

ASX Release

11 April 2025

2025 Notice of Annual General Meeting

Appen Limited (ASX: APX) today provides the attached 2025 Notice of Annual General Meeting (AGM) and Voting/Proxy Form. The AGM is being held on Friday, 16 May 2025 commencing at 10.00am (AEST) at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Further information on the AGM, including the attached Notice of Meeting, is available on Appen's website at www.appen.com/agm.

Authorised for release by the Board of Appen Limited.

For further information, please contact:

Investor Relations

investorrelations@appen.com

+612 9468 6300

About Appen

Appen is a global market leader in data for the AI Lifecycle. With over 28 years of experience in data sourcing, data annotation, and model evaluation by humans, we enable organisations to launch the world's most innovative artificial intelligence systems.

Our expertise includes a global crowd of more than 1 million skilled contractors who speak over 500 languages¹, in over 200 countries², as well as our advanced AI data platform. Our products and services give leaders in technology, automotive, financial services, retail, healthcare, and governments the confidence to launch world-class AI products.

Founded in 1996, Appen has customers and offices globally.

¹ Self-reported.

² Self-reported, includes territories.

Appen

2025

Notice of Annual General Meeting

Friday 16 May 2025 10:00am (AEST)

Participation in the AGM

The Annual General Meeting (**AGM**) of Appen Limited (**Appen** or **Company**) will be held on Friday, 16 May 2025 commencing at 10.00am (AEST) at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting

Access online at www.appen.com/agm

Request a hard copy Notice of Meeting by phone +61 1300 554 474 or email communications@cm.mpms.mufg.com

Vote or appoint proxy

Return the hard copy Voting/Proxy Form or vote online at au.investorcentre.mpms.mufg.com/Voting/APX

To be valid, your vote or proxy appointment must be received by **10.00am (AEST)** on **Wednesday, 14 May 2025**.

Ask a question or make a comment

Submit questions and comments online at au.investorcentre.mpms.mufg.com/Voting/APX by 5.00pm, Friday, 9 May 2025.

At the AGM

Attend the AGM in person

The AGM will be held at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.


Join the AGM Webinar

Access the webinar at <https://webcast.openbriefing.com/apx-agm-2025/>

Please note, you will not be able to vote, submit questions or make comments on the webinar.

If you would like to receive a printed copy of this Notice or any future notices, please contact the Share Registry on +61 1300 554 474.



This is an interactive PDF. The best way to view this document is with Adobe Acrobat. Click on the links on the contents page or use the  home button in the header to navigate this document.



Chair's message

11 April 2025

Dear Shareholder,

It is my pleasure to invite you to attend the Annual General Meeting (**AGM**) of Appen Limited (**Appen**). The AGM will be held on Friday, 16 May 2025, commencing at 10.00am (AEST) at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000. You will also have the opportunity to view the AGM via the webinar at <https://webcast.openbriefing.com/apx-agm-2025/>. Please note that you will not be able to vote, ask questions or make comments on the webinar. After the AGM, a recording of the Meeting will be placed on our website at www.appen.com/investors/agm.

Participating in the AGM

The Notice of Meeting for the AGM outlines the items of business that we will put to Shareholders for consideration. This year there are six items of business. Shareholders are encouraged to read the Notice of Meeting (including the Explanatory Memorandum) and the Voting/Proxy Form and consider how to vote on each resolution related to the items of business of the AGM. Background information on each item is contained in the Explanatory Memorandum. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Appen recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online or appoint a proxy to participate on your behalf no later than 10.00 (AEST) on Wednesday, 14 May 2025.

Shareholders will have the opportunity to submit questions or make comments to the Company or auditor prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Meeting.

I encourage you to read our 2024 Annual Report, which provides a detailed overview of Appen's performance last year. A copy of the report is available on our website at www.appen.com/investors/annual-reports.

Welcome to the AGM

Thank you for your continued support of Appen and commitment to our Company. The AGM is an important Shareholder event. I look forward to welcoming you to the AGM and to this opportunity to engage with Shareholders to hear your views. My address and that of the CEO will be lodged with the ASX and made available on Appen's website on the day, prior to the commencement of the meeting.

