



INTELLIGENT
MONITORING GROUP

Intelligent Monitoring Group Limited
ACN 060 774 227

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2025 Annual General Meeting of shareholders of Intelligent Monitoring Group Limited (ACN 060 774 227) will be held at:

Date: Monday, 10th November 2025
Time: 2:00pm (AEDT)
Venue: The offices of ADT Security, Level 1 Unit 38,
38-46 South Street, Rydalmere NSW 2116

Dear Shareholder

On behalf of the Directors of Intelligent Monitoring Group Limited (**IMG**), I am pleased to invite you to attend the 2025 Annual General Meeting (**AGM**) of IMG.

IMG's 2025 AGM will be held on Monday 10 November 2025 commencing at 2.00pm (AEDT) at the offices of IMG subsidiary, ADT Security, Level 1 Unit 38, 38-46 South Street, Rydalmere NSW 2116.

The Notice of AGM and Explanatory Memorandum (including details of all resolutions being put to the AGM) and important voting information can be found at: <https://intelligentmonitoringgroup.com/investors/#asx-announcements>

The Directors have determined that all resolutions to be put to shareholders will be decided by a poll, rather than by a show of hands. Results will be made available as soon as practicable after the meeting.

Yours sincerely

Peter Kennan
Chairman
10 October 2025

IMG - ASX 26161



signature
SECURITY GROUP



Intelligent
Monitoring
Solutions



INTELLIGENT
MONITORING GROUP

ABN 36 060 774 227



011 / 000098

SHAREHOLDER NAME
SHAREHOLDER ADDRESS
SYDNEY NSW 2000

LODGE YOUR VOTE



ONLINE

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



BY MAIL

Intelligent Monitoring Group 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



X000999999999

PROXY FORM

I/We being a member(s) of Intelligent Monitoring Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 **2:00pm (AEDT) on Monday, 10 November 2025 at ADT Security, Level 1 Unit 38, 38-46 South Street, Rydalmere, NSW 2116 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1, 4 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 ☒

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of 7.1A Mandate

For Against Abstain*

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

2 Re-election of Director -
Robert Hilton

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Approval of IMG Employee
Incentive Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director –
Alexander Jason Elks

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

4 Approval to increase the aggregate
of Non-Executive fees

<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 on a poll and your votes will not be counted in computing the required majority on a poll.

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).

IMB PRX2501C

HOW TO COMPLETE THIS SHAREHOLDER 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.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions 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.

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 Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) 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 virtually 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 PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Saturday, 8 November 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.

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



ONLINE

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

Login to the Link website using the holding details as shown on the 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 MAIL

Intelligent Monitoring Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

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

*during business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**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.**

INTELLIGENT MONITORING GROUP LIMITED
ACN 060 774 227
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00 pm (AEDT)
DATE: Monday 10th November 2025
PLACE: ADT Security
Level 1 Unit 38
38-46 South Street
Rydalmere NSW 2116

The business of the Meeting affects your shareholding and your vote is important.

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

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 at 7:00 pm (AEDT) on 8 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT HILTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Robert Hilton, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER JASON ELKS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes Alexander Jason Elks, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – APPROVAL TO INCREASE THE AGGREGATE OF NON-EXECUTIVE FEES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“Pursuant to ASX Listing Rule 10.17, clause 14.8 of the Company’s constitution and for all other purposes, the maximum aggregate amount payable to Non-Executive Directors of the Company, acting in the capacity as Non-Executive Directors, be increased by \$100,000, from \$500,000 per annum to \$600,000 per annum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by a Director and any of their associates.

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

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

In addition, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 4; or

- (b) the person is the Chairman and the appointment of the Chairman as proxy:
- (iii) does not specify the way the proxy is to vote on this Resolution; and
- (iv) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement, until the earlier of:

- (i) *the date that is 12 months from the date of this Meeting;*
- (ii) *the time and date of the Company's next annual general meeting; and*
- (iii) *the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 or 11.2."*

Voting Exclusion Statement

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

- (a) if at the time the approval is sought, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of those persons.

