

Beamtree Holdings Limited (ASX: BMT)
ASX Announcement

Sydney, 20 October 2023

Annual General Meeting

Beamtree Holdings Limited (“**Beamtree**” or “**the Company**”) (ASX: BMT), advises that the Annual General Meeting (AGM) will be held at 4:00 pm AEDT on Tuesday, 21 November 2023.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders regarding arrangements for the Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
- Notice of AGM; and
- Proxy Form.

-ENDS-

Authorised for release by the Company Secretary.

For further information, please email investor@beamtree.com.au

About Beamtree

Beamtree provides cutting edge automation technology and data analytics that support health care providers improving safety, effectiveness and reduce the administrative burden on clinical staff.

- Diagnostic technology: our flagship RippleDown® products automate expert decision making in clinical and administrative processes in pathology.
- Automation of clinical record coding and data integrity: our RippleDown® and PICQ coding technologies improve data quality in health services, and are now using AI to develop new approaches to the automation of clinical record coding;
- Clinical decision support in acute and community care: our suite of Ainsoff applications leverage RippleDown® with machine learning to transform patient safety through automation of clinical and administrative process;
- Analytics and knowledge networks: we are field leaders in using data to benchmark quality and financial efficiency through national and global peer-to-peer alliances that accelerate innovation and knowledge management.

20 October 2023

Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (**AGM**) of Beamtree Holdings Limited (ASX: BMT) (**BMT or the Company**) will be held at 4:00pm (AEDT) on Tuesday, 21 November 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see the enclosed letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://beamtree.com.au/>

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: BMT)

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://beamtree.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Questions must be submitted in writing to the Company Secretary at meetings@automicgroup.com.au at least 48 hours before the AGM.

Your vote is important

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

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully



Belinda Cleminson
Company Secretary



[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumber]

Dear Shareholder,

Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Beamtree Holdings Limited shareholders receive communications. Beamtree Holdings Limited will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

Beamtree Holdings Limited encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports.

To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

Belinda Cleminson | Company Secretary
Beamtree Holdings Limited

A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

[HTTPS://INVESTOR.AUTOMIC.COM.
AU](https://investor.automic.com.au)



[DOWNLOAD THE QR READER APP ON YOUR
SMARTPHONE OR TABLET, TO SIMPLY SCAN THE
BARCODE ABOVE]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**
View holding balances, transactions and payment history

Beamtree Holdings Limited

Level 1, 16 Eveleigh Street

Redfern NSW 2016

ACN: 627 071 121

<https://beamtree.com.au/>

Beamtree

Beamtree Holdings Limited

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 21 November 2023

4:00 PM AEDT

Address

Level 5, 126 Phillip Street

Sydney NSW 2000

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.

For personal use only

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	4
Notice of Annual General Meeting – Explanatory Statement	18
Glossary	31
Annexure A – Summary of Incentive Plan	Attached
Proxy Form	Attached

Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 20 October 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://beamtree.com.au/our-company/financial-results-and-information/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 4:00 PM AEDT on Tuesday, 21 November 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Beamtree Holdings Limited ACN 627 071 121 will be held at 4:00 PM AEDT on Tuesday, 21 November 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000. **(Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00 PM AEDT on Sunday, 19 November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, 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 2023."

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons)

(collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of James Birch as Director

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

“That James Birch, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. Resolution 3 – Re-election of Michael Hill as Director

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

“That Michael Hill, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

Ratification of Prior Issue of Shares

4. Resolution 4 – Ratification of prior issue of 956,673 Fully Paid Ordinary Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 956,673 Fully Paid Ordinary Shares issued on 20 March 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

5. **Resolution 5 – Ratification of prior issue of 20,000,000 Fully Paid Ordinary Shares**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 20,000,000 Fully Paid Ordinary Shares issued on 5 June 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

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

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

Issue of Placement Shares to Directors

6. **Resolution 6** – Approval of Related Party Participation in the Placement – Stephen Borness

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the allotment and issue of 200,000 Shares to Stephen Borness (and/or his nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Stephen Borness (and/or his nominees)
- (b) a person who is to receive securities in relation to the Company; or
- (c) a person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7 – Approval of Related Party Participation in the Placement – Michael Hill**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the allotment and issue of 200,000 Shares to Michael Hill (and/or his nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Michael Hill (and/or his nominees)
- (b) a person who is to receive securities in relation to the Company; or
- (c) a person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - a. a member of the Company's Key Management Personnel; or
 - b. a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. **Resolution 8 – Approval of Related Party Participation in the Placement – Bradley Lancken**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the allotment and issue of 200,000 Shares to Bradley Lancken (and/or his nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Bradley Lancken (and/or his nominees)
- (b) a person who is to receive securities in relation to the Company; or
- (c) a person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the proxy is either:
- a member of the Company's Key Management Personnel; or
 - a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9 – Approval of Related Party Participation in the Placement – James Brich**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the allotment and issue of 120,000 Shares to James Brich (and/or his nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) James Brich (and/or his nominees)
- (b) a person who is to receive securities in relation to the Company; or
- (c) a person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