Yours sincerely,

Richard Freudenstein
Chair

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Appen Limited (**Appen** or the **Company**) will be held at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000 on Friday, 16 May 2025 at 10.00am (AEST) (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Voting/Proxy Form comprise part of this Notice.

Items of business

Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 December 2024.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2024 at www.appen.com/investors/annual-reports.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 31 December 2024."

Notes:

- (i) In accordance with section 250R of the *Corporations Act 2001* (Cth), the vote on this resolution will be advisory only and will not bind the directors or the Company.
 - (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).
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Item 3: Re-election of director - Mr Richard Freudenstein

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

"That Mr Richard Freudenstein, being a director who is retiring in accordance with clause 68 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 4: Re-election of director - Mr Stuart Davis

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

"That Mr Stuart Davis, being a director who is retiring in accordance with clause 68 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."



Notice of Annual General Meeting

Item 5: Grant of long term incentive performance rights to Mr Ryan Kolln, Chief Executive Officer and Managing Director (CEO and Managing Director)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 1,026,000 Performance Rights to Mr Ryan Kolln, the Chief Executive Officer and Managing Director of the Company, and the subsequent allocation of Shares on the vesting of such Performance Rights, in respect of the FY25 Long Term Incentive made in accordance with the terms of the Appen Long Term Incentive Plan - Terms and Conditions, and as set out in the Explanatory Memorandum to this Notice of Meeting.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 6: Renewal of proportional takeover provision

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

“That the proportional takeover provision in clause 36 of the Company’s Constitution be renewed for a period of three years commencing from the date of the Meeting.”

Voting Procedures

All resolutions will be by poll

In accordance with clause 62.3 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Wednesday, 14 May 2025 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote - before the AGM

Direct vote - using the Voting/Proxy Form

In accordance with clause 64.1 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 10.00am (AEST) on Wednesday, 14 May 2025** by returning the hard copy Voting/Proxy Form or by voting online (further details below).

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The Appen Direct Voting Regulations governing direct voting are available on the Appen website at **www.appen.com** (under Investors). By submitting a direct vote, you agree to be bound by the Appen Direct Voting Regulations.

Appointment of proxy

A Shareholder who is entitled to vote at the Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2 and 5 (see the Explanatory Memorandum below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.



Voting Procedures

Submitting your Voting/Proxy Form

To be valid, a Voting/Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting/Proxy Form not received in this manner.

To be effective, Voting/Proxy Forms must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than** 10.00am (AEST) on Wednesday, 14 May 2025 (**Proxy Deadline**). After this time, you will still be able to vote by attending the Meeting.

Voting/Proxy Forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry Investor Centre at au.investorcentre.mpms.mufg.com/Voting/APX. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting/Proxy Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** MUFG Corporate Markets (AU) Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW.

Voting/Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Appen's share registry or online at <https://au.investorcentre.mpms.mufg.com>.

Voting Procedures

How to vote - during the AGM

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person are able to vote and ask questions or make comments, at the Meeting.

Proxy voting by the Chair

For Item 2 (Remuneration Report) and Item 5 (Grant of long term incentive performance rights to Mr Ryan Kolln, Chief Executive Officer and Managing Director (**CEO and Managing Director**)) where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2 and 5 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2 and 5 are connected with the remuneration of Key Management Personnel (**Key Management Personnel** or **KMP**).

The Chair intends to vote all undirected proxies in favour of resolutions in Items 2 to 6 in the Notice of Meeting.

Submitting questions or comments

Before the AGM

Shareholders can submit questions or make comments in advance of the AGM via the share registry website at au.investorcentre.mpms.mufg.com/Voting/APX.

Please submit any questions or comments by 5.00pm (AEST) Friday, 9 May 2025.

Questions and comments will be collated and, during the AGM, the Chair and/or CEO will seek to address as many of the frequently raised topics as possible. Please note that individual responses will not be sent to Shareholders.

During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the Meeting in person will be able to ask questions or make comments during the Meeting.