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

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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – APPROVAL OF IMG EMPLOYEE INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the future issue of Shares, Options and Performance Rights under the IMG Employee Incentive Plan during the three years following the date of the Meeting, as detailed in the Explanatory Statement."

Voting Exclusion Statement – ASX Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the IMG Employee Incentive Plan, or an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 6 by:

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

Voting Exclusion Statement – Corporations Act

A vote on this Resolution 6 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 6; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and

- (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from the Company's share register will need to verify your identity. You can register from 1.30 pm (AEDT) on the day of the meeting.

If a Shareholder is present at any general meeting and any one or more proxy, attorney or representative for such a Shareholder is also present, or if more than one proxy, attorney or representative for a Member is present at any general meeting then no such proxy, attorney or representative is entitled to vote on a show of hands and on a poll the vote of each one is of no effect unless each such person is appointed to represent a specified proportion of the Member's voting rights, not exceeding in the aggregate 100%.

Should you have any queries in relation to the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at ngreen@theimg.com.au.

Dennison Hambling
Managing Director

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2025 together with the declaration of the Directors, the directors' report, the Remuneration Report and the auditor's report.

The representative of the auditor of the Company will be available to receive questions from Shareholders relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.theimg.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

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 company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

The Chairman of the Meeting must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Voting consequences

In accordance with the Corporations Act, the Company is required to put to Shareholders a resolution proposing the calling of another general meeting of Shareholders to consider the appointment of Directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a general meeting of Shareholders (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT HILTON

General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 14.2 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Robert Hilton, who has served as a Director since 5 July 2022 and was last re-elected on 26 October 2023, retires by rotation and seeks re-election.

Qualifications and other material directorships

Mr. Hilton was the founder of Mammoth Technology Group Pty Ltd, an Australian designer and manufacturer of internet of things (IOT) connected security products, which was acquired by the Company on 1 July 2022. He has over 34 years' experience in sales and marketing having also founded The Promotions Factory (now TPF Group). Mr Hilton has built promotional strategies and executed global award-winning campaigns for some of the biggest brands in Australia. Mr Hilton was initially appointed as an Executive Director, but transitioned to the role of Non-Executive Director as announced on 10 May 2023.

Board recommendation

The Board has reviewed Mr Hilton's performance since his appointment to the Board and considers that Mr Hilton's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Hilton abstaining) supports the re-election of Mr Hilton and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER JASON ELKS

General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 14.2 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Alexander Jason Elks, who has served as a Director since 1 December 2022 and was last re-elected on 26 October 2023, retires by rotation and seeks re-election.

Qualifications and other material directorships

Mr Elks is a skilled and seasoned executive who has been involved in significant organisations and led change and growth strategies. He has hands on experience in both the change and growth stages of a business and his hands on approach will be helpful as we look to build a high performing and significant business in IMG. Mr Elks holds a Bachelor of Laws and Masters of Management (Human Resources), and is currently Chairman of the Company's Audit Committee.

Board recommendation

The Board has reviewed Mr Elks' performance since his appointment to the Board and considers that Mr Elks' skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Elks abstaining) supports the re-election of Mr Elks and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL TO INCREASE THE AGGREGATE OF NON-EXECUTIVE DIRECTORS

5.1 General

The Listing Rules and the Company's Constitution require the maximum aggregate amount of Non-Executive Directors' fees for their services as Directors in any year be determined by Shareholders in general meeting. Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The Board has reviewed the current maximum aggregate fee limit for Non-Executive Directors which has remained unchanged at the current limit of \$500,000 p.a. since the Company's 2019 AGM.

