

**ASX Announcement**

25 October 2021

## 2021 AGM Notice of Meeting

Wooboard Technologies Limited (**Company** or **Wooboard**) gives notice of its upcoming Annual General Meeting of Shareholders (**Meeting**). The Meeting will be held as follows:

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Date	Thursday, 25 November 2021
Time	11:00 am (AEDT)
Venue	Online via the <a href="https://web.lumiagm.com">https://web.lumiagm.com</a>

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The attached Notice of Meeting (including explanatory statement) (**Notice**) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting.

This announcement was authorised for release by the Board of Directors.

**- ENDS -**

**For further information, please contact:**

**Company Enquiries**

Josh Quinn, Company Secretary  
Wooboard Technologies Ltd  
[josh@wooboard.com](mailto:josh@wooboard.com)

**Media Enquiries**

[info@wooboard.com](mailto:info@wooboard.com)

**About Wooboard**

WOOBARD TECHNOLOGIES (ASX:WOO) is an Australian-based software-as-a-service solutions company that is revolutionising employee peer recognition as well as how customer loyalty and employee incentives are created, rewarded and managed. Our employee experience technology platform, Wooboard, uses a gamified, social cloud-based platform to allow employees to send recognition and share updates instantly

# Notice of Meeting

**2021**

**ANNUAL GENERAL MEETING**

Thursday, 25 November 2021  
11:00 am (AEDT)

To be held online (as a virtual meeting of Shareholders)

**Wooboard Technologies Limited**  
ABN 64 600 717 539

**Wooboard Technologies Limited** (Company or **Wooboard**) gives notice that an Annual General Meeting (**AGM** or **Meeting**) of Shareholders will be held on:

**Thursday, 25 November 2021  
at 11.00 am (AEDT)**

The AGM will be held virtually via:

**Portal:** web.lumiagm.com/304510446  
**Meeting ID:** 304-510-446

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

Capitalised terms are defined in the Glossary.

### VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 pm Tuesday, 23 November 2021 (AEDT).

### PARTICIPATION AT THE AGM

Due to government restrictions and the potential health risks arising from the COVID-19 pandemic, this Meeting will be held virtually.

The online platform will allow Shareholders or their proxies to watch proceedings, vote, make comments and ask questions during the AGM in real-time, regardless of their location. To do this, Shareholders will need a computer or mobile/tablet device with internet access.

Shareholders participating in the Meeting will be able to cast direct votes between the commencement of the AGM and the closure of voting as announced by the Chairman during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from the Company's website.

### POLL VOTING

Each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole and appropriate for a meeting held virtually.

### VOTING BY PROXY

The Proxy Form has been enclosed with this Notice.

**For your vote to be effective it must be recorded before 11:00 am AEDT on Tuesday, 23 November 2021.**

A Shareholder entitled to vote at an AGM is entitled to appoint a proxy to participate virtually and vote on the Shareholder's behalf. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each

proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy has the same rights as a Shareholder to speak at the Meeting and to vote (but only to the extent permitted by law). Shareholders who have appointed a proxy may still participate in the Meeting. The proxy is not revoked by the Shareholder participating and taking part in the meeting, unless the Shareholder actually votes at the meeting on a resolution for which the proxy is proposed to be used.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is by proxy, by representative or by attorney.





A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the meeting.

If such evidence is not received at least 48 hours prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Shareholder's proxy.

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, by 11.00 am (AEDT) on Tuesday, 23 November 2021

A proxy may be lodged with Boardroom Pty Limited:

 Online	<a href="https://www.votingonline.com.au/wooagm2021">https://www.votingonline.com.au/wooagm2021</a>
 By Fax	+ 61 2 9290 9655
 By Mail	GPO Box 3993, Sydney NSW 2001 Australia
 In Person	L12, 225 George St, Sydney NSW 2000 Australia

### TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises.

In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to lodge a proxy by 11:00 am (AEDT) on Tuesday, 23 November 2021 even if they plan to participate online.

### UNDIRECTED PROXIES & DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of all resolutions. The Chairman intends to vote all undirected proxies **IN FAVOUR** of each resolution.

## BUSINESS OF THE MEETING

### FINANCIAL STATEMENTS AND REPORTS

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To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of Wooboard Technologies Limited contained within the Wooboard Annual Report for the 12 month period to 30 June 2021.

#### RESOLUTION 1: ADOPTING THE REMUNERATION REPORT

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

*"That the Company adopt the Remuneration Report as set out in the Directors' Report of Wooboard Technologies Limited for the year ended 30 June 2021 in accordance with Section 250R(2) of the Corporations Act 2001."*

#### RESOLUTION 2: RE-ELECTION OF WESLEY CULLEY AS A DIRECTOR

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

*"That, for the purposes of clause 39.2 of the Constitution and ASX Listing Rule 14.4 and for all other purposes, **Wesley Culley**, a Director who was a casual appointee to the Board on 14 January 2021 retires, and being eligible, be re-elected as a Director of the Company."*

#### RESOLUTION 3: ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 133,000,000 unlisted Options to Clee Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

#### RESOLUTION 4: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

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

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

By Order of the Board



**Josh Quinn**  
Company Secretary

25 October 2021

## VOTING EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, Wooboard has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

### ADVISORY VOTE:

#### FINANCIAL STATEMENTS AND REPORTS

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

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

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

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

### RESOLUTION 3:

#### ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Clee Capital Pty Ltd) or an associate of that person (or those persons).

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

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

### RESOLUTION 4:

#### ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

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

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held online at 11.00 am (AEDT) on Thursday, 25 November 2021.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Resolutions.

### ADVISORY VOTE

#### FINANCIAL STATEMENTS AND REPORTS

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2021. Under Section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

### RESOLUTION 1:

#### ADOPTING THE REMUNERATION REPORT

##### General

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote is advisory only and does not bind the Directors or the Company.

##### Voting Consequences

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing Wooboard's remuneration policies.

If more than 25% of the votes are cast against the Remuneration Report at the Meeting, this constitutes a "first strike" for the purposes of section 250U of the Corporations Act 2001. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report next year, this will constitute a "second strike".

If a "second strike occurs", this will cause the Company to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the continued appointment of directors (Spill Resolution).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting within 90 days of the Spill Resolution to consider the continued engagement of Directors.

### Previous Voting Result

At the 2020 annual general meeting, less than 25% of votes were cast against the remuneration report. Accordingly, the Spill Resolution is not relevant for this Meeting.

### Board's approach to Executive Remuneration

The Board is conscious of its responsibilities to Shareholders in regards to executive remuneration. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for Shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board ensures the executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage/ alignment of executive compensation; and
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its Directors and executives. The performance of the group depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

### RESOLUTION 2:

#### RE-ELECTION OF WESLEY CULLEY AS A DIRECTOR

##### General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Having been appointed by other Directors on 14 January 2021 in accordance with the Constitution, Wesley Culley will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

##### Qualifications and Experience

Wes has a passion for helping motivated CEO's and Founders of technology and growth companies. Wes holds a marketing Diploma and studied at both Holmesglen and RMIT. His experience includes working in the start-up space selling SaaS services, digital solutions and physical products to Australian/International small and medium enterprises ('SMEs') and corporates for the past 20 years. His passion is growing sales and investing in companies with blue sky. He has participated in over 50 plus capital raises and has a network of brokers, funds, venture capitalists and wholesale investor groups.

##### Independence

If elected, Wesley will not be regarded as an independent Director.

### RESOLUTION 3: ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

#### General

On 11 February 2021, the Company appointed Clee Capital Pty Ltd (**Clee**) to serve as Lead Manager for a \$4.0m capital raise from sophisticated and professional investors (**February Capital Raise**). As part of the consideration for these services, Wooboard agreed to issue 133,000,000 Options, subject to Shareholder approval, exercisable at \$0.005 per share to Clee.

#### ASX 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 the period.

The issue of Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% issue capacity 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.

Resolution 3 seeks the required Shareholder approval for the issue of Options under and for the purposes of Listing Rule 7.1.

