



Annual General Meeting – Notice and Proxy Form

Dear Shareholder

Notice is given that the Annual General Meeting (**Meeting**) of shareholders of Dotz Nano Limited (ACN 125 264 575) (**Company**) will be held by way of a hybrid meeting as follows:

Time and date 3:30pm (AEST) on Tuesday, 31 May 2022

In person Level 14, 330 Collins Street, Melbourne, VIC 3000

Virtual meeting link https://us02web.zoom.us/webinar/register/WN_MOQje7QWTyeYEzXLk0PMpA

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the notice of meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the notice of meeting, accompanying explanatory statement and proxy form (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: https://web.automic.com.au/er/public/api/documents/DTZ?fileName=DTZ_NOM_Proxy_Final.pdf

If you wish to attend the Meeting virtually, please pre-register in advance here: https://us02web.zoom.us/webinar/register/WN_MOQje7QWTyeYEzXLk0PMpA

After registering, you will receive a confirmation containing information on how to attend the Meeting virtually on the day of the Meeting.

A copy of your personalised proxy form is enclosed. Should you wish to vote by proxy, please complete and return the attached proxy form to the Company's share registry, Automic Group Pty Ltd (**Automic**), using any of methods set out in the proxy form.

Your proxy voting instruction must be received by 3:30pm (AEST) on Sunday, 29 May 2022, 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. The Company strongly encourages all shareholders to submit their personalised proxy form as instructed on the proxy form, prior to the Meeting.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out above.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to ian@cfo2grow.com.au at least 2 business days before the Meeting.

Shareholders who do not want to be sent the Meeting Materials in electronic form, may elect to receive the documents physically, provided they have made a valid election.

The Meeting Materials 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.

If you have any difficulties obtaining a copy of the Meeting Materials or would like to receive the documents physically, please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Yours sincerely

Ian Pamensky

Non-Executive Director and Company Secretary



Dotz Nano Limited
ACN 125 264 575

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held by way of a hybrid meeting as follows:

In person: Level 14, 330 Collins Street, Melbourne, VIC 3000

Virtual meeting link:

https://us02web.zoom.us/webinar/register/WN_MQQje7QWTyeYEzXLk0PMpA

on 31 May 2022 at 3:30pm (AEST)

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional adviser prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 1300-092-602.

Dotz Nano Limited
ACN 125 264 575
(Company)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Dotz Nano Limited will be held at Level 14, 330 Collins Street, Melbourne, VIC 3000 and will also be held virtually via an online platform at https://us02web.zoom.us/webinar/register/WN_MQOje7QWTyeYEzXLk0PMpA on 31 May 2022 at 3:30pm (AEST) (**Meeting**). Please note that Shareholders may attend the Meeting in person.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEST) on 30 May 2022.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Election of Director – Ms Kerry Harpaz

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

'That, in accordance with Article 7.6(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Kerry Harpaz, a Director who was appointed on 2 September 2021, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Options to Mr Gideon Shmuel (a former Director and CEO)

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

'That the issue of 500,000 Options to former Director and CEO, Mr Gideon Shmuel (who resigned on 6 April 2022) is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Resolution 5 – Amendment to Article 5.2(b) of the Constitution

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That the amendment to Article 5.2(b) of the Constitution as set out in the Explanatory Memorandum, is approved under and for the purposes of section 136(2) of the Corporations Act and for all other purposes, with effect from the close of the Meeting."

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 3, by or on behalf of Mr Gideon Shmuel and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (b) Resolution 4, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are 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 Shareholder), or any associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant 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;

- (b) the Chair 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.

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Ian Pamensky
Non-Executive Director and Company Secretary
Dotz Nano Limited
Dated: 27 April 2022

Dotz Nano Limited
ACN 125 264 575
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held as a hybrid meeting on 31 May 2022 at 3:30pm (AEST).

