exercised} / \text{Share Price})$.</p>
Terms of award	<p>A grant of Rights under the Plan is subject to both the rules of the Plan and the terms of the specific grant.</p>
Vesting and exercise	<p>Rights may only be exercised if they vest in accordance with the applicable performance criteria, exercise conditions or vesting conditions (if any).</p> <p>Where an Eligible Person ceases to be employed by a group Company, the Board may, in its absolute discretion, determine that the rights which are held by the Eligible Person at that time will be forfeited.</p>
Exercise conditions	<p>Exercise condition means any criteria, requirements or conditions determined by the Board, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any Rights to vest or be exercisable.</p>
Exercise price	<p>Exercise price means:</p> <ul style="list-style-type: none"> (a) in relation to a performance right, a nil amount, unless otherwise determined by the Board and specified in the invitation, (b) in relation to a service right, a nil amount, unless otherwise determined by the Board and specified in the invitation, or (c) in relation to a share appreciation right, if any, payable or notionally payable as the context requires, to exercise a share appreciation right, the amount payable on exercise of that share appreciation right, as specified in the invitation.
Exercise	<p>The exercise of a Right may only be affected by lodging a duly completed notice of exercise. Rights may only be exercised if at the time of exercise:</p>

	<p>(a) the applicable performance criteria and/or vesting conditions for the rights have been satisfied within the performance period (if applicable);</p> <p>(b) the rights have not lapsed under any provision of the Plan; and</p> <p>(c) where applicable, the exercise price has been paid to the Company in such manner approved by the Board.</p> <p>Any Shares issued, transferred or allocated on the exercise or vesting of Rights will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any Shares issued under the Plan.</p>
Change of control	<p>If a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company) occurs prior to a Right vesting, then the Board may determine in its absolute discretion whether some or all of the participant's Rights:</p> <p>(a) become vested (whether subject to further vesting conditions and/or performance criteria or not);</p> <p>(b) lapse or are forfeited;</p> <p>(c) remain subject to the applicable periods for measurement, vesting dates, vesting conditions and/or performance criteria; or</p> <p>(d) become subject to substituted or varied periods for measurement, vesting dates, vesting conditions and/or performance criteria.</p> <p>If there is a change of control prior to a Right becoming vested, and the Board does not exercise a discretion as to how to deal with the Right, all of the participant's unvested Rights will lapse.</p>
Lapse	<p>A participant's Rights will lapse, subject to the Board deciding otherwise on the earliest of:</p> <p>(a) the applicable expiry date for those Rights;</p> <p>(b) (in the case of performance rights) a determination by the Board that the participant has not satisfied the applicable performance criteria specified by the Board in respect of those performance rights;</p> <p>(c) a determination of the Board that the participant has, in the Board's opinion:</p> <p>(i) been dismissed or removed from office for a reason which entitles a company in the group to dismiss the participant without notice or has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of that company (whether or not charged with an offence); or</p> <p>(ii) done any act which brings the group into disrepute;</p> <p>(d) the date on which the participant ceases to be employed by any member of the group (other than due to death, permanent disability or bona fide redundancy);</p> <p>(e) the receipt by the Company of notice from the participant (after death, permanent disability or bona fide redundancy has arisen with respect to the participant) that the participant has elected to surrender the option or performance right; and</p> <p>(f) any other circumstances specified in any invitation pursuant to which the options or performance rights were issued.</p> <p>Upon the lapse of Rights, all of the participant's Rights in respect of that Right will cease.</p>
Share issues	<p>Participation in new issues</p> <p>A participant may participate in new issues of securities to holders of Shares only if:</p> <p>(a) the Right has been exercised; and</p> <p>(b) a Share has been issued in respect of the Right before the record date for determining entitlements to the new issue.</p> <p>Adjustment for bonus issue of Shares</p>