#### Information required by Listing Rule 14.1A

If Resolution 3 is passed, the issue of Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

In the event Resolution 3 is not passed, the Company will issue the Options under Listing Rule 7.1 provided the Company has sufficient issue capacity available.

#### Information required by Listing Rule 7.3

Pursuant to, and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Options:

- (a). the Options will be issued to Clee Capital Pty Ltd or its nominee;
- (b). the maximum number of Options to be issued is 133,000,000;
- (c). the material terms and conditions of the Options are set out in Schedule 1;
- (d). the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e). the Options will be issued for nil cash consideration and form part of the payment for Clee's services for the February Capital Raise. The value attributed to the Options was determined on arms length commercial terms determined by Directors. The funds received if the Options are exercised will be used to ongoing development costs, working capital and business generation and marketing activities of the Company;
- (f). the Options will be issued pursuant to the terms of the agreement with Clee as Lead Manager for the February Capital Raise. The terms of the agreement are summarised as follows.

- a. Clee will serve as the lead manager for the raise and will be paid a cash fee of 7%.
  - b. In addition, Clee was to be granted 133,000,000 Options, subject to Shareholder approval.
  - c. The Options have an exercise price of \$0.005 per Option.
- (g). the purpose of the issue of Options is to satisfy in part, the Company's fee payment obligations to Clee for the February Capital Raise;
  - (h). the Options are not being issued under, or to fund, a reverse takeover; and
  - (i). a voting exclusion statement has been included in the Notice.

### RESOLUTION 4: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

#### General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using the entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Subject to Shareholder approval of this Resolution, the number of Shares that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula:

#### (A x D) – E

A = has the same meaning as in ASX Listing Rule 7.1

D = 10%

E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a). Is not included on the S&P/ ASX 300 Index; and
- (b). Has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of equal to or less than \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ ASX 300 index and has a market capitalisation of less than \$300,000,000 (excluding any restricted securities that may be on issue).

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one (1) class of quoted Equity Securities on issue, being the Shares.

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

In the event Resolution 4 is not passed, the Company will not have access to the issue capacity offered under Listing Rule 7.1A.



### Information required by Listing Rule 7.3A

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

#### (a). Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- 1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- 2) if the Equity Securities are not issued within 10 ASX trading days of paragraph (a)(1) above, the date on which the securities are issued.

#### (b). Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting any expiring on the first to occur of the following:

- 1) 12 months after the date of this Meeting;
- 2) The time and date of the Company's next annual general meeting; and
- 3) The time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) after which date, an approval under ASX Listing Rule 7.1A ceases to be valid,

#### (10% Placement Capacity Period).

#### (c). Risk of Voting Dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 7 October 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0010 50% Decrease	\$0.0020 Issue Price	\$0.0040 100% Increase
		Funds Raised			
Current	3,822,162,741	382,216,274	\$382,216	\$764,432	\$1,528,865
50% Increase	5,733,244,111	573,324,411	\$573,324	\$1,146,648	\$2,293,297
100% Increase	7,644,325,482	764,432,548	\$764,432	\$1,528,865	\$3,057,730

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

The table above is based on the following assumptions:

- 1) There are currently 3,822,162,741 Shares on issue;
- 2) The issue price set out above is the closing price of the Shares on the ASX on 7 October 2021;
- 3) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- 4) the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in the ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 and 7.4.
- 5) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the Equity Securities;<sup>1</sup>
- 6) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;
- 7) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed;
- 8) Funds Raised in the table have been rounded to the nearest full dollar;
- 9) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
- 10) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placement under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- 11) The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- 12) The Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

<sup>1</sup> Please note that there are no Options currently on issue; however, 133,000,000 Options will be issued should shareholders vote to approve Resolution 3.



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

**(d). Purpose of issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration such as when the Company intends to use funds raised for the ongoing development costs, working capital and business generation and marketing activities of the Company.

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

**(e). Compliance with ASX Listing Rule 7.1A.4**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, the Company must:

- 1) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and
- 2) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities issued to each (not for release to the market).

**(f). Allocation Policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholder or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- 1) The purpose of the issue;
- 2) Alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- 3) The effect of the issue of Equity Securities on the control of the Company.
- 4) The circumstances of the Company, including but not limited to, the financial position and solvency of the Company; and
- 5) Advice from corporate, financial and broking advisors (if applicable).