Please refer to Section 2 of this Explanatory Memorandum for further information regarding the Meeting procedures.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director - Ms Kerry Harpaz
Section 6	Resolution 3 – Approval to issue Options to Mr Gideon Shmuel (a former Director and CEO)
Section 7	Resolution 4 – Approval of 10% Placement Facility
Section 8	Resolution 5 – Amendment to Article 5.2(b) of the Constitution
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Former CEO Options
Schedule 3	Valuation of Former CEO Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Meeting procedure

Shareholders who wish to participate in or ask questions at the Meeting should refer to the information in this Section 2 for further information regarding the Meeting procedures and how to access the Meeting virtually.

2.2 Voting by poll

All Resolutions will be decided by poll (rather than a show of hands). The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who attend virtually in accordance with the instructions below.

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed);
- (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
 - (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

To vote by proxy, you must complete and lodge the Proxy Form using 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. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	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.**

2.3 Chair's voting intentions

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Remote attendance and voting online

(a) Remote attendance

The Meeting will be accessible to all Shareholders via a live webinar, which will allow Shareholders to listen to the Meeting and speak and ask questions in relation to the business of the Meeting.

If you wish to attend the Meeting virtually, please pre-register in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_MOQje7QWTyeYEzXLk0PMpA

After registering, you will receive a confirmation containing information on how to attend the Meeting virtually on the date of the Annual General Meeting.

To attend and vote on the day of the Meeting:

- (i) open your internet browser and go to investor.automic.com.au;
- (ii) login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the Meeting virtually;
- (iii) after logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “Register” when this appears. Alternatively, click on “Meetings” on the left-hand menu bar to access registration;
- (iv) click on “Register” and follow the steps:
 - (A) click on the URL to join the webcast where you can view and listen to the Meeting virtually;
 - (B) once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen; and
 - (C) select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

2.5 Submitting questions

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at ian@cfo2grow.com.au at least 2 business days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2021.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.dotz.tech/investors>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at

which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director - Ms Kerry Harpaz

Article 7.6(a) of the Constitution allows the Board 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 Listing Rule 14.4 and Article 7.6(c) of the Constitution, a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 2 September 2021, Ms Kerry Harpaz was appointed as a Non-Executive Director of the Company. Accordingly, Ms Harpaz resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 2.

If elected, Ms Harpaz is not considered to be an independent director of the Company of the Company as her spouse and his related entities are substantial shareholders of the Company.

Ms Harpaz, LLB, has more than 17 years of experience in senior management and leadership roles, specialising in building large teams with a focus on coaching and mentoring to build successful cultures.

Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Ms Harpaz) supports the election of Ms Harpaz and accordingly recommends that Shareholders vote in favour of Resolution 2. The Directors consider Ms Harpaz's skills and experience are valuable to the Board's existing skills and experience.

6. Resolution 3 – Approval to issue Options to Mr Gideon Shmuel (a former Director and CEO)

6.1 Background

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 500,000 Options to former Director and CEO, Gideon Shmuel (or his nominees) (**Former CEO Options**).

The Board agreed to issue the Former CEO Options as part of Mr Shmuel's remuneration package which he was engaged by the Company. The Board considers that the number of Former CEO Options to be granted to Mr Shmuel is commensurate with his value to the Company and is an appropriate method to provide cost effective remuneration for his services to the Company up to the date of his resignation as a Director.

The full terms and conditions of the Former CEO Options are set out in Schedule 2.

Resolution 3 seeks the approval of Shareholders for the issue of the Former CEO Options to Mr Shmuel or his nominees under and for the purposes of Listing Rule 10.11.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issue of Former CEO Options to Mr Shmuel (or his nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required Shareholder approval to the proposed issues of Former CEO Options under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Former CEO Options to Mr Shmuel (or his nominees) and Mr Shmuel will be remunerated accordingly.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Former CEO Options to Mr Shmuel (or his nominees) and the Company may need to consider other forms of remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Former CEO Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