	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares which will be issued on the exercise of the Right will be increased by the number of Shares which the participant would have received if the participant had exercised the Right before the record date for the bonus issue; and</p> <p>(b) no change will be made to the exercise price (if applicable).</p>
Restrictions on dealing	<p>Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives prior to vesting. the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives.</p> <p>Prior to vesting, the Plan Rules provide that a minimum Exercise Restriction Period of 180 days applies to all Rights from the Grant Date (which may be longer if determined by the Board and included in the relevant offer invitation letter), unless at the absolute discretion of the Board, approval is granted to the participant, or if a taxing point arises for the participant, then the Exercise Restriction Period will cease to apply to 50% of such Rights that are the subject of the tax liability, unless otherwise determined by the Board, in their absolute discretion.</p> <p>Prior to disposing any Shares exercised from Rights, the Plan Rules provide that a Disposal Restriction Period may apply to Restricted Shares as determined by the Board and included in the relevant offer invitation letter. A Disposal Restriction Period may be waived at the absolute discretion of the Board, in the event a participant is affected by serious injury or illness, or severe financial hardship or a natural disaster. In addition, if a taxing point arises for the participant, then the Disposal Restriction Period will cease to apply to 50% of such Restricted Shares that are the subject of the tax liability, unless otherwise determined by the Board, in their absolute discretion.</p>
Dividends	<p>Rights held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the exercise of the Right, before the record date for determining entitlements to a dividend.</p>
Voting rights	<p>Rights do not entitle a participant to receive notice of, attend or vote at a meeting of Shareholders. A participant may exercise any voting rights attaching to Shares acquired following the exercise of the participant's Rights and registered in the participant's name.</p>
Clawback and Malus and preventing inappropriate benefits	<p>The Plan Rules provide the Board with broad "clawback and malus" powers if, for example, a participant has acted or failed to act in a way that contributed to the Group incurring significant reputational harm, a significant unexpected financial loss, impairment charge, cost or provision; acted or failed to act in a way that contributed to the Group making a material financial misstatement; and/or committed a breach or non-compliance with the Group Code of Conduct and/or any other employee or governance related policies.</p>
Administration of the Plan	<p>The Plan will be managed in accordance with the Plan rules, by the Board.</p> <p>Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding.</p> <p>The Board may delegate any of its powers or discretions conferred on it by the Plan to a committee of the Board or to any one or more persons selected by it, including but not limited to the company secretary.</p>
Amendment	<p>Subject to the Plan Rules, Constitution and the Listing Rules, the Board may at any time amend the Plan rules or the terms and conditions upon which any Right has been issued under the Plan.</p> <p>No amendment to the Plan Rules or to Rights granted under the Plan may be made if the amendment materially reduces the rights of any participant in respect of the Rights granted to them prior to the date of the amendment, other than:</p> <p>(a) an amendment introduced primarily:</p>

	<ul style="list-style-type: none"> (i) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans; (ii) to correct any manifest error or mistake; (iii) to allow the implementation of a trust arrangement in relation to the holding of Shares for the purpose of the Plan; (iv) for the purpose of complying with the applicable laws; and/or (v) to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or <p>(b) an amendment agreed to in writing by the participant(s).</p>
Termination	<p>The Board may at any time terminate the Plan or suspend the operation of the Plan for such period or periods as it thinks fit, considering and endeavouring to ensure that there is fair and equitable treatment of all participants in passing a resolution to terminate or suspend the operation of the Plan.</p>

Annexure B

Dilution Tables

The below example dilution tables illustrates the potential estimated dilution that the vesting and exercise of Share Appreciation Rights and Performance Rights to Executive and Non-Executive Directors as well as management which may result from the approvals sought in Resolutions 4 to 7 (inclusive).

The estimated dilution tables has been prepared on the following assumptions:

- the total number of issued Shares being, 64,509,004 Shares (being the current issued shares as at 20 September 2024);
- the current share price is \$0.44, being the closing price of the Shares on ASX on 20 September 2024.
- all securities issued in accordance with Resolutions 4 to 7 (inclusive) vest and are exercised;
- all Share Appreciation Rights are exercised when the Company achieves a share price of \$0.60, \$0.90 or \$1.20;
- none of the 1,563,498 Performance Rights or 2,314,145 Unlisted Options that the Company currently has on issue are exercised into Shares before the date of the issue of the securities;
- the table shows only the effect of issues of Shares from the exercise of Share Appreciation Rights and Performance Rights that are the subject of Resolutions 4 to 7 and does not include any Shares issued under the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A or as a result of any other Shares issuance by the Company during the period;
- there are no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Share Appreciation Rights and the Performance Rights, except for the issue of Shares as a result of Resolutions 4 to 7 (inclusive); and
- the estimated dilution is calculated by dividing the sum of the total number of existing Shares and estimated number of Shares that may be issued as a result of Resolutions 4 to 7 (inclusive), by the sum of the total number of outstanding shares plus the total number of new shares.

The "Conversion Rate" used in the below estimated dilution tables is the number of Shares that will be issued to an individual if the Share Price in the example is achieved, divided by the total number of Share Appreciation Rights granted to that individual.