**(g). Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 12 January 2021 (**Previous Approval**).

The Company has issued 242,216,271 Shares pursuant to the Previous Approval. The funds raised were used to strengthen Wooboard's balance sheet.

The Company issued 242,216,271 Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting (representing 16.55% of the total number of equity securities on issue at the commencement of the 12-month period).

Further details of the issues of Equity Securities under ASX Listing Rule 7.1A.2 by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 2.

**(h). Voting Exclusion**

As at the date of this Notice, the Company has not invited any existing Shareholder to Participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

## GLOSSARY

**\$** means an Australian dollar.

**AEDT** means Australia Easter Daylight Time as observed in NSW.

**Schedule** means a schedule to this Notice.

**ASX** means the ASX Limited or the market operated by it, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Chair** or **Chairman** means the chair of the Meeting.

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

- (i) a spouse of child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the members or the member's spouse;
- (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (v) a company the member controls; or
- (vi) a person described by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** or **Wooboard** means Wooboard Technologies Limited (ACN 600 717 539).

**Constitution** means the Company's constitution.

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

**Directors** means the directors of the Company.

**Equity Securities** includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**February Placement** means the placement of 605,540,680 Shares to professional and sophisticated investors announced on 11 February 2021.

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

**Annual General Meeting** and **Meeting** means the meeting convened by this Notice.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

**Resolution** means a resolution set out in the Notice.

**Securities** as defined in Chapter 19 of the ASX Listing Rules.

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

**Shareholder** means a holder of a Share.

**Option** means an option which entitles the holder to subscribe for one Share in accordance with the terms and conditions outlined in Schedule 1.

**Option holder** means an option holder of the Company.

**SCHEDULE 1****Terms and Conditions of the Options**

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

*a) Exercise Price*

The exercise price per Option is \$0.005.

*b) Entitlement*

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

*c) Option Period*

The Options will expire at 5:00pm AEDT on the date that is 2 years after the date of grant of the Options (Expiry Date). Subject to clause (g), Options may be exercised at any time prior to the Expiry Date and Options not so exercised shall automatically lapse on the Expiry Date.

*d) Ranking of Share Allotted on Exercise of Option*

Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

*e) Voting*

A registered owner of an Option (Option Holder) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.

*f) Transfer of an Option*

Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.

*g) Method of Exercise of an Option*

(i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (Notice of Exercise of Options). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000,000 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000,000, then the total of all Options held by that Option Holder must be exercised.

(ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of \$0.005 per Share.

(iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.

(iv) Within 5 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.

(v) If the Company is listed on the ASX, the Company will apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.

*h) Reconstruction*

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

*i) Participation in New Share Issues*

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

*j) No Change of Options' Exercise Price or Number of Underlying Shares*

The Options do not confer the right to a change in exercise price or change to the number of underlying securities except in the circumstances outlined in Listing Rule 6.22. There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

## SCHEDULE 2

## Issues of Equity Securities under ASX Listing Rule 7.1A without shareholder approval since 25 November 2020

Date	Quantity & Class	Issue price	Recipients	Consideration
17 February 2021 ( <b>February Placement</b> )	605,540,680 Shares total: 363,324,409 Shares under LR 7.1; & 242,216,271 Shares under LR 7.1A	\$0.003 <sup>2</sup>	The shares were issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, including clients Clee;	<p>An amount of \$1,816,622.04 was raised on issue of the shares and the funds were used to remove the 'going concern' note on the Company's accounts and provide further comfort to large trial clients as to the strength of Wooboard's balance sheet and investor base.</p> <p>As a result, \$1,689,458 or 93% of funds raised as part of the February Placement have been retained and continue to support a strong balance sheet position. \$127,163 or 7% of funds raised as part of the February Placement have been paid to Clee Capital Pty Ltd for services as lead manager.</p>

<sup>2</sup> The issue price is at a \$0.003 discount to the closing share price on the issue date (17 February 2021). Wooboard notes the capital raise conducted immediately preceding the February Placement was conducted at \$0.0018. In order to maximise shareholder value, the Board sought the February Placement be conducted at a 66% premium to the last previous raise.