10. **Resolution 10** – Approval of Related Party Participation in the Placement – Emma Gray

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the allotment and issue of 200,000 Shares to Emma Gray (and/or her nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Emma Gray (and/or her nominees)
- (b) a person who is to receive securities in relation to the Company; or
- (c) a person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Rights to Directors

11. **Resolution 11** – Approval of Issue of Rights to Stephen Borness, a Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and Sections 200C and 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the grant of Rights equal in value to A\$30,000 to Stephen Borness (and/or his nominees), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
- (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

12. **Resolution 12** – Approval of Issue of Rights to Michael Hill, a Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and Sections 200C and 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the grant of Rights equal in value to A\$30,000 to Michael Hill (and/or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 12 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel

13. **Resolution 13** – Approval of Issue of Rights to Bradley Lancken, a Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and Sections 200C and 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the grant of Rights equal in value to A\$30,000 to Bradley Lancken (and/or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 13 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel

14. **Resolution 14** – Approval of Issue of Rights to James Birch, a Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and Sections 200C and 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the grant of Rights equal in value to A\$30,000 to James Birch (and/or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 14 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 14 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
- (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel

15. **Resolution 15** – Approval of Issue of Rights to Emma Gray, a Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and Sections 200C and 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the grant of Rights equal in value to A\$30,000 to Emma Gray (and/or her nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 15 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 15 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
- (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel

BY ORDER OF THE BOARD

Belinda Cleminson
Company Secretary

For personal use only

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4:00 PM AEDT on Tuesday, 21 November 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report, and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://beamtree.com.au/our-company/financial-results-and-information/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday, 14 November 2023.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://beamtree.com.au/our-company/financial-results-and-information/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (2024 **AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Directors

Clause 13.2 of the Company's Constitution requires that at the Company's Annual General Meeting in every year, one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to one-third (rounded upwards in case of doubt) shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each Annual General Meeting.

Resolution 2 – Re-election of James Birch as Director

James Birch was appointed a Director of the Company on 17 March 2021 and was last re-elected as a Director at the 2021 General Meeting.

Under this Resolution, James Birch has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Biography of James Birch

Mr Birch has more than 30 years' experience in implementing technological change in the healthcare industry, having previously served as Chair of the Australian Digital Health Agency, Deputy Chair of the Independent Hospital Pricing Authority, CEO of the SA Department of Health, and global healthcare leader for consulting firm EY.

Mr Birch is currently Chair of the Little Company of Mary Health Care (Calvary), the Australian Red Cross Blood Service (now known as Lifeblood), the SA Women's and Children's Health Network and Clevertar Pty Ltd.

Directors' recommendation

The Directors (excluding James Birch) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Michael Hill as Director

Michael Hill was appointed a Director of the Company on 26 June 2018 and was last re-elected as a Director at the 2021 Annual General Meeting.

Under this Resolution, Michael Hill has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Biography of Michael Hill

Formerly a Partner of Ernst & Young, Mr Hill has been involved in working with management teams and boards across a number of companies and industries for more than 20 years.

He is the MD & CIO, Founder of the Bombora Special Investment Growth Fund. Prior to Bombora he was an Investment Partner with Ironbridge, a private equity investment fund which invested \$1.5bn. Mr Hill has served as Chairman of multiple ASX-listed companies over the past eight years. Mr Hill is a member of the Institute of Chartered Accountants in Australia.

Directors' recommendation

The Directors (excluding Michael Hill) recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Equity Securities

Resolution 4 – Ratification of prior issue of 956,673 Fully Paid Ordinary Shares

Background

As announced by the Company on 20 March 2023, the Company issued 956,673 Fully Paid Ordinary Shares (the '**Shares**'), utilising the Company's existing capacity under Listing Rule 7.1.

The Shares were issued to employees as half yearly bonuses for the 2023 Financial year.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 956,673 Fully Paid Ordinary Shares, which were issued on 20 March 2023 (**Issue**

Date).

All of the 956,673 were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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.