BY ORDER OF THE BOARD



Carl Middlehurst
Company Secretary

11 April 2025



Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 10.00am (AEST) on Friday, 16 May 2025.

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

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of the resolutions in Items 2 to 6. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 to 6.

The resolutions in Items 3, 4, and 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 6 is a special resolution. The resolution in Item 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Item 1: Financial statements and reports

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**) the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting. The Financial Report contains the financial statements of Appen Limited and its subsidiaries.

There is no requirement for a formal resolution on this item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company, and to ask questions about, or make comments on, the Remuneration Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2024, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

Item 2: Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report, which forms part of the Directors Report on pages 55-71 of the Company's Annual Report for the year ended 31 December 2024 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for KMP, including the directors and executives of the Company. The 2024 Annual Report is available at: **www.appen.com/investors/annual-reports**.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory and non-binding. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies. During discussion of the items of business, there will be an opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report.

Board recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 2.

Explanatory Memorandum

Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting/Proxy Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Items 3 and 4: Re-election of directors

Clause 68.1 of the Constitution and ASX Listing Rule 14.4 states that a director must not hold office without re-election past the third AGM following the Director's appointment or last election date or for more than three years, whichever is longer. Mr Richard Freudenstein and Mr Stuart Davis are both retiring under this clause of the Constitution as they will have been in office for three years shortly after this Meeting and offer themselves for re-election at this Meeting.

Item 3: Re-election of director - Mr Richard Freudenstein

The Board appointed Richard Freudenstein as an independent non-executive Director on 12 August 2021. He was elected Chair of the Board on the retirement of Mr Chris Vonwiller on 28 October 2021. He was last appointed by Shareholders at the annual general meeting held on 27 May 2022.

Richard is a director of Coles Group Limited, REA Group Ltd and Cricket Australia. Previously, he was Chair of REA Group Ltd and a director of Ten Network Holdings Ltd, Foxtel and Astro Malaysia Holdings Berhad.

He is currently Deputy Chancellor and Fellow of the Senate at the University of Sydney.

He was previously a media executive with extensive experience in Australian and international markets. He has held the roles of Chief Executive Officer at Foxtel, News Digital Media and The Australian, and was Chief Operating Officer at British Sky Broadcasting.

Richard has a Bachelor of Laws (Hons) and a Bachelor of Economics from the University of Sydney.

His presence on the Board brings extensive media and governance expertise and deepens and extends the Board's ASX-listed experience. Richard is also a member of the People and Culture Committee.

Having regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board (with Mr Freudenstein abstaining) considers Mr Freudenstein to be an independent director.

Board recommendation

The Board (with Mr Freudenstein abstaining) supports the re-election of Mr Freudenstein and recommends that Shareholders vote **FOR** Mr Freudenstein's re-election as a Director of the Company.



Explanatory Memorandum

Item 4: Re-election of director - Mr Stuart Davis

Mr Davis was appointed as an independent non-executive Director on 29 March 2022 and was last re-elected by Shareholders at the annual general meeting held on 27 May 2022.

Mr Davis is a professional Company Director, who is currently a Non-Executive Director and Chair of the Remuneration Committee of NEXTDC Limited and Non-Executive Director and Chair of the Risk Committee of PayPal Australia Ltd.

He is a seasoned senior banking executive with over 30 years banking experience with HSBC in a number of locations around the world. Recent roles include Non-Executive Director and Chair of the Risk Committee of Bank of South Pacific Limited (2017-2025); CEO HSBC India (2009-2012) and member of the Asset and Liability Committee (ALCO) and Executive Committee (EXCO) for Asia Pacific; CEO HSBC Australia (2002-2009) and member of Australia Bankers Association Management Committee from 2002 and Deputy Chair 2006-2009; CEO HSBC Taiwan (1999-2002) and Chair of the British Taiwan Chamber of Commerce.

Stuart has key capabilities in acquiring, restructuring and growing businesses, which has been achieved in a variety of socioeconomic, regulatory and cultural contexts. He also has experience in leading and integrating businesses and people in both developed and emerging markets. He is an experienced non-executive Director of both listed and non-listed companies.