# ONLINE SHAREHOLDERS' MEETING GUIDE 2021

## Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/304510446](http://web.lumiagm.com/304510446) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 304-510-446

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 25 November 2021

## Using the Lumi AGM platform:

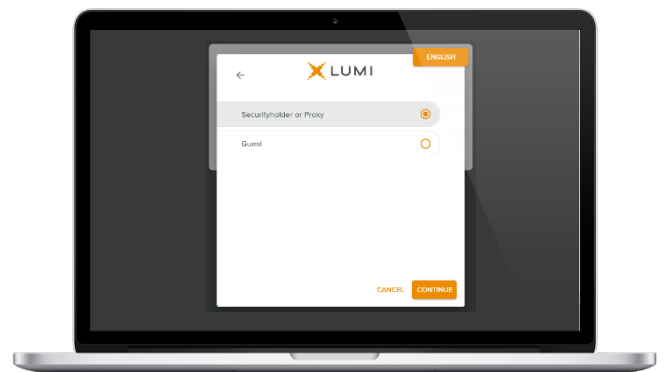
### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

**"Shareholder or Proxyholder"**

Guests should select **"Guest"**

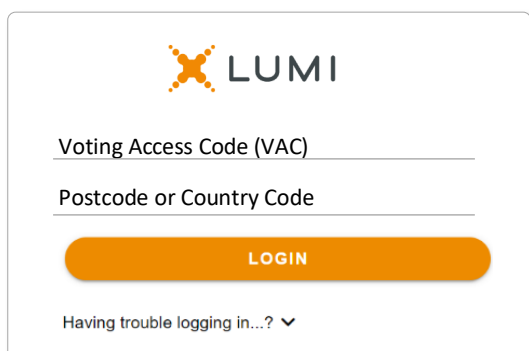


### CREDENTIALS

#### Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia)

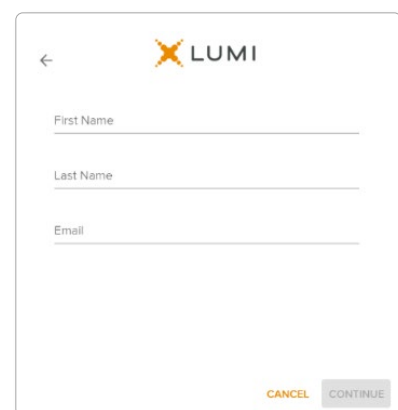


The screenshot shows the Lumi AGM platform login form for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a prominent orange "LOGIN" button. At the bottom, there is a link that says "Having trouble logging in...?" with a downward arrow.

#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*



The screenshot shows the Lumi AGM platform login form for Guests. It features the Lumi logo at the top, followed by three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

## NAVIGATION

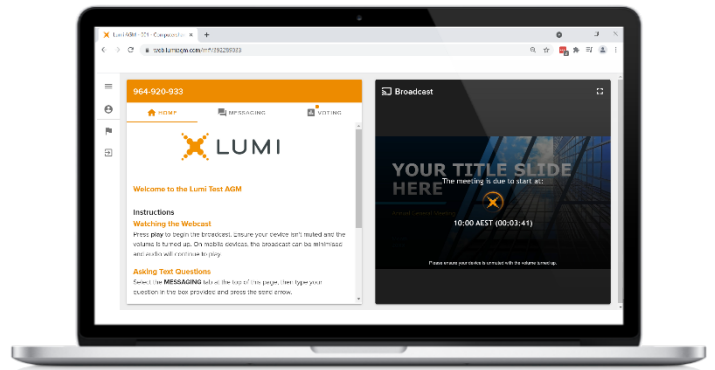
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



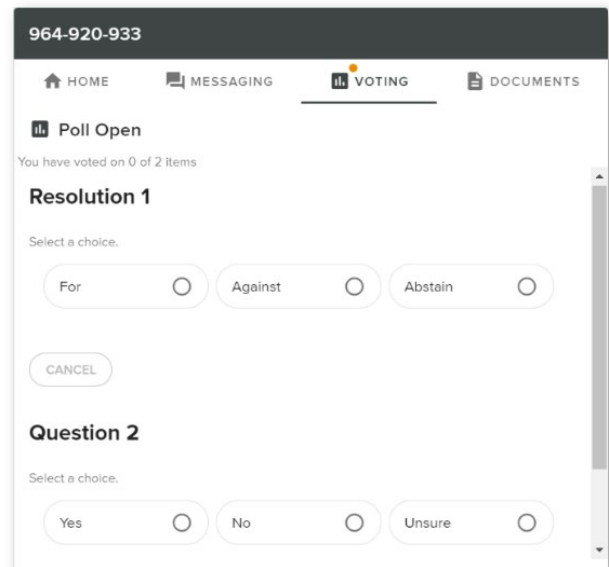
To reduce the webcast to its original size, select the X at the top of the broadcast window.

## VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

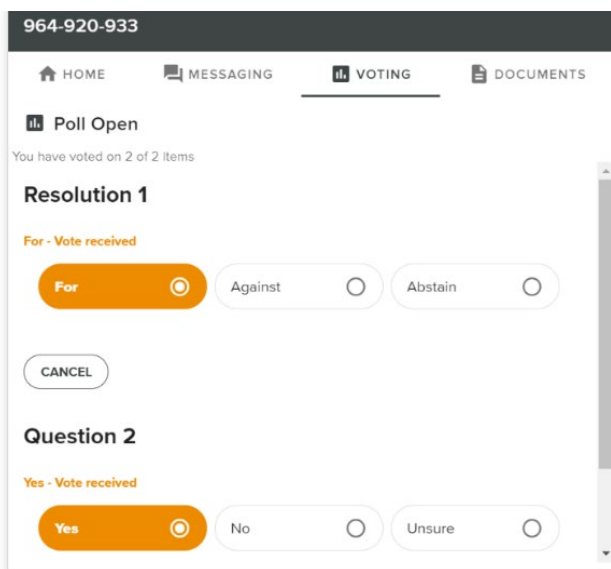


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.





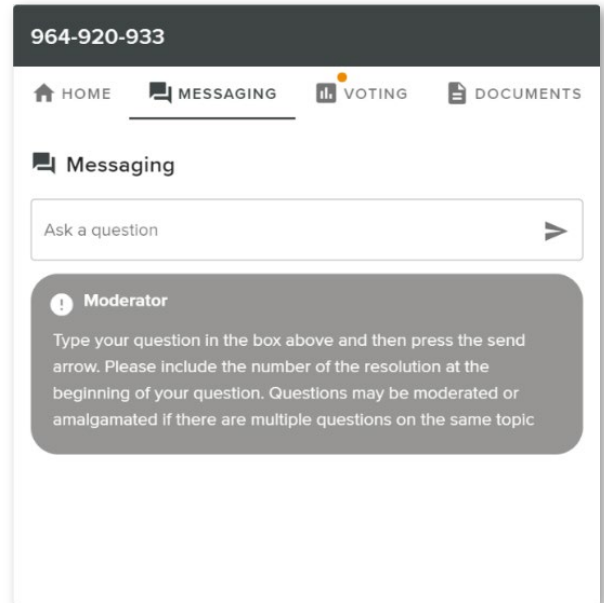
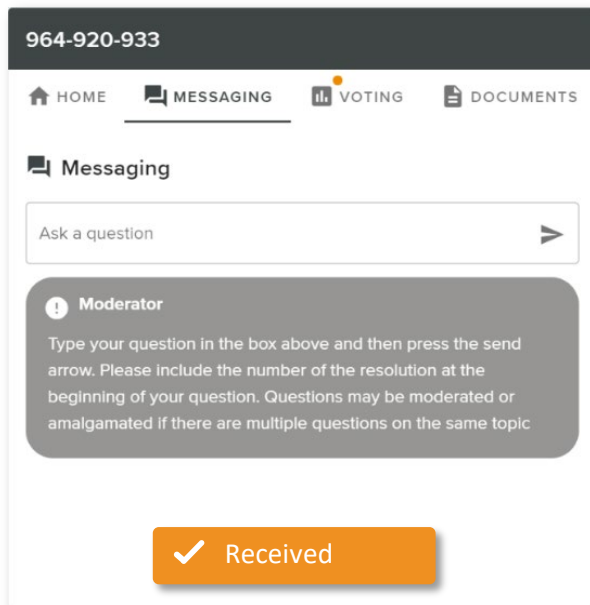
## QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

### Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia  
+61 8 6119 3900 Australia  
+61 8 7150 1149 Australia  
+61 2 8015 6011 Australia  
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press \*9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press \*9 to signal the operator.