As part of this review the Board undertook a review of Non-Executive Director remuneration with reference to companies of a similar size in Australia, as indicated by market capitalisation. No formal recommendation was received by the Board from any third party as part of this exercise. To allow for sufficient capacity to appoint up to a further two additional Non-Executive Directors, overlapping tenures as part of the Board's orderly succession planning, and for future adjustments of Non-Executive Director fees due to the increased time commitment and workload, the Board considers that an increase in the maximum aggregate fee limit is appropriate and will enable the Company to retain and attract appropriate candidates to the Board of the Company.

Resolution 4 seeks Shareholder approval, for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum aggregate fee limit for the amounts that may be paid to Non-Executive Directors by \$100,000, being an increase from \$500,000 to \$600,000. The Board does not intend to fully utilise the entire increase in maximum aggregate fee limit in the short term but will utilise the added capacity, including in order to fund further Board appointments, as and when that is appropriate in the life cycle of the Company.

If Resolution 4 is passed, the maximum aggregate amount of fees available to be paid to Non-Executive Directors of the Company will increase by \$100,000, from \$500,000 per annum to \$600,000 per annum.

If Resolution 4 is not passed, the maximum aggregate amount of fees payable to Non-Executive Directors of the Company will remain at \$500,000 per annum.

For the purposes of Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors with Shareholder approval under Listing Rule 10.11 or 10.14 during the 3 years prior to the date of this Notice:

Issue date	Director	Securities	ASX Listing Rule Approvals
5 December 2022	Robert Hilton – issued prior to Mr Hilton’s transition from Executive Director to the role of Non-Executive Director, as announced on 9 May 2023.	5,000,000 performance rights to acquire Shares, with an expiry date of 5 January 2026	Approval under ASX Listing Rule 10.11 on 28 November 2022, noting that the performance rights were later forfeited on 9 May 2023 following Mr Hilton’s transition to the role of Non-Executive Director.

5.2 Directors Recommendation

Given their interest in the matter, the Directors make no recommendation in relation to this Resolution 4.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An ‘eligible entity’ means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$300,000,000 or less based on the current Shares on issue and the closing price of Shares on the ASX on 30 September 2025.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 7.1A Mandate is subject to Shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 7.1A Mandate must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.

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 7.1A Mandate Period (refer to section titled "7.1A Mandate Period" below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A is the number of Shares on issue 12 months before the date of the issue or agreement (the **Relevant Period**):
- (i) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
 - (ii) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the Relevant Period; or
 - (B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (iv) plus the number of partly paid shares that became fully paid in the Relevant Period;

(v) plus the number of Shares issued in the Relevant Period with Shareholder approval under Listing Rules 7.1 or 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without Shareholder approval;

(vi) less the number of Shares cancelled in the Relevant Period.

Note that A has the same meaning in 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 Listing Rule 7.1A.2 in the Relevant Period that are not issued with Shareholder approval under Listing Rule 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of the Notice, the Company has on issue 375,467,621 Shares and therefore will have capacity to issue:

(a) 56,320,143 Equity Securities under Listing Rule 7.1; and

(b) 37,546,762 Equity Securities under Listing Rule 7.1A (subject to Shareholder approval being obtained for this Resolution 5).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to formula provided above). In particular, the Company currently has a buy-back program in place and if Shares are bought back and cancelled under that program, the number of Equity Securities the Company will be able to issue under Listing Rule 7.1 and Listing Rule 7.1A will reduce.

Minimum issue price

Equity Securities issued under Listing Rule 7.1A must be issued for cash consideration not less than 75% of the Volume Weighted Average Market Price of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of Equity Securities were recorded immediately before:

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

(b) if the Equity Securities are not issued within ten Trading Days of the date in (a) above, the date on which the Equity Securities are issued.

7.1A Mandate Period

Shareholder approval of the 7.1A Mandate under 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 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 Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(7.1A Mandate Period).

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

Period for which the 7.1A Mandate is valid

The Company will only issue Equity Securities under the 7.1A Mandate during the 7.1A Mandate Period.