Stuart is a member of the Audit and Risk Management Committee.

Having regard to the ASX Principles, the Board (with Mr Davis abstaining) considers Mr Davis to be an independent director.

Board recommendation

The Board (with Mr Davis abstaining) supports the re-election of Mr Davis and recommends that Shareholders vote **FOR** Mr Davis' re-election as a Director of the Company.

Item 5: Grant of long term incentive performance rights to Mr Ryan Kolln, CEO and Managing Director

ASX Listing Rule 10.14 provides that the Company must not permit any directors to acquire securities under an employee incentive scheme without the approval of Shareholders.

Accordingly, Item 5 seeks the approval of Shareholders pursuant to ASX Listing Rule 10.14 to grant Performance Rights to Mr Kolln, Chief Executive Officer and Managing Director (**CEO and Managing Director**) of the Company, in respect of the long term incentive (LTI) component of his remuneration for the year ended 31 December 2025 (**FY25 LTI**) in accordance with the terms and conditions of the Appen Long Term Incentive Plan (**Incentive Plan**), and to allocate Shares on the vesting of the Performance Rights.

Shareholder approval - ASX Listing Rules

ASX Listing Rule 10.14 requires Shareholder approval for the issue of securities to a director under an employee incentive scheme. The Company wishes to have the flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market. Accordingly, approval from Shareholders is being sought to grant Performance Rights to Mr Kolln under the Incentive Plan in respect of the FY25 LTI on the terms and conditions set out in this Item 5. Approval of this resolution will also result in the Performance Rights granted to Mr Kolln being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to Mr Kolln, and any Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

If Shareholder approval is not obtained

If Shareholders do not approve the proposed grant of Performance Rights to Mr Kolln in respect of the FY25 LTI, the Board will consider whether to make the grant on different terms, including potentially a cash payment, or acquire Shares on-market to satisfy the Performance Rights.

Explanatory Memorandum

Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the Performance Rights to be granted to Mr Kolln, CEO and Managing Director, under the FY25 LTI.

i. Mr Kolln's current remuneration

For 2025, Mr Kolln's proposed remuneration quantum comprises the following:

- Fixed remuneration of US\$600,000 (per annum), inclusive of salary sacrifice arrangements.
- At-target short term incentive (**STI**) of US\$600,000 (per annum) with a maximum opportunity of 150% of fixed remuneration. The STI will be delivered 75% in cash and 25% in deferred equity, which vests over 12 months subject to continued service.
- An LTI grant of 1,026,000 Performance Rights valued at US\$1,500,000, subject to approval by Shareholders at this Meeting (this Item 5).

ii. Number of Performance Rights previously issued to Mr Kolln under the Incentive Plan

Mr Kolln has previously been awarded 7,713,944 Performance Rights under the Incentive Plan for nil consideration.

iii. Material Terms of the Incentive Plan

In determining the terms of the FY25 LTI to be granted to the CEO and Managing Director, the Board's objectives were to ensure that the level and composition of Mr Kolln's remuneration is designed to incentivise and challenge Mr Kolln's to deliver long-term sustainable growth in earnings and shareholder value.

The Board selected Performance Rights as the type of security to be awarded to Mr Kolln to create alignment with shareholders via the adoption of performance-based vesting criteria.

An overview of the key terms of the proposed grant of Performance Rights to Mr Kolln in respect of the FY25 LTI is set out below. The Performance Rights are granted under the terms and conditions of the Incentive Plan, a copy of which can be found on the Company website www.appen.com (under Investors).