6.3 Specific information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Former CEO Options:

- (a) a maximum of 500,000 Former CEO Options will be issued to Mr Gideon Shmuel (or his nominees), a former Director and CEO of the Company;
- (b) Mr Shmuel was a related party of the Company by virtue of having been a Director when the agreement to issue the Former CEO Options was made. Mr Shmuel resigned as a Director on 6 April 2022;
- (c) the Former CEO Options will be issued on the terms set out in Schedule 2;
- (d) the Former CEO Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Former CEO Options will be issued for nil cash consideration as they will be issued as part of Shmuel's remuneration package, and therefore no funds will be raised as a result of the issue. Funds raised upon any exercise of the Former CEO Options are intended to be used for general working capital purposes;
- (f) Mr Shmuel's total remuneration package as at 6 April 2022 (being the date he resigned as a Director) is set out below:

Remuneration (per annum)	Mr Shmuel
Salary and fees	US\$256,200
Incentive payments	See note (i) below
Other	US\$13,500
Superannuation	See note (ii) below
TOTAL	US\$269,700

Notes:

- (i) Annual bonus of up to 30% subject to performance against the KPI's; and
- (ii) Mr Shmuel is entitled to full social benefits (Pension fund, study fund and disability insurance).

Mr Shmuel does not currently have a relevant interest in any Securities.

The Company has valued the Former CEO Options using a Black & Scholes valuation model, as set out in Schedule 3. The total value of the Former CEO Options is A\$175,000.

The value of the Former CEO Options the subject of Resolution 3 is not reflected in the table above.

- (g) there are no additional material terms with respect to the agreements for the proposed issue of the Former CEO Options; and
- (h) a voting exclusion statement is included in the Notice.

6.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Former CEO Options as the agreement to grant the Former CEO Options is considered reasonable remuneration in the circumstances.

6.5 Board recommendation

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

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

Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Facility provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The number of Equity Securities that could be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

7.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately AUD\$153.7million based on the closing price of Shares of AUD\$0.35 on 27 April 2022.

If on the date of the Meeting, the Company's market capitalisation exceeds \$300 million or it has been included in the S&P/ASX 300 Index, this Resolution 4 will no longer be effective and will be withdrawn.

(b) What Equity Securities can be issued?

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid Shares issued in the 12 months:

(1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the 12 month period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(3) under an agreement to issue securities within Rule 7.2 exception 16 where:

- the agreement was entered into before the 12 month period; or
- the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and

(4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval;

(B) plus the number of partly paid shares that became fully paid in the 12 months; and

(C) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 **Specific information required by Listing Rule 7.3A**

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(d) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), raising funds for future potential acquisitions of complementary businesses, and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c)) as at the date of the Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.175 50% decrease in Current Market Price	\$0.35 Current Market Price	\$0.175 100% increase in Current Market Price
439,284,704 Shares - Variable A	10% Voting Dilution	43,928,470	43,928,470	43,928,470
	Funds raised	\$7,687,482	\$15,374,965	\$30,749,929
658,927,056 Shares - 50% increase in Variable A	10% Voting Dilution	65,892,706	65,892,706	65,892,706
	Funds raised	\$11,531,223	\$23,062,447	\$46,124,894
878,569,408 Shares - 100% increase in Variable A	10% Voting Dilution	87,856,941	87,856,941	87,856,941
	Funds raised	\$15,374,965	\$30,749,929	\$61,499,859

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price AUD\$0.35 being the closing price of the Shares on ASX on 27 April 2022, being the latest practicable date that the Company's Shares traded on the ASX before this Notice was signed;
 - (b) Variable A is 439,284,704, comprising the existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (ie Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

3. 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%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 month period preceding the date of the Meeting.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 **Board recommendation**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Amendment to Article 5.2(b) of the Constitution

8.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 seeks the approval of Shareholders to modify the Company's Constitution by amending Article 5.2(b), as set out in Section 8.3 below.

A copy of the amended constitution is available for review by Shareholders at the registered office of the Company. A copy of the amended constitution can also be sent to Shareholders upon request to the Company Secretary.