The issue of Fully Paid Ordinary Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 956,673 Fully Paid Ordinary Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 956,673 Fully Paid Ordinary Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 956,673 Fully Paid Ordinary Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued to selected employees of the Company, none of whom are a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person where such person or entity is being issued more than 1% of the entity's current issued capital.
- (b) The Company issued 956,673 Fully Paid Ordinary Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The 956,673 Fully Paid Ordinary Shares were issued on 20 March 2023.
- (e) Each of the Fully Paid Ordinary Shares were issued at Nil cash consideration.
- (f) The purpose of the share issue was relating to employee 1H FY23 bonus.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 5 – Ratification of prior issue of 20,000,000 Fully Paid Ordinary Shares

Background

On 29 May 2023, the Company announced a capital raising through the issue of 20,000,000 Fully Paid Ordinary Shares (**Placement Shares**) to both new and existing institutional shareholders at an issue price of \$0.25 per Placement Share to raise a total of approximately \$5 million (before costs). The Placement Shares were issued on 5 June 2023 under the Company's Listing Rule 7.1A capacity.

ASX Listing Rules 7.1 and 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 20,000,000 Fully Paid Ordinary Shares which were issued on 5 June 2023 (**Placement Issue Date**).

20,000,000 Fully Paid Ordinary Shares were issued under Listing Rule 7.1A.

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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Fully Paid Ordinary Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 20,000,000 Fully Paid Ordinary Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 20,000,000 Fully Paid Ordinary Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 20,000,000 Fully Paid Ordinary Shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Placement Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to institutional shareholders, none of whom are a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person where such person or entity is being issued more than 1% of the entity's current issued capital.
- (b) The Company issued 20,000,000 Fully Paid Ordinary Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The 20,000,000 Fully Paid Ordinary Shares were issued on 5 June 2023.
- (e) Each of the Fully Paid Ordinary Shares were issued at an issue price of \$0.25 per Ordinary Share, which raised \$5million in total.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for to scale operations and accelerate revenue growth in existing and recently proved revenue generating markets.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Placement Shares to Directors

Resolutions 6 to 10 - Approval of Related Party Participation in the Placement

Background

In conjunction with the Placement, subject to receipt of Shareholder approval which is being sought under this Notice, Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray (and/or their respective nominees) have agreed to subscribe for an aggregate of 920,000 Shares at an issue price of A\$0.25 (the same price as the participants under the Placement) (**Related Party Placement Shares**) to raise approximately \$230,000 on the following bases:

- (a) Stephen Borness (and/or his nominee) will be issued 200,000 Shares to raise approximately \$50,000, subject to Shareholders approving Resolution 6;
- (b) Michael Hill (and/or his nominee) will be issued 200,000 Shares to raise approximately \$50,000, subject to Shareholders approving Resolution 7;
- (c) Bradley Lancken (and/or his nominee) will be issued 200,000 Shares to raise approximately \$50,000, subject to Shareholders approving Resolution 8;
- (d) James Birch (and/or his nominee) will be issued 120,000 Shares to raise approximately \$30,000, subject to Shareholders approving Resolution 9;
- (e) Emma Gray (and/or her nominee) will be issued 20,000 Shares to raise approximately \$50,000, subject to Shareholders approving Resolution 10;

Resolutions 6 to 10 seek Shareholder approval for the purposes of Listing Rule 10.11 to issue the Related Party Placement Shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray (and/or their respective nominees).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

The issue of the Related Party Placement Shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray falls within Listing Rule 10.11.1, as Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray are related parties of the Company, and does not fall within any of the exceptions in Listing Rule 10.12.

To this end, these Resolutions seek the required Shareholder approval to issue fully paid ordinary shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Related Party Placement Shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray (and/or their nominees) and the Company will raise less funds.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of fully paid ordinary shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit. A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray are Directors of the Company, Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray are “related party” of the Company. Therefore, the proposed issue of shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the shares to Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray (and/or nominees)
- (b) Stephen Borness, Michael Hill, Bradley Lancken, James Birch and Emma Gray are directors of the Company.
- (c) The maximum number of shares to be issued is aggregate 920,000 Shares as follows:
 - (i) Stephen Borness (and/or his nominees) will be issued 200,000 Shares, subject to Shareholders approving resolution 6;
 - (ii) Michael Hill (and/or his nominees) will be issued 200,000 Shares, subject to Shareholders approving resolution 7;
 - (iii) Bradley Lancken (and/or his nominees) will be issued 200,000 Shares, subject to Shareholders approving resolution 8;
 - (iv) James Birch (and/or his nominees) will be issued 120,000 Shares, subject to Shareholders approving resolution 9; and
 - (v) Emma Gray (and/or her nominees) will be issued 200,000 Shares, subject to Shareholders approving resolution 10.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Shares will be offered at an issue price of \$0.25 per Share.
- (f) Funds raised from the issue of the Shares will be used by the Company for scale in key growing health markets such as Saudi Arabia, and the UK and domestically.
- (g) a voting exclusion statement is included in the Notice for Resolutions 6 to 10.