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Minimum price

Any Equity Securities issued under the 7.1A Mandate will be issued for cash consideration not less than 75% of the Volume Weighted Average Market Price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (b) if the Equity Securities are not issued within 10 trading days of the date in (a) above, the date on which the Equity Securities are issued.

Use of funds raised under the 7.1A Mandate

The Company may seek to issue the Equity Securities under the 7.1A Mandate for the following purposes:

- (a) as cash consideration;
- (b) to provide for further growth focused operating and capital expenditure (e.g. customer conversions or systems improvements); and
- (c) general working capital purposes.

Risk of Economic and Voting Dilution

If Resolution 5 is approved by Shareholders, and the Company issues Equity Securities under the 7.1A Mandate, the voting power of existing Shareholders will be diluted as shown in the table below. There is a risk that:

- (a) 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 of the Meeting; and
- (b) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 30 September 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.31	\$0.610	\$0.92
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	375,467,621 Shares	37,546,762 Shares	\$11,639,496	\$22,903,525	\$34,543,021
50% increase	563,201,432 Shares	56,320,143 Shares	\$17,459,244	\$34,355,287	\$51,814,532
100% increase	750,935,242 Shares	75,093,524 Shares	\$23,278,992	\$45,807,050	\$69,086,042

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above has been prepared based on the following assumptions:

1. There are currently 375,467,621 Shares on issue as at the date of this Notice of Meeting;
2. The issue price set out above is the closing market price of the Shares on the ASX on 30 September 2025 being \$0.610. The price of Shares may fluctuate between the date of this Notice and the date of the Meeting.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

4. 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%.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of the issue of Equity Securities under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
7. The issue of Equity Securities under the 7.1A Mandate consists only of Shares.

Issues of Equity Securities under Listing Rule 7.1A in the previous 12 months

In the 12 months preceding the date of the Meeting, the Company did not issue any Equity Securities under Listing Rule 7.1A.2.

Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to, amongst other things, the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Disclosure Obligations

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon the issue of any Equity Securities.

Voting Exclusion Statement

A voting exclusion statement is set out in the Notice. However, as at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing securityholders to participate in the issue of Equity Securities. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL OF IMG EMPLOYEE INCENTIVE PLAN

Background

At the Company's previous annual general meeting, the Shareholders approved an employee incentive plan (**IMG Employee Incentive Plan** or **Plan**) where the maximum number of Equity Securities available to be issued under that plan without Shareholder approval was 6,750,000. Since the approval of that resolution, the Company has exhausted that maximum number of Equity Securities such that any future issues under the Plan would count towards the Company's 15% placement capacity under Listing Rule 7.1.

Accordingly, the Company is seeking a refreshed approval of the Plan to permit the issue of an increased number of Equity Securities which would not count towards the Company's 15% placement capacity under Listing Rule 7.1.

The IMG Employee Incentive Plan is on the same terms as employee incentive plan approved at the Company's last annual general meeting. The Plan is designed to further align the interests of eligible participants, including Directors, senior management and other employees of the Company, and Shareholders by providing an opportunity for eligible participants to receive an equity interest in the Company. Under the IMG Employee Incentive Plan, eligible participants may be issued Performance Rights, Options or Shares. The Plan will also help preserve the Company's cash funds by remunerating eligible participants via the issue of Performance Rights, Options or Shares, rather than through cash remuneration.

Resolution 6 seeks approval from Shareholders to adopt the IMG Employee Incentive Plan for the purposes of Listing Rule 7.2, Exception 13 for the issue of securities under the Plan in the three years following the date of the Meeting.

The Plan is intended to assist the Company to attract and retain key employees. The Directors believe the Plan to be an important part of the Company's comprehensive remuneration strategy moving forward, and that the Plan will assist with:

- (a) attracting, retaining and motivating key employees;
- (b) enhancing the focus on the Company's long-term performance and strategy; and
- (c) aligning the interests of employees with those of Shareholders by linking rewards to the creation of Shareholder value.