Meeting ID: 304-510-446

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 25 November 2021

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b> Aruba	<b>DZA</b> Algeria	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AFG</b> Afghanistan	<b>ECU</b> Ecuador	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>AGO</b> Angola	<b>EGY</b> Egypt	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>AIA</b> Anguilla	<b>ERI</b> Eritrea	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>ALA</b> Aland Islands	<b>ESH</b> Western Sahara	<b>LKA</b> Sri Lanka	<b>SDN</b> Sudan
<b>ALB</b> Albania	<b>ESP</b> Spain	<b>LSO</b> Lesotho	<b>SEN</b> Senegal
<b>AND</b> Andorra	<b>EST</b> Estonia	<b>LTU</b> Lithuania	<b>SGP</b> Singapore
<b>ANT</b> Netherlands Antilles	<b>ETH</b> Ethiopia	<b>LUX</b> Luxembourg	<b>SGS</b> Sth Georgia & Sth Sandwich Isl
<b>ARE</b> United Arab Emirates	<b>FIN</b> Finland	<b>LVA</b> Latvia	<b>SHN</b> St Helena
<b>ARG</b> Argentina	<b>FJI</b> Fiji	<b>MAC</b> Macao	<b>SJM</b> Svalbard & Jan Mayen
<b>ARM</b> Armenia	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAF</b> St Martin	<b>SLB</b> Solomon Islands
<b>ASM</b> American Samoa	<b>FRA</b> France	<b>MAR</b> Morocco	<b>SLC</b> Serbia & Outlying
<b>ATA</b> Antarctica	<b>FRO</b> Faroe Islands	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>ATF</b> French Southern	<b>FSM</b> Micronesia	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>ATG</b> Antigua & Barbuda	<b>GAB</b> Gabon	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AUS</b> Australia	<b>GBR</b> United Kingdom	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>AUT</b> Austria	<b>GEO</b> Georgia	<b>MEX</b> Mexico	<b>SPM</b> St Pierre And Miquelon
<b>AZE</b> Azerbaijan	<b>GGY</b> Guernsey	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BDI</b> Burundi	<b>GHA</b> Ghana	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BEL</b> Belgium	<b>GIB</b> Gibraltar	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BEN</b> Benin	<b>GIN</b> Guinea	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BFA</b> Burkina Faso	<b>GLP</b> Guadeloupe	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BGD</b> Bangladesh	<b>GMB</b> Gambia	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BGR</b> Bulgaria	<b>GNB</b> Guinea-Bissau	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BHR</b> Bahrain	<b>GNQ</b> Equatorial Guinea	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BHS</b> Bahamas	<b>GRC</b> Greece	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BIH</b> Bosnia & Herzegovina	<b>GRD</b> Grenada	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLM</b> St Barthelemy	<b>GRL</b> Greenland	<b>MSR</b> Montserrat	<b>CD</b> Chad
<b>BLR</b> Belarus	<b>GTM</b> Guatemala	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BLZ</b> Belize	<b>GUF</b> French Guiana	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BMU</b> Bermuda	<b>GUM</b> Guam	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BOL</b> Bolivia	<b>GUY</b> Guyana	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRA</b> Brazil	<b>HKG</b> Hong Kong	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BRB</b> Barbados	<b>HMD</b> Heard & Mcdonald Islands	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BRN</b> Brunei Darussalam	<b>HND</b> Honduras	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BTN</b> Bhutan	<b>HRV</b> Croatia	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BUR</b> Burma	<b>HTI</b> Haiti	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>BVT</b> Bouvet Island	<b>HUN</b> Hungary	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>BWA</b> Botswana	<b>IDN</b> Indonesia	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CAF</b> Central African Republic	<b>IMN</b> Isle Of Man	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CAN</b> Canada	<b>IND</b> India	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CCK</b> Cocos (Keeling) Islands	<b>IoT</b> British Indian Ocean Territory	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHE</b> Switzerland	<b>IRL</b> Ireland	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CHL</b> Chile	<b>IRN</b> Iran Islamic Republic of	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CHN</b> China	<b>IRQ</b> Iraq	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>CIV</b> Cote D'ivoire	<b>ISM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COD</b> Democratic Republic of Congo	<b>ISR</b> Israel	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COK</b> Cook Islands	<b>ITA</b> Italy	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>COL</b> Colombia	<b>JAM</b> Jamaica	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>COM</b> Comoros	<b>JEY</b> Jersey	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CPV</b> Cape Verde	<b>JOR</b> Jordan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CRI</b> Costa Rica	<b>JPN</b> Japan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CUB</b> Cuba	<b>KAZ</b> Kazakhstan	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRK</b> Korea Dem Peoples Republic of	<b>ZAF</b> South Africa
<b>CXR</b> Christmas Island	<b>KHM</b> Cambodia	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>CZE</b> Czech Republic	<b>KIR</b> Kiribati	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DEU</b> Germany	<b>KNA</b> St Kitts And Nevis	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DJI</b> Djibouti	<b>KOR</b> Korea Republic of	<b>PYF</b> French Polynesia	
<b>DMA</b> Dominica	<b>KWT</b> Kuwait	<b>QAT</b> Qatar	
<b>DNK</b> Denmark	<b>LAO</b> Laos	<b>REU</b> Reunion	
<b>DOM</b> Dominican Republic	<b>LBN</b> Lebanon		