The Chair intends to vote in favour of Resolutions 6 to 10.

Resolutions 11 to 15 – Approval of Issue of Rights to Directors of the Company

Background

Resolutions 11 to 15 seek Shareholder approval for the grant of the following Rights under the Incentive Plan:

- (a) Rights equal in value to \$30,000 to Stephen Borness, Director of the Company (Resolution 11).
- (b) Rights equal in value to \$30,000 to Michael Hill, Director of the Company (Resolution 12).
- (c) Rights equal in value to \$30,000 to Bradley Lancken, Director of the Company (Resolution 13).
- (d) Rights equal in value to \$30,000 to James Birch, Director of the Company (Resolution 14).
- (e) Rights equal in value to \$30,000 to Emma Gray, Director of the Company (Resolution 15).

James Birch and Emma Gray each executed a Letter of Appointment pursuant to which they agreed to provide services to the Company as a Non-Executive Director for a total annual amount of \$60,000. Bradley Lancken and Stephen Borness agreed to provide services to the Company as Non-Executive Directors for a total amount of \$70,000. Michael Hill agreed to provide services to the Company as a Non-Executive Director for a total annual amount of \$80,000. As an amendment

to their Letters of Appointment, each Non-Executive Director has instead agreed to receive an annual fee of \$30,000 (other than Michael Hill who will receive an annual fee of \$50,000 and Stephen Borness and Bradley Lancken who will both receive an annual fee of \$40,000) and, subject to Shareholder approval, Rights each year equal in value to \$30,000, provided that if Shareholders do not approve the grant of those Rights, the Non-Executive Directors would each be entitled to receive an additional \$30,000 fee payable in cash in the relevant year. The Rights the subject of Resolutions 11 to 15 relate to the period 1 July 2023 to 30 June 2024.

The proposed issue of Rights to each Non-Executive Director is in the Board's view a cost effective and efficient method to remunerate those Directors and preserve the Company's cash reserves since if the Resolutions are not approved each Non-Executive Director who is not granted Rights will instead receive a cash payment of \$30,000.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

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

As each of the persons in Resolutions 11 to 15 are Directors of the Company, the proposed issue of Rights to each of them constitutes the acquisition of securities under an employee incentive scheme (being the Incentive Plan) for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Accordingly, Resolutions 11 to 15 seek the required Shareholder approval to issue the Rights under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, then in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. If Resolutions 11 to 15 are passed, the Company will be able to proceed with the proposed issue of Rights to each of the Non-Executive Directors.

If any of Resolutions 11 to 15 are not passed, the Company will not be able to proceed with the proposed issue of Rights to the relevant Non-Executive Director in respect of whom the Resolution is not approved and each Director whose Rights are not approved will instead receive a cash payment of \$30,000.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there are reasonable grounds to believe will become a "related party" of a public company.

For each Non - Executive Director for whom the issue of Rights was considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Rights and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the grant of the Rights to each of the Non-Executive Directors which are the subject of Resolutions 11 to 15 fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and rely on this exception for the purposes of Resolutions 11 to 15 (inclusive).

Information required by ASX Listing Rule 10.15

The following information in relation to the proposed grant of the Rights to the Non-Executive Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The Rights will be issued to the following related parties:
 - (i) Stephen Borness (Resolution 11);
 - (ii) Michael Hill (Resolution 12);
 - (iii) Bradley Lancken (Resolution 13);
 - (iv) James Birch (Resolution 14);
 - (v) Emma Gray (Resolution 15).
- (b) Each of the persons in Resolutions 11 to 15 are Directors of the Company.
- (c) The maximum number of Rights to be granted to the persons in Resolutions 11 to 15 at the date of grant of the applicable Rights (**Grant Date**) will be determined in accordance with the following formulae:

$$\text{Number of Rights: } R = A / B$$

where:

- R** means the number of Rights to be granted to the relevant Non-Executive Director rounded down to the nearest whole Right
- A** means the amount of \$30,000
- B** means the average monthly VWAP over the 30 day period prior to the Grant Date.

The actual number of Rights that may be granted to each of the persons in Resolutions 11 to 15 cannot be determined at the date of this Notice of Meeting because the number of Rights to be granted is based on the average monthly VWAP over the 30 day period prior to the Grant Date. However, the Company has set a floor price of \$0.24 for this VWAP (being the average monthly VWAP for July 2023, based on the average monthly VWAP over the period). As a result, the Company cannot issue more than 625,000 Rights (in aggregate) pursuant to Resolutions 11 to 15.

For Resolutions 11 to 15 the grants, if approved by Shareholders, will be as follows:

- (i) \$30,000 in Rights will be issued to Stephen Borness (Resolution 11). Total annual remuneration of Stephen Borness is \$70,000;
- (ii) \$30,000 in Rights will be issued to Michael Hill (Resolution 12). Total annual remuneration of Michael Hill is \$80,000;
- (iii) \$30,000 in Rights will be issued to Bradley Lancken (Resolution 13). Total annual remuneration of Bradley Lancken is \$70,000;
- (iv) \$30,000 in Rights will be issued to James Birch (Resolution 14). Total annual remuneration of James Birch is \$60,000; and

- (v) \$30,000 in Rights will be issued to Emma Gray (Resolution 15). Total annual remuneration of Emma Gray is \$60,000.

Upon exercise of a Right the holder will be entitled to be issued or transferred one fully paid Share for no monetary consideration.

The following table sets out the possible dilutionary impact on existing Shareholders of the Company (based on the issued share capital of the Company as at 16 October 2023) if the grant of all of the Rights the subject of Resolutions 11 to 15 (inclusive) is approved by Shareholders and they are all subsequently exercised by, and the underlying Shares are all issued to, the holders. The figures below are indicative only as the average monthly VWAP prior to the Grant Date will not be known until the Grant Date, however, due to the floor price for the VWAP noted above, the maximum number of Rights that can be issued by the Company is 625,000 Rights (representing 625,000 Shares that are able to be issued on the exercise of all of the Rights). No securities have previously been issued to any persons under the Incentive Plan.

Illustrative Examples

	Potential number of Shares that may be issued upon the exercise of all of the Rights the subject of Resolutions 12-15 and the associated dilutionary impact based on the example average monthly VWAPs set out below			
Example average monthly VWAP.	\$0.22	\$0.24**	\$0.28	\$0.31
Stephen Borness (maximum Rights for the period \$30,000)	136,364 Rights/Shares	125,000 Rights/Shares	107,143 Rights/Shares	96,774 Rights/Shares
Dilutionary impact *	0.048%	0.044%	0.037%	0.034%
Michael Hill (maximum Rights for the period \$30,000)	136,364 Rights/Shares	125,000 Rights/Shares	107,143 Rights/Shares	96,774 Rights/Shares
Dilutionary impact *	0.048%	0.044%	0.037%	0.034%
Bradley Lancken (maximum Rights for the period \$30,000)	136,364 Rights/Shares	125,000 Rights/Shares	107,143 Rights/Shares	96,774 Rights/Shares
Dilutionary impact *	0.048%	0.044%	0.037%	0.034%
James Birch (maximum Rights for the period \$30,000)	136,364 Rights/Shares	125,000 Rights/Shares	107,143 Rights/Shares	96,774 Rights/Shares
Dilutionary impact *	0.048%	0.044%	0.037%	0.034%
Emma Gray (maximum Rights for the period \$30,000)	136,364 Rights/Shares	125,000 Rights/Shares	107,143 Rights/Shares	96,774 Rights/Shares
Dilutionary impact *	0.048%	0.044%	0.037%	0.034%

*Calculation based on the Company's issued share capital of 283,781,193 Shares as at 16 October 2023.

**This column represents the maximum number of Rights (representing the corresponding number of Shares that are able to be issued on the exercise of all of the Rights) that may be granted to each Non - Executive Director since the Company has set a floor price of \$0.24 for the average monthly VWAP over the period prior to the Grant Date (being the monthly VWAP for July 2023, based on the average monthly VWAP over the period).

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(d) In addition to the summary of the Incentive Plan set out above in this Explanatory Statement in respect of Resolution 5, the Rights to be granted to the Non - Executive Directors have the following material terms:

- (i) The Rights do not give the holder any right or interest in the Shares the subject of the Rights and they do not confer any entitlement to attend or vote at any meetings of the Company, to receive any dividends, to participate in any new issues of securities or to participate in any return of capital.
- (ii) The Rights will not be quoted on ASX. No application for the quotation of Rights will be made by the Company. The Rights are non-transferable except in limited circumstances.
- (iii) The Rights will vest in respect of each Non - Executive Director on 1 July 2024 subject to the Non - Executive Director continuing to be engaged as a Director of the Company as at that date. Once a Right vests it may, subject to it not lapsing, be exercised by the Non -Executive Director at any time on or prior to 30 June 2028.
- (iv) Upon exercise of a vested Right, the holder will be entitled to be issued or transferred one fully paid Share.
- (v) There is no exercise price payable upon the exercise of a Right.
- (vi) In the event of any reorganisation (including a consolidation, sub-division, return of capital etc) of the issued capital of the Company prior to the lapsing of the Rights, the Rights will be amended to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation (on the same basis as which the ASX Listing Rules apply to options).
- (vii) Any Shares issued on the exercise of a Right will rank equally with all other Shares on issue.
- (viii) The Company is proposing to issue Rights to each Non-Executive Director because in the Board's view the Rights represent a cost effective and efficient method to remunerate those Directors as it will allow the Company to preserve some of the Company's cash reserves since if the Resolutions are not approved each Non-Executive Director who is not granted Rights will instead receive a cash payment of \$30,000. The value attributed to each of the proposed grants of Rights to the Non - Executive Directors is \$30,000. This value is based on the formula set out above.
- (ix) Since the Incentive Plan was approved by the Shareholders in November 2022, the Company has not issued any securities under the Incentive Plan to the Directors of the Company.

(e) In accordance with ASX Listing Rule 10.15.7, the Rights will be issued to the Non-Executive Directors no later than three years from Shareholder approval (or otherwise as determined by the ASX in the exercise of their discretion).

(f) The Rights will be issued to the Non-Executive Directors for nil cash consideration.

(g) Funds will not be raised from the issue of the Rights to the Non-Executive Directors as the issues are proposed to be made to the Directors for services rendered.

(h) There will be no loan made to a Non - Executive Director in relation to the issue of the Rights.

(i) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, together with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

(j) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after each resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Approval of the Grant of Rights for the purposes of the Corporations Act - Sections 200C and 200E of the Corporations Act

Section 200C of the Corporations Act provides that a person must not give a benefit to a person who holds a managerial or executive office (or their relatives or associates) in a company in connection with the transfer of the whole or any part of the undertaking or property of the company unless there is shareholder approval under section 200E of the Corporations Act for the giving of the benefit.

As outlined in the summary of the Incentive Plan contained in Annexure A, if a change of control event occurs or may occur in the future, which involves the Company entering into an agreement or agreements to sell, in aggregate, a majority in value of the business or assets of all companies in the Group to persons that are not companies in the Group (**Business Sale Event**), the Non-Executive Directors may be entitled to have certain of their Rights (the subject of Resolutions 11-15 (inclusive)) vest earlier than would have been the case had the Business Sale Event not occurred or been proposed to occur.

Specifically, the Incentive Plan provides that if a change of control event (as defined in the Incentive Plan) occurs or may occur in the future with respect to the Company, the Board has the discretion in such circumstances to determine whether, and the extent to which, Rights granted under the Incentive Plan may lapse or vest as a result of such event.

Therefore, the Company is seeking that Shareholders approve, for the purposes of sections 200C and 200E of the Corporations Act, any benefit that may be conferred on any one or more of the Non-Executive Directors as a result of any accelerated vesting of any of the Rights (the subject of Resolutions 11-15 (inclusive)) held by any of them where a change of control event occurs or may occur that involves a Business Sale Event.

The monetary value of the benefit that may be given to a Non-Executive Director will be the monetary value of any Rights that vest as a result of the abovementioned Business Sale Event. The actual value of any such benefit that may be given to any one or more of the Non-Executive Directors cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that monetary value include:

- the date on which any Business Sale Event occurs;
- the number of Rights held by the relevant Non-Executive Director that have not been exercised by the Non-Executive Director;
- the number of Rights that will be deemed to have vested and/or are then exercised as a result of the Business Sale Event; and
- the market price of the Shares on the ASX on the date of calculation.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 24 August 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO Audit Pty Ltd dated 24 August 2023 as included in the Annual Financial Report.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Beamtree Holdings Limited ACN 627 071 121.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Beamtree Holdings Employee Incentive Plan", summary of which is provided in the Annexure A. **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 20 October 2023 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement Issue Date has the meaning given in the explanatory memorandum with respect to Resolution 5.

Placement Shares has the meaning given in the explanatory memorandum with respect to Resolution 5.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party Placement Shares has the meaning given in the explanatory memorandum with respect to Resolutions 6-10.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Right or **Performance Right** means a Performance Right that may be granted by the Company pursuant to the terms of the Incentive Plan.

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respect to the price of Shares.

Annexure A – Summary of Incentive Plan

A summary of the material terms of the Incentive Plan is as follows:

- (a) *Structure of the Plan*: the Incentive Plan provides the Company with the flexibility to offer three types of awards to Eligible Participants, namely:
- **(Shares pursuant to a pre-tax salary sacrifice arrangement)** Eligible Participants may be offered the right to salary sacrifice part of their pre-tax remuneration in each financial year and for those amounts to be used to acquire Shares at a market value consideration that is acceptable for the purposes of Division 83A of the Income Tax Assessment Act 1997 (Cth) (**Tax Act**) (**Salary Sacrifice Arrangement**). The maximum amount that may be salary sacrificed by an Eligible Participant in a financial year will be determined by the Company, but it must not exceed \$5,000. A Salary Sacrifice Arrangement may be terminated by the Eligible Participant at any time, in which case any salary sacrifice amounts that have not been used to acquire Shares will be paid to the Eligible Participant and, to the extent possible, be treated as a payment of remuneration to the Eligible Participant in relation to services rendered by the Eligible Participant to any company in the Group. The Shares acquired using a Salary Sacrifice Arrangement will either be issued or transferred to the Eligible Participant or to a trustee utilised by the Company to hold Shares on trust for Eligible Participants under the Incentive Plan.
 - **(Shares pursuant to an after-tax salary contribution arrangement)** Eligible Participants may be offered the right to contribute part of their after-tax remuneration in each financial year and for those contributions to be used to acquire Shares at a purchase price equal to 80% of their market value, being a market value that is acceptable for the purposes of Division 83A of the Tax Act (**Salary Contribution Arrangement**). The maximum amount that may be contributed by an Eligible Participant under a Salary Contribution Arrangement in a financial year will be determined by the Company, but it must not exceed \$30,000. A Salary Contribution Arrangement may be terminated by the Eligible Participant at any time, in which case any salary contribution amounts contributed by the Eligible Participant that have not been used to acquire Shares will be refunded to the Eligible Participant. The Shares acquired using a Salary Contribution Arrangement will either be issued or transferred to the Eligible Participant or to a trustee utilised by the Company to hold Shares on trust for Eligible Participants under the Incentive Plan.
 - **(Performance Rights)** The Company may grant Performance Rights to Eligible Participants, with each Performance Right entitling the holder to be issued or transferred one Share on its valid exercise.
- (b) *Eligibility*: The persons who are, at the Board's sole discretion, eligible to participate in the Incentive Plan (**Eligible Participants**) are:
- in the case of offers of Shares pursuant to a Salary Sacrifice Arrangement or a Salary Contribution Arrangement: directors of any company in the Group, full-time, part-time, and casual employees of any company in the Group, any prospective person who may become a director or employee of any company in the Group, or any other person who the Board determines in its discretion to be eligible to participate in the Incentive Plan and who is invited to participate in the Incentive Plan; and
 - in the case of offers of Performance Rights: directors of any company in the Group, full-time, part-time, and casual employees of any company in the Group, any individual who provides services to any company in the Group, any prospective person who may become a director or employee of, or provide services to, any company in the Group, or any other person who the Board determines in its discretion to be eligible to participate in the Incentive Plan and who is invited to participate in the Incentive Plan.

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- (c) *Administration*: the Incentive Plan will be administered by the Board, which may make further provisions for the operation of the Incentive Plan which are consistent with the Incentive Plan rules.
 - (d) *Invitations to participate*: The Board may in its discretion invite an Eligible Participant to participate in the Incentive Plan and acquire Shares under a Salary Sacrifice Arrangement or Salary Contribution Arrangement or be granted Performance Rights. The Board has the discretion to set the terms and conditions of each individual invitation.
 - (e) *Consideration payable*: The consideration payable by an Eligible Participant in respect of the issue or transfer of Shares under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement is set out in paragraph (a) above. No consideration will be payable for the grant of Performance Rights under the Incentive Plan.
 - (f) *Restrictions on dealing*: Unless otherwise stated in the individual invitation or as determined by the Board in its discretion, an Eligible Participant must not sell, transfer, assign, mortgage, pledge or grant a lien or other alienation or encumbrance over **(Deal)** Shares acquired under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement for the period specified in, or agreed pursuant to, the relevant invitation received by the Eligible Participant. Following expiry of this restriction period, an Eligible Participant will be free to Deal with the Shares, subject to the requirements of the Company's Securities Trading Policy. An Eligible Participant must also not Deal with a Performance Right, however, following vesting of the Performance Right and the issue or transfer of a Share (as applicable) to the Eligible Participant on its exercise, the Eligible Participant will be free to Deal with that Share, subject to the requirements of the Company's Securities Trading Policy.
 - (g) *Source of Shares*: The Board has the discretion to either issue, or procure the transfer of, Shares to Eligible Participants (or to a trustee on behalf of the Eligible Participant) under a Salary Sacrifice Arrangement or a Salary Contribution Arrangement. The Board also has the discretion to either issue or procure the transfer of Shares to an Eligible Participant on the exercise of a Performance Right.
 - (h) *Bonus issues, pro-rata issues and capital reorganisations - Performance Rights*: The Incentive Plan allows for adjustments to be made to the number of Shares which an Eligible Participant would be entitled to receive on the exercise of Performance Rights in the event of a bonus issue or pro-rata issue to holders of Shares or a reorganisation of capital, subject to the ASX Listing Rules and all applicable laws.
 - (i) *Vesting conditions - Performance Rights*: a Performance Rights granted under the Incentive Plan may be subject to time and/or performance based conditions (called vesting conditions) as determined by the Board, which must be satisfied (or waived by the Board) before the Performance Right can vest and be capable of being exercised.
 - (j) *Rights associated with Performance Rights*: Performance Rights will not carry any voting rights or right to dividends. Shares issued or transferred to Eligible Participants on exercise of a Performance Right will have the same rights and entitlements as other issued Shares on issue, including voting and dividend rights.
 - (k) *Exercise price - Performance Rights*: The exercise price payable by an Eligible Participant to exercise a vested Performance Right will be as set out in the relevant invitation and may be nil.
 - (l) *Cessation of employment or engagement - Performance Rights*:
 - o Where an Eligible Participant is a "Good Leaver" (being an Eligible Participant who is not a "Bad Leaver"), they will be entitled to keep all of their vested Performance Rights and, unless the Board otherwise determines, a proportion of their unvested Performance Rights by reference to the time that has elapsed between the date of grant of the relevant unvested Performance

Rights and when the Eligible Participant became a Good Leaver and also by reference to the performance of the Company and the Eligible Participant (as the case may be) against targets (if any) in the vesting conditions for the unvested Performance Rights at that time. All unvested Performance Rights that the Eligible Participant is not entitled to retain will lapse on their cessation of employment or engagement unless the Board determines otherwise.

- o If an Eligible Participant is a "Bad Leaver" (being where the Board determines that the Eligible Participant has ceased to be employed or engaged because they have been dismissed without notice for cause, have committed an indictable offence or an act of fraud, defalcation or serious misconduct in relation to the affairs of a company in the Group, or a gross dereliction of duty, have done (or failed to do) any act which has brought a company in the Group into disrepute, or otherwise in circumstances where the Board determines that the Eligible Participant is to be treated as a "Bad Leaver"), all of their vested and unvested Performance Rights will immediately lapse on their cessation of employment or engagement unless the Board determines otherwise.
- (m) *Other lapsing of Performance Rights:* In addition to the circumstances set out in paragraph (l), (n) and (o), the Incentive Plan provides for other situations where Performance Rights will immediately lapse. These include voluntary forfeiture by an Eligible Participant, Performance Rights not having been exercised by their last applicable exercise date, where there is a material breach of the Incentive Plan rules by an Eligible Participant or other lapsing events that may be set out in the invitation letter provided to the Eligible Participant in respect of a Performance Right. Where a Performance Rights lapses, the Performance Right can no longer be exercised and all of the Eligible Participant's rights in it automatically cease.
- (n) *Clawback of equity - Performance Rights:* The Board has the discretion to clawback Performance Rights and Shares issued on exercise of Performance Rights from an Eligible Participant in certain circumstances, including where the Eligible Participant was, in reality, not a "Good Leaver", ceases to be a "Good Leaver", could have been treated as a "Bad Leaver", or if it is later discovered that a vesting condition in respect of the Performance Rights was not, in fact, satisfied.
- (o) *Change of control - Performance Rights:* The Board has the discretion to determine whether, and the extent to which, Performance Rights granted under the Incentive Plan lapse or vest where a change of control event has occurred or may occur in the future (such as a takeover bid or similar transaction, scheme of arrangement, sale, in aggregate, of a majority in value of the business or assets of all companies in the Group, an administrator, liquidator, receiver or similar being appointed in respect of the Company or substantially all of its assets, or any other event or transaction the Board determines to be a change of control event). In these circumstances, the Board also has the discretion to bring forward the first and/or last exercise date of any vested Performance Rights.
- (p) *Trustee:* The Company may establish a trust for the sole purpose of managing employee incentive plans of the Company (including the Incentive Plan) and appoint a trustee of that trust to acquire and hold Shares on behalf of Eligible Participants under the Incentive Plan or for the transfer to future Eligible Participants (including Shares to be transferred to an Eligible Participant on the exercise of any Performance Rights).
- (q) *Taxes:* Subject to applicable law, no company in the Group is responsible for any duties, taxes or other government levies or imposts which are or may become payable by any person other than the Company in connection with the grant of securities under the Incentive Plan.
- (r) *Amendments:* Subject to the ASX Listing Rules, the Board may, in its absolute discretion, amend the Incentive Plan rules or waive or modify the application of the Incentive Plan rules, except in certain circumstances.

Your proxy voting instruction must be received by **04.00pm (AEDT) on Sunday, 19 November 2023**, 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 KMP.

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://automic.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)