As an illustration, the following table shows how the Conversion Rates for the CEO's Share Appreciation Rights for each of the examples below are calculated:

CEO SARS	No. of SARs	Exercise Price	Example Share Price	Value of SARs	No. of Issued Shares	Conversion Rate
	A	B	C	D = A x (C – B)	E = D / C	Total of E / Total of A
Example 1						
Tranche 1	1,041,406	0.45	0.60	156,211	260,352	0.06
Tranche 2	1,294,374	0.65	0.60	-	-	
Tranche 3	1,851,748	1.05	0.60	-	-	
Total	4,187,528			156,211	260,352	
Example 2						
Tranche 1	1,041,406	0.45	0.90	468,633	520,703	0.21
Tranche 2	1,294,374	0.65	0.90	323,594	359,548	
Tranche 3	1,851,748	1.05	0.90	-	-	
Total	4,187,528			792,226	880,251	
Example 3						
Tranche 1	1,041,406	0.45	1.20	781,055	650,879	0.35
Tranche 2	1,294,374	0.65	1.20	711,906	593,255	
Tranche 3	1,851,748	1.05	1.20	277,762	231,469	
Total	4,187,528			1,770,722	1,475,602	

Dilution Example 1 – Company achieves Share Price of \$0.60

	Performance Rights	Conversion Rate	Performance Shares Issued	Share Appreciation Rights	Conversion Rate at \$0.60 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 4 <i>(excl CEO and NEDs)</i>	4,373,108	1	4,373,108	12,120,947	0.06	753,597	5,126,705	7.4%
Resolution 5 <i>(CEO SARs)</i>	-	1	-	4,187,528	0.06	260,352	260,352	0.4%
Resolution 6 <i>(CEO Performance Rights)</i>	225,457	1	225,457	-	-	-	225,457	0.3%
Resolution 7 <i>(NEDS SARs)</i>	-	1	-	6,495,282	0.08	541,274	541,274	0.8%
Total	4,598,565	-	4,598,565	22,803,757	-	1,555,222	6,153,787	8.7%

Dilution Example 2 – Company achieves Share Price of \$0.90

	Performance Rights	Conversion Rate	Performance Shares Issued	Share Appreciation Rights	Conversion Rate at \$0.60 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 4 <i>(excl CEO and NEDs)</i>	4,373,108	1	4,373,108	12,120,947	0.21	2,547,919	6,921,027	9.7%
Resolution 5 <i>(CEO SARs)</i>	-	1	-	4,187,528	0.21	880,252	880,252	1.3%
Resolution 6 <i>(CEO Performance Rights)</i>	225,457	1	225,457	-	-	-	225,457	0.3%
Resolution 7 <i>(NEDS SARs)</i>	-	1	-	6,495,282	0.26	1,683,962	1,683,962	2.5%
Total	4,598,565	-	4,598,565	22,803,757	-	5,112,133	9,710,698	13.1%

Dilution Example 3 – Company achieves Share Price of \$1.20

	Performance Rights	Conversion Rate	Performance Shares Issued	Share Appreciation Rights	Conversion Rate at \$0.60 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 4 <i>(excl CEO and NEDs)</i>	4,373,108	1	4,373,108	12,120,947	0.35	4,271,182	8,644,290	11.8%
Resolution 5 <i>(CEO SARs)</i>	-	1	-	4,187,528	0.35	1,475,602	1,475,602	2.2%
Resolution 6 <i>(CEO Performance Rights)</i>	225,457	1	225,457	-	-	-	225,457	0.3%
Resolution 7 <i>(NEDS SARs)</i>	-	1	-	6,495,282	0.40	2,616,156	2,616,156	3.9%
Total	4,598,565		4,598,565	22,803,757		8,362,940	12,961,505	16.7%

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Wednesday, 27 November.**

🖨 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/ubnagm2024

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **before 11:00am (AEDT) on Wednesday, 27 November.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 Online	www.votingonline.com.au/ubnagm2024
📠 By Fax	+ 61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Urbanise.com Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **Level 1, 261 George Street, Sydney, NSW 2000 on Friday, 29 November 2024 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5, 6, 7a, and 7b, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Resolutions 1, 5, 6, 7a, and 7b are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 5, 6, 7a, and 7b). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Johan Almero Strauss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr James Douglas Hourn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of 4,187,528 Share Appreciation Rights to Mr Simon Lee, Executive Director (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of 225,457 Performance Rights to Mr Simon Lee, Executive Director (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7a	Issue of 4,330,188 Share Appreciation Rights to Mr Darc Rasmussen, Non-Executive Chairman (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7b	Issue of 2,165,094 Share Appreciation Rights to Mr James Hourn, Non-Executive Director (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary