

17 October 2025

Upcoming Annual General Meeting of Shareholders

Dear Shareholder


4DS Memory Limited ACN 145 590 110 (ASX: **4DS** or “the **Company**”), advises the 2025 Annual General Meeting will be held in person at the Conference Room, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Thursday, 20 November 2025 at 10.00 am (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://4dsmemory.com> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: 4DS).

The Company has, pursuant to clause 15.3 of the Constitution, received four unsolicited director nominations, resolutions for which are contained in the Notice. The Board strongly recommends that shareholders vote against the election of the nominated persons, Joseph Voros, Peter Allen, Darren Vincent and Ahmad Khouta. Please refer to the Notice for further details.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

<p>Online</p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ol style="list-style-type: none"> 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘View Meetings’ – ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
--	---

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at investors@4dsmemory.com.

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

4DS MEMORY LIMITED
ACN 145 590 110
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: 20 November 2025
PLACE: Conference Room, Quest Kings Park
54 Kings Park Road
WEST PERTH WA 6005

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

This Notice 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 5:00pm (WST) on 18 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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – HOWARD DIGBY

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 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Howard Digby, a Director, retires by rotation, and being eligible, is re-elected as a Director."

The Board (other than Mr Digby) strongly recommends that Shareholders VOTE IN FAVOUR of Resolution 2 for the reasons set out in the Explanatory Statement.

4. RESOLUTION 3 – 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."

5. RESOLUTION 4 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – JOSEPH VOROS

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 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Joseph Voros, having consented to act as a director of the Company, be appointed as a director of the Company."

The Board strongly recommends that Shareholders VOTE AGAINST Resolution 4 for reasons set out in the Explanatory Statement.

6. RESOLUTION 5 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – PETER ALLEN

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 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Peter Allen, having consented to act as a director of the Company, be appointed as a director of the Company.”

The Board strongly recommends that Shareholders VOTE AGAINST Resolution 5 for reasons set out in the Explanatory Statement.

7. RESOLUTION 6 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – DARREN VINCENT

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 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Darren Vincent, having consented to act as a director of the Company, be appointed as a director of the Company.”

The Board strongly recommends that Shareholders VOTE AGAINST Resolution 6 for reasons set out in the Explanatory Statement.

8. RESOLUTION 7 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – AHMAD KHOUTA

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 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Ahmad Khouta, having consented to act as a director of the Company, be appointed as a director of the Company.”

The Board strongly recommends that Shareholders VOTE AGAINST Resolution 7 for reasons set out in the Explanatory Statement.

Dated: 9 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report

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

expressly authorises the Chair 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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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 Chair, 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.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6377 8043.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which 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 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 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 www.4dsmemory.com/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to 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 chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another 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 shareholder meeting (**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.

2.3 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 – HOWARD DIGBY

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Howard Digby, having held office without re-election since 30 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Digby is set out below.

Qualifications, experience and other material directorships	Mr. Digby began his career at IBM and has spent 25 years managing technology related businesses across the Asia Pacific region, of which 12 years were spent in Hong Kong ending with The Economist Group as Regional Managing Director. Prior to this he held senior management roles at Adobe and Gartner where his clients included major semiconductor players inclusive of Samsung, Hynix and TSMC. Upon returning to Perth, Howard served as Executive Editor of WA Business News and now spends his time as a company director, advisor and investor, having played key roles in several M&A and reverse takeover transactions.
Term of office	Mr Digby has served as a Director since 1 December 2015 and was last re-elected on 30 November 2022.
Independence	If re-elected, the Board considers that Mr Digby will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Digby that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Digby since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, <u>THE DIRECTORS (OTHER THAN MR DIGBY) STRONGLY RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF THIS RESOLUTION.</u>

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Digby will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Digby will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution 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.

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 shares it had on issue at the start of that period.

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. As of the date of this Notice, the Company's market capitalisation is approximately \$20.6 million. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution 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 this Resolution 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.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (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 the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (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 paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for expanding or accelerating the Company's existing business activities including to further develop the Company's Interface Switching ReRam technology and for general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p>

REQUIRED INFORMATION		DETAILS																																											
		<p>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 8 October 2025.</p> <p>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.</p>																																											
		<table><tr><th colspan="2"></th><th colspan="4">Dilution</th></tr><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.005</th><th>\$0.010</th><th>\$0.015</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>2,060,898,718 Shares</td><td>206,089,871 Shares</td><td>\$1,030,449</td><td>\$2,060,898</td><td>\$3,091,348</td></tr><tr><td>50% increase</td><td>3,091,348,077 Shares</td><td>309,134,807 Shares</td><td>\$1,545,674</td><td>\$3,091,348</td><td>\$4,637,022</td></tr><tr><td>100% increase</td><td>4,121,797,436 Shares</td><td>412,179,743 Shares</td><td>\$2,060,898</td><td>\$4,121,797</td><td>\$6,182,696</td></tr></table>							Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.005	\$0.010	\$0.015	50% decrease	Issue Price	50% increase	Funds Raised			Current	2,060,898,718 Shares	206,089,871 Shares	\$1,030,449	\$2,060,898	\$3,091,348	50% increase	3,091,348,077 Shares	309,134,807 Shares	\$1,545,674	\$3,091,348	\$4,637,022	100% increase	4,121,797,436 Shares	412,179,743 Shares	\$2,060,898	\$4,121,797	\$6,182,696
				Dilution																																									
		Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price																																								
					\$0.005	\$0.010	\$0.015																																						
					50% decrease	Issue Price	50% increase																																						
					Funds Raised																																								
Current	2,060,898,718 Shares	206,089,871 Shares	\$1,030,449	\$2,060,898	\$3,091,348																																								
50% increase	3,091,348,077 Shares	309,134,807 Shares	\$1,545,674	\$3,091,348	\$4,637,022																																								
100% increase	4,121,797,436 Shares	412,179,743 Shares	\$2,060,898	\$4,121,797	\$6,182,696																																								
<p>*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.</p>																																													
<p>The table above uses the following assumptions:</p>																																													
<p>1. There are currently 2,060,898,718 existing Shares on issue as at the date of this Notice.</p>																																													
<p>2. The issue price set out above is the closing market price of the Shares on the ASX on 8 October 2025 (being \$0.010) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</p>																																													
<p>3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</p>																																													
<p>4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</p>																																													
<p>5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</p>																																													
<p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p>																																													
<p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p>																																													
<p>8. 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%.</p>																																													
<p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder’s holding at the date of the Meeting.</p>																																													

REQUIRED INFORMATION	DETAILS				
	<p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>				
<p>Allocation policy under 7.1A Mandate</p>	<p>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.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) 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;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>				
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2024 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 17 November 2024, the Company issued 166,666,666 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 9.19% of the total diluted number of Equity Securities on issue in the Company on 17 November 2024, which was 1,813,042,102.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="667 1877 1390 2098"> <tr> <td data-bbox="667 1877 874 2002">Date of Issue and Appendix 2A</td><td data-bbox="874 1877 1390 2002">Issue Dates and dates of Appendix 2As: 152,777,777 Shares were issued on 23 January 2025 and 13,888,889 Shares were issued on 10 February 2025.</td></tr> <tr> <td data-bbox="667 2002 874 2098">Number and Class of Equity Securities Issued</td><td data-bbox="874 2002 1390 2098">166,666,666 Shares²</td></tr> </table>	Date of Issue and Appendix 2A	Issue Dates and dates of Appendix 2As: 152,777,777 Shares were issued on 23 January 2025 and 13,888,889 Shares were issued on 10 February 2025.	Number and Class of Equity Securities Issued	166,666,666 Shares ²
Date of Issue and Appendix 2A	Issue Dates and dates of Appendix 2As: 152,777,777 Shares were issued on 23 January 2025 and 13,888,889 Shares were issued on 10 February 2025.				
Number and Class of Equity Securities Issued	166,666,666 Shares ²				

REQUIRED INFORMATION	DETAILS	
	Issue Price and discount to Market Price ¹ (if any)	\$0.036 per Share (at a premium of 5.88% to Market Price).
	Recipients	<p>Professional and sophisticated investors as part of a placement announced on 17 January 2025. The placement participants were identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
	Total Cash Consideration and Use of Funds	<p>Amount raised: \$5,999,999.98</p> <p>Amount spent: \$5,875,000</p> <p>Use of funds: working capital requirements under the design and services agreement with Infineon, ongoing investment in development with imec, general working capital and offer costs.</p> <p>Amount remaining: \$124,999.98</p> <p>Proposed use of remaining funds:⁴ ongoing working capital.</p>
	<p>Notes:</p> <p>1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities on 23 January 2025.</p> <p>2. Fully paid ordinary shares in the capital of the Company, ASX Code:4DS (terms are set out in the Constitution).</p> <p>3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</p>	
Voting statement exclusion	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

5. RESOLUTIONS 4 TO 7 – ELECTION OF DIRECTORS WHO HAVE BEEN NOMINATED BY SHAREHOLDERS

5.1 General

Pursuant to clause 15.3 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution.

Shareholder, Peter Sipos nominated Joseph Voros as a Director and Mr Voros subsequently consented to act as a Director within the time prescribed under the Constitution.

Shareholder, Fynaa Pty Ltd (ACN 655 387 956) nominated Peter Allen, Darren Vincent and Ahmad Khouta, who subsequently consent to act as Directors within the time prescribed under the Constitution.

Each director nomination was unsolicited.

Further information in respect to the nominee directors is set out below.

Qualifications, experience and other material directorships	Joseph Voros	<p>The Company has received the following biographical details of Mr Voros – the information has not been verified by the Company:</p> <p><i>Mr. Voros is a shareholder of 4DS. He holds a Master's Degree in Electrical Engineering and brings more than 40 years of experience in industrial automation and control systems.</i></p> <p><i>In addition to his extensive technical expertise, Mr. Voros is highly accomplished in client and vendor communications. He is particularly effective at conveying and clarifying complex technical matters for non-technical stakeholders and teams.</i></p> <p><i>We are confident that Mr. Voros will provide significant value through his communication skills, especially during this challenging phase of 4DS's development. His proven ability to engage shareholders, potential buyers, prospective takeover candidates, and strategic partners with clarity and professionalism will be a substantial asset to the company.</i></p>
	Peter Allen, Darren Vincent and Ahmad Khouta	The Company has not been provided with any information on these nominees.
Independence	Joseph Voros	If elected, the Board considers that Mr Voros will be an independent Director.
	Peter Allen, Darren Vincent and Ahmad Khouta	The Company has not been provided sufficient information to validate the identity of these nominees and is unable to determine their independence.
Other material information	<p>The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history.</p> <p>The Company was not able to undertake these checks prior to issuing this Notice.</p> <p>No background checks were provided for any of the nominees.</p>	

5.2 Board Recommendation

The Board has in place a rigorous and well-established process for identifying and nominating Directors in a professional, transparent and structured manner. This process ensures that all candidates are properly assessed against the Company's strategic needs and the Board Skills Matrix, which identifies the collective skills, experience and attributes required to guide the Company effectively. The Board's nomination process, supported by external advisors where appropriate, includes thorough due diligence, reference checking and assessment of each candidate's independence, experience and capacity to contribute meaningfully to the Company's governance and performance.

Each of the current nominees has declined to participate in this process and did not notify or engage with the Board prior to lodging their nominations. As a result, the Board has not been able to evaluate their suitability through the same robust procedures applied to all other candidates.

In relation to Mr Voros, the Board is not aware of any prior experience as a director of a publicly listed company. After assessing the information contained in his nomination against the Company's Board Skills Matrix, the Board considers that Mr Voros does not demonstrate the depth of skills and experience necessary for effective contribution as a non-executive director of the Company.

With respect to Mr Allen, Mr Vincent and Mr Khouta, all of their nominations were received in the same communication from a Melbourne based lawyer. On this basis, the Board questions the independence of the three of them as a group. Given that the Board has received no material information from them beyond their nominations, the Board is unclear as to their future intentions or strategy for the Company going forward. Further, the Board is unable to identify any relevant qualifications, experience or insight into how these individuals could contribute to the Company's existing strategic objectives or governance. In the absence of such information, the Board cannot recommend their election.

The Board also notes that the unsolicited receipt of four separate Board nominations at the same time would introduce unnecessary instability and uncertainty into the Company's governance framework. Such foreseeable risks would divert management attention, delay key strategic initiatives and potentially undermine the confidence of investors, customers and other stakeholders. The Board believes that continuity, stability and the retention of experienced, qualified directors are critical to restoring shareholder value.

In summary, consistent with the Company's cost saving strategy at this very critical phase, the Board places great emphasis on"

- Relevant qualifications and experience;
- Relevant contribution; and
- Minimal disruption to the Company's negotiation process.

In that respect, the Board believes the nominations create an unnecessary cost burden and distraction whilst it is in the process of undertaking a strategic review of its technology pathway.

Should any of the nominees receive sufficient shareholder support, their appointments would remain subject to completion of the necessary probity, regulatory and procedural requirements applicable to directors of ASX-listed companies.

FOR THESE REASONS, THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE ELECTION OF JOSEPH VOROS, PETER ALLEN, DARREN VINCENT AND AHMAD KHOUTA.

5.3 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, Joseph Voros, Peter Allen, Darren Vincent and Ahmad Khouta will be elected to the Board as Directors.

If these Resolutions are not passed, Joseph Voros, Peter Allen, Darren Vincent and Ahmad Khouta will not join the Board as Directors.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

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.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means 4DS Memory Limited (ACN 145 590 110).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire 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 2025.

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.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means “A” as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.



4DS Memory Limited | ABN 43 145 590 110

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 18 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