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday 23 November 2021.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/wooagm2021>

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

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

#### Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 11:00am (AEDT) on Tuesday 23 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/wooagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

# Wooboard Technologies Limited

ABN 64 600 717 539

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting on Thursday 25 November at 11:00am (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

### STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Wesley Culley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options to Clee Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Additional 10% Placement Capacity Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

25 October 2021

[Shareholder]

[Address Line 1]

[Address Line 2]

Dear Shareholder,

## 2021 ANNUAL GENERAL MEETING

Wooboard Technologies Limited ("the Company") advises that the 2021 Annual General Meeting of the shareholders of the Company will be held as an online meeting on Thursday, 25 November 2021 at 11.00am (AEDT) ("the Meeting").

Consistent with our approach in 2020 and due to government restrictions concerning COVID-19, the Company will be conducting the Meeting virtually. The Notice of the 2021 Annual General Meeting will not be mailed to Shareholders. Instead, it can be viewed and downloaded at <https://wooboard.com/investor-centre/> and is also available through the Company's announcement page on ASX, search code "WOO".

### VOTING IS NOW OPEN

To vote online in relation to the business of the Meeting, please follow the instructions below:

**STEP 1:** Visit <https://www.votingonline.com.au/wooagm2021>

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

**STEP 3:** Enter your Voting Access Code (VAC) – as contained in attached proxy

**STEP 4:** Follow the prompts on each resolution

**Important Note:** For your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received not later than 11.00 am (AEDT) on Tuesday, 23 November 2021. Voting instructions received after this time will not be valid for the scheduled meeting.

You can also update your communication preferences to ensure you receive all future communications from the Company electronically, by updating your shareholder details online via <https://www.investorserve.com.au>. To log in you will need your SRN/HIN and postcode (or country for overseas residents).

### Attendance online at the AGM

You may attend the Meeting online using your internet enabled devices via the Lumi platform (by entering this link in your browser: [web.lumiagm.com/304510446](http://web.lumiagm.com/304510446)).

Should you have any queries regarding your holding, or the upcoming Meeting, please contact Boardroom Pty Limited on 1300 737 760 (within Australia), +61 2 9290 9600 (outside Australia) or email [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)

Yours sincerely,



**Josh Quinn**  
Company Secretary