A summary of the IMG Employee Incentive Plan rules is set out in Schedule 1, which is on the same terms as the 2024 Plan considered by Shareholders at the Company's previous annual general meeting. A copy of the Plan rules may be obtained by contacting the Company on 1300 847 328 during business hours or by email to contact@intelligentmonitoring.com.au.

If Resolution 6 is passed, the Company will be able to issue a maximum number of 9,500,000 Equity Securities under the Plan that would not count towards the Company's 15% placement capacity under Listing Rule 7.1 for a period of three years from the date of the Meeting.

If Resolution 6 is not passed, the Company may still issue Performance Rights, Options and Shares to Directors, senior management and other employees of the Company on the terms of the Plan, however, those issues would count towards the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.1 and Listing Rule 7.2, Exception 13

Listing Rule 7.1 provides that, subject to specified exceptions, the Company must not, without the approval of Shareholders, issue or agree to issue during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of Shares on issue at the commencement of that 12 month period.

Listing Rule 7.2, Exception 13 provides an exception to the restriction in Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2, Exception 13 is that any issue of Performance Rights, Options or Shares under the IMG Employee Incentive Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1. Shareholder approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

In accordance with the disclosure requirements of Listing Rule 7.2, Exception 13, the following information is provided:

- (a) a summary of the IMG Employee Incentive Plan is provided in Schedule 1;
- (b) no securities, including Performance Rights, Options and Shares, have been issued under the Plan;
- (c) the maximum number of Equity Securities available to be issued under the IMG Employee Incentive Plan without Shareholder approval is 9,500,000 (being approximately 2.5% of the current issued capital of the Company). This is the maximum number of Equity Securities that may be issued by the Company under the Plan and it is possible that not all of these Equity Securities will be issued, or the Company may not issue any Equity Securities at all under the IMG Employee Incentive Plan; and
- (d) a voting exclusion statement is included with Resolution 6.

Directors' recommendation

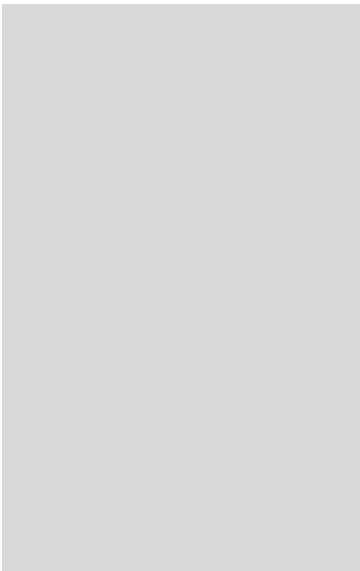
Given the potential interest of the Directors in the outcome of Resolution 6, the Directors will not be making any recommendation as to voting on Resolution 6.

SCHEDULE 1

Summary of IMG Employee Incentive Plan

Eligibility and Offers	<p>The Board may designate employees, directors, contractors of the Group, and other persons determined to be eligible by the Board as an eligible participant for the purposes of the Plan (Eligible Participant).</p> <p>The Board may offer Options, Performance Rights or Shares (Awards) on the terms the Board decides by giving the Eligible Participant a written offer to participant in the Plan (Offer), subject to the terms of the Plan and any applicable law or the Listing Rules.</p>
Limit on Offers	<p>Where the Group intends to rely on Division 1A of Part 7.12 of the Corporations Act to make an Offer which involves consideration, the Group must have reasonable grounds to believe that the number of Shares the subject of an Offer, when aggregated with the number of Shares that have been issued or may be issued under offers made by the Group that were both received in Australia and made in connection with an employee share scheme (including the Plan) in the three year period ending on the day the Offer is made, does not exceed 5% of the number of Shares on issue on the day the Offer is made.</p>
Issue price of Awards	<p>Awards will be issued under the Plan for no monetary consideration.</p>
Exercise price of Options and Performance Rights	<p>An Eligible Participant who receives an Offer and elects to participate in the Plan may be required to pay an exercise price to exercise their Options and/or Performance Rights. The exercise price will be set by the Board at the time of the Offer and notified to the Eligible Participant (Exercise Price).</p>
Rights attaching to Options and Performance Rights	<p>An Eligible Participant who receives Options or Performance Rights is not entitled to:</p> <ul style="list-style-type: none">(a) notice of, or to vote or attend at, a meeting of the Shareholders of the Company; nor(b) receive any dividends declared by the Company, by virtue of holding an Option or Performance Right.
Vesting	<p>The Board has sole discretion in determining the vesting conditions which apply in respect of each grant of Awards under the Plan.</p> <p>Once Options and Performance Rights vest, they become exercisable by the Eligible Participant prior to expiry or forfeiture.</p>
Termination of employment	<p>Where an Eligible Participant holding unvested Awards ceases to be an Eligible Participant, all unvested Awards will be forfeited, unless the Eligible Participant (i) retires or</p>