Term	Details
Number of Performance Rights	<p>Subject to Shareholder approval, Mr Kolln will be granted 1,026,000 Performance Rights under the Incentive Plan for nil consideration.</p> <p>The number of Performance Rights to be granted has been calculated by dividing the offer value of US\$1,500,000 (converted to Australian dollars at the prevailing USD:AUD exchange rate) by A\$2.31, being the December 2024 month volume-weighted average price (VWAP) of a Share.</p>
Date of grant	<p>If Shareholder approval is obtained, the Performance Rights will be granted to Mr Kolln as soon as practicable after the AGM, but in any event, within 12 months of the AGM.</p>
Performance Rights	<p>Each Performance Right is an entitlement to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the applicable performance and service-related conditions.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>



Explanatory Memorandum

Term	Details																				
Performance measures and weightings	<p>Vesting of Performance Rights is subject to the following performance conditions:</p> <ul style="list-style-type: none"> • Tranche 1 (50%): 513,000 Performance Rights - Absolute Total Shareholder Return (TSR) • Tranche 2 (50%): 513,000 Performance Rights - Revenue Growth <p>In addition, vesting is subject to Mr Kolln's continued employment with the Company.</p> <p>Absolute TSR</p> <p>TSR measures the growth in the price of shares (modified to account for capital adjustments where appropriate) together with the value of the dividends of the performance period, assuming that all those dividends are re-invested into new shares.</p> <p>For the purpose of calculating TSR, the starting share price will be A\$1.92 (equivalent to the capital raising conducted in October/November 2024).</p> <p>Vesting (if any) of Performance Rights will be determined with reference to the Company's TSR performance over the performance period as follows:</p> <table border="1"> <thead> <tr> <th>Absolute TSR over the performance period</th> <th>% of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>TSR is below 95%</td> <td>0%</td> </tr> <tr> <td>TSR is 95%</td> <td>50%</td> </tr> <tr> <td>TSR is between 190% and 120%</td> <td>Pro-rata straight line vesting between 50% and 100%</td> </tr> <tr> <td>TSR is greater than or equal to 120%</td> <td>100%</td> </tr> </tbody> </table> <p>The Board retains discretion to alter the Absolute TSR Condition in exceptional circumstances, including matters outside of management's influence, to ensure there is no material advantage or disadvantage that would materially affect achievement of the Absolute TSR Condition.</p> <p>Revenue Growth</p> <p>Vesting (if any) of Performance Rights will be determined with reference to the Company's compound annual growth rate (CAGR) for revenue over the performance period as follows:</p> <table border="1"> <thead> <tr> <th>Revenue CAGR</th> <th>% of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Revenue CAGR is below 19%</td> <td>0%</td> </tr> <tr> <td>Revenue CAGR is 19%</td> <td>50%</td> </tr> <tr> <td>Revenue CAGR is between 19% and 26%</td> <td>Pro-rata straight line vesting between 50% and 100%</td> </tr> <tr> <td>Revenue CAGR is greater than or equal to 26%</td> <td>100%</td> </tr> </tbody> </table>	Absolute TSR over the performance period	% of Performance Rights that vest	TSR is below 95%	0%	TSR is 95%	50%	TSR is between 190% and 120%	Pro-rata straight line vesting between 50% and 100%	TSR is greater than or equal to 120%	100%	Revenue CAGR	% of Performance Rights that vest	Revenue CAGR is below 19%	0%	Revenue CAGR is 19%	50%	Revenue CAGR is between 19% and 26%	Pro-rata straight line vesting between 50% and 100%	Revenue CAGR is greater than or equal to 26%	100%
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Revenue CAGR is greater than or equal to 26%	100%																				
Performance Period	<p>The Absolute TSR and Revenue Growth conditions will be tested over a three-year performance period from 1 January 2025 to 31 December 2027.</p> <p>As the Company's full-year results are not typically announced to the market until February each year following the results announcement, the final number of Performance Rights that vest will not be determined until after this time. Any Performance Rights that do not vest following testing will lapse.</p>																				
Allocation of Shares upon vesting	<p>Following determination of the extent to which the performance conditions have been satisfied, the relevant number of Performance Rights will vest and be automatically exercised. One Share will be allocated for each vested Performance Right that is exercised.</p> <p>The Company's obligation to allocate Shares on vesting and exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>																				

Explanatory Memorandum

Term	Details
Price payable for securities	No amount is payable in respect of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.
Cessation of employment	<p>Where Mr Kolln ceases to be employed by the Company due to termination for cause, mutual separation or resignation, unless the Board determines otherwise, unvested Performance Rights will automatically lapse.</p> <p>Where employment ceases for any other reason (including termination without just cause, ill health or disability), unless the Board determines otherwise, a pro-rated number of unvested Performance Rights (based on the proportion of Performance Period elapsed at the time of cessation) will remain on-foot to be tested against the Absolute TSR and Revenue Growth conditions at the end of the Performance Period, and any service-related condition will be deemed to have been satisfied.</p>
Malus/Clawback	<p>The Incentive Plan provides the Board with the ability to apply malus/clawback and declare that all, or some, of Mr Kolln unvested Performance Rights lapse and Shares allocated on exercise of vested Performance Rights held under the Incentive Plan are forfeited.</p> <p>The Board may apply malus/clawback where the Board is of the opinion that Mr Kolln has acted fraudulently or dishonestly or is in breach of his obligations to the Company.</p>

iv. Terms of any loan made to Mr Kolln in relation to the acquisition of the Performance Rights

There is no loan provided in relation to the acquisition of Performance Rights under the Incentive Plan by Mr Kolln.

v. Disclosure

Details of any securities issued under the Incentive Plan will be published in Appen's annual report 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.

vi. Persons who are entitled to participate in the Incentive Plan

The eligible participants under the Incentive Plan are employees of the Company or others who are determined by the Board to be eligible participants for the purposes of the Incentive Plan.

Mr Kolln is the only person referred to in ASX Listing Rule 10.14 who is currently entitled to participate in the Incentive Plan.

In any case, any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after the Resolution in Item 5 is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.



Explanatory Memorandum

Voting exclusion

The Company will disregard any votes cast in favour of the Resolution in Item 5 by Mr Kolln and any associate of Mr Kolln

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 5 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 5 in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Item 5; and
 - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 5 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 5.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 5 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

Board recommendation

The Board (with Mr Kolln abstaining) recommends that Shareholders vote **FOR** the Resolution in Item 5.

Item 6: Renewal of proportional takeover provision

Clause 36 of the Company's Constitution contains proportional takeover approval provisions that prohibit Appen from registering a transfer of Shares under a proportional takeover bid unless the bid is approved by resolution passed by Shareholders in a general meeting.

Under the Corporations Act, the proportional takeover approval provisions in a company's constitution must be renewed every three years or they will cease to have effect.

As the proportional takeover provisions in the Constitution have lapsed, the Company is seeking Shareholder approval, by special resolution, to refresh such provisions in accordance with the Corporations Act.

If Item 6 is approved by Shareholders, the proportional takeover provisions will be renewed and have effect on the terms set out in the Constitution until 16 May 2028.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or refresh of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all Shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, Shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all Shareholders. This provision allows Shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

Explanatory Memorandum

The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in clause 36 of the amended Constitution is that if a proportional takeover bid is made for the Company, Appen must refuse to register a transfer of Shares giving effect to any acceptance of any such bid unless the takeover bid is approved by Shareholders in general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period or such later date as approved by ASIC, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids and, if refreshed, will only apply until 16 May 2028, unless again renewed by Shareholders by passing a special resolution.

Reasons for proposing the resolution

Without the proportional takeover approval provisions, a proportional takeover bid may result in control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in control of Appen passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in the Company.

The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

No knowledge of any acquisition proposals

At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

The Corporations Act requires Shareholders to be given a statement which examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or refreshed. A statement of advantages and disadvantages is set out below.

Potential advantages and disadvantages

The refresh of the proportional takeover provisions will allow Directors to formally ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed refresh of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the refresh of the proportional takeover provisions for Shareholders are:

- (a) they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- (b) they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- (c) they may assist Shareholders in not being locked in as a minority interest;
- (d) they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (e) knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.



Explanatory Memorandum

However, the Directors note that refreshing the proportional takeover provisions may have the following disadvantages for Shareholders:

- (a) discourage the making of proportional takeover bids in respect of the Company and may reduce any speculative element in the market price of Shares arising from the possibility of a takeover bid being made;
- (b) depress the Share price or deny Shareholders an opportunity of selling some of their Shares at a premium;
- (c) reduce the likelihood of a proportional takeover bid being successful; and
- (d) be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Shares.