	<p>is made redundant, (ii) is no longer able to perform their duties due to poor health, injury or disability, (iii) dies, or (iv) the Board otherwise determines those Awards are not required to be forfeited.</p>
Disposal Restriction	<p>The Board may implement any procedure it deems appropriate to ensure the compliance by an Eligible Participant with a disposal restriction, including but not limited to imposing or procuring the share registry to impose an ASX holding lock (where applicable) on the Shares or using an employee share trust to hold the Shares during the relevant restriction period.</p>
Adjustment for reconstruction of issued capital of the Company	<p>If there is a reconstruction of the issued capital of the Company, the number of Shares over which an Option or Performance Right exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules.</p>
Participation in further issues	<p>An Eligible Participant cannot participate in a pro rata or bonus issue of Shares by virtue of holding Options or Performance Rights.</p>
Change of Control	<p>If a change of control event occurs, or the Board determines such an event is likely to occur, the Board may determine the manner in which Awards are dealt with, including, without limitation, in a manner that allows the Eligible Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control, or to replace the Awards with securities (or other incentive rights) issued by the acquiring entity.</p>
Restrictions on the Plan	<p>Notwithstanding the Plan rules or any terms of an Award, no Award may be offered, granted, issued or exercised, and no Shares may be issued, if to do so would contravene any applicable laws or regulations.</p>
Amending the IMG Employee Incentive Plan	<p>The Board may at any time amend any provisions of the Plan, including (without limitation) the terms and conditions upon which any Awards have been granted or issued under the Plan and determine that any amendments to the Plan rules be given retrospective effect.</p> <p>However no amendment to the terms of an Award may be made without the consent of the Eligible Participant who holds the relevant Award if the amendment would have a materially prejudicial effect upon the Eligible Participant, other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> (a) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans;

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- (b) to correct any manifest error or mistake;
 - (c) to enable the Plan or any member of the Group to comply with any applicable laws and regulations;
 - (d) 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.

As soon as reasonably practicable after making any amendment to any provision of the Plan rules, the Board will give notice of the amendment to each Eligible Participant affected by the amendment.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in section 6 of the Explanatory Statement.

7.1A Mandate Period has the meaning given in section 6 of the Explanatory Statement.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairman means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Intelligent Monitoring Group Limited (ACN 060 774 227).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its Related Bodies Corporate (as defined in the Corporations Act).

IMG Employee Incentive Plan or **Plan** means the employee incentive plan of the Group, a summary of which is set out in Schedule 1 of this Notice of Meeting.

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

Listing Rules means the listing rules of ASX.

Meeting means the annual general meeting of the Company convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an unlisted option issued by the Company under the IMG Employee Incentive Plan that is convertible into a Share.

Performance Right means an unlisted performance right issued by the Company under the IMG Employee Incentive Plan that is convertible into a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Subsidiaries or **Subsidiary** means a subsidiary within the meaning of Part 1.2 Division 6 of the Corporations Act.

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