However, the Directors do not perceive these or any other possible disadvantages as a justification for not refreshing the proportional takeover provisions so that they apply for the next 3 years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

Board recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 6.

Glossary of key terms

\$	means US Dollars.
AEST	means Australian Eastern Standard Time as observed in Sydney, Australia.
Annual General Meeting or Meeting	means the meeting convened by the Notice.
ASX	means ASX Limited ACN 008 624 691.
ASX Listing Rules	means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.
ASX Principles	means the ASX Corporate Governance Principles and Recommendations (4th edition).
Board	means the current board of directors of the Company.
Closely Related Party	has the meaning as defined in section 9 of the Corporations Act.
Company	means Appen Limited (ACN 138 878 298) (ASX: APX).
Constitution	means the Company's Constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of the Company.
Entitlement Time	means 7.00pm (AEST) Wednesday, 14 May 2025.
Explanatory Memorandum	means the Explanatory Memorandum accompanying the Notice.
Incentive Plan	means Appen Long Term Incentive Plan.
Items	means the resolutions set out in the Notice, or any one of them, as the context requires.
Key Management Personnel	has the meaning as defined in section 9 of the Corporations Act.
Notice or Notice of Meeting	means this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Voting/Proxy Form.
Performance Rights	means the right to acquire a Share.
Proxy Deadline	means 10.00am (AEST) Wednesday, 14 May 2025.
Related Body Corporate	has the meaning set out in section 50 of the Corporations Act.
Remuneration Report	means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2024.
Resolutions	means the resolutions set out in the Notice, or any one of them, as the context requires.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means MUFG Corporate Markets (AU) Limited.
Shareholder	means a holder of a Share.
Voting/Proxy Form	means the voting/proxy form accompanying the Notice.



Corporate directory

Registered office

Level 6, 9 Help Street
Chatswood NSW 2067

+61 2 9468 6300

www.appen.com

Shareholder enquiries

MUFG Corporate Markets
Locked Bag A14
Sydney South NSW 1235

+61 1300 554 474

support@cm.mpms.mufg.com

au.investorcentre.mpms.mufg.com

Investor relations

+61 2 9468 6300

investorrelations@appen.com

www.appen.com/investors

2024 Annual Report

<https://appen.com/annual-reports/>

Appen


LODGE YOUR VOTE

 **ONLINE**
<https://au.investorcentre.mpms.mufg.com>

 **BY MAIL**
 Appen Limited
 C/- MUFG Corporate Markets (AU) Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 MUFG Corporate Markets (AU) Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999


VOTING/PROXY FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Friday, 16 May 2025**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

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 and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Friday, 16 May 2025 at the Correa Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Exercise of proxies by the Chair of the Meeting for Items 2 and 5. If the Chair of the Meeting is your proxy (or becomes your proxy by default), by submitting this form you expressly authorise the Chair of the Meeting to vote on Items 2 and 5, even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting intends to vote undirected proxies in favour of all items of business.

VOTING DIRECTIONS

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

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

Items

2 Remuneration Report

For Against Abstain*

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

6 Renewal of proportional takeover provision

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of director – Mr Richard Freudenstein


<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-election of director – Mr Stuart Davis

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Grant of long term incentive performance rights to Mr Ryan Kolln, Chief Executive Officer and Managing Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

APX PRX2501G



HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registry consent, identify on the Voting/Proxy Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

If you wish to appoint a Director (other than the Chair) or other member of the Company's KMP, or their closely related parties, as your proxy, you must specify how they should vote on Items 2 and 5 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for these Items. If the Chair is or becomes your proxy but you do not direct him how to vote on an item (you do not complete any of the boxes 'For', 'Against' or 'Abstain' for that item), you will be expressly authorising the Chair to vote as they see fit on that item.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Wednesday, 14 May 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufg.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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BY FAX

+61 2 9287 0309



BY HAND

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Parramatta Square
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10 Darcy Street
Parramatta NSW 2150

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

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**