8.2 Amendment to *Corporations Act 2001* (Cth)

The enactment of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) has made permanent amendments to the Corporations Act to allow companies (and registered schemes) to sign and provide general meeting related documents electronically, and to use virtual meeting technology to hold general meetings (ie. hybrid meetings and wholly virtually meetings).

From 1 April 2022, companies (and registered schemes) can only hold wholly virtual meetings only if:

- (a) required or permitted by its constitution; or
- (b) it is allowed to do so under a determination made by ASIC under s 253TA.

The Constitution currently only allows for physical and hybrid meetings as per Article of 5.2(b).

8.3 Amendment to Article 5.2(b) of the Constitution

The Company is seeking to amend Article 5.2(b) of the Constitution to allow meetings to be held virtually in accordance with section 253Q of the Corporations Act.

The Company wishes to amend Article 5.2(b) as follows:

The Company may hold a meeting of Members:

- (i) at one or more physical venues;*
- (ii) at one or more physical venues and using virtual meeting technology; or*
- (iii) using virtual meeting technology only.*

A meeting of Members can be held using technology that gives the Members as a whole a reasonable opportunity to participate without being physically present in the same place.

8.4 **Board recommendation**

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
AEST	means Australian Eastern Standard Time.
Annual Report	means the Directors' Report, the Financial Report and Auditor's Report for the year ended 31 December 2021.
Article	means an article of the Constitution.
ASX	means the ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Dotz Nano Limited ACN 125 264 575.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director's Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company,

or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Option	means an unquoted option to acquire a Share.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Securities).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	has the meaning given in the Listing Rules.
VWAP	means volume weighted average market price.

Schedule 2 Terms and Conditions of Former CEO Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise.

2. Consideration

The Options will be granted to the Former CEO for nil cash consideration.

3. Number and Exercise Price

(a) Tranche 1: 250,000 options each with an exercise price of nil (\$0.00) per Share (**Tranche 1 Former CEO Options**);

(b) Tranche 2: 250,000 options each with an exercise price of nil (\$0.00) per Share (**Tranche 2 Former CEO Options**);

(each of the above exercise prices being an **Exercise Price**).

4. Expiry Date

The Options will expire at 5:00pm (AEST) on:

(a) Tranche 1 Former CEO Options: the date 3 years after the date of their issue; and

(b) Tranche 2 Former CEO Options: 30 September 2025,

(each of the above being an **Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

(a) The Tranche 1 Former CEO Options are exercisable on and from the time of their issue until the Expiry Date; and

(b) The Tranche 2 Former CEO Options are exercisable on and from 30 September 2022 until the Expiry Date,

(each of the above being an **Exercise Period**).

6. Exercise of Options

Subject to these terms and conditions, an Option holder may exercise their Options by lodging with the Company a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**). The Option holder may only exercise Options in multiples of 100,000 Options unless the Option holder exercises all Options held by the Option holder.

7. Exercise Notice

A Notice of Exercise is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. Issue of Shares

Within 15 Business Days after the later of the following:

- (a) Exercise Date; and
- (b) when "excluded information" in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be "excluded information",

the Company will:

- (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under section (d) (above) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things reasonably necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

9. Holding lock

All Shares issued on exercise of the Tranche 2 Former CEO Options cannot be transferred, sold or disposed for a period of 6 months following the date of their issue. Such Shares will be subject to a holding lock and the Option holder must enter into any arrangement requested by the Company to perfect this arrangement (including an escrow agreement).

10. Quotation

- (a) The Company will not apply for quotation of the Options on the ASX.
- (b) If admitted to the Official List at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

11. Ranking of Shares

All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.

12. Transfer

The Options are only transferrable with the consent of the Board.

13. Dividend and voting rights

The Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

14. Participation rights

- (a) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (b) An Option does not confer the right to a change in Exercise Price or in the number of underlying Shares over which the Option can be exercised.
- (c) The Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be the minimum period required by the Listing Rules after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

15. Adjustments for reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation. Whenever the number of Shares to be issued on exercise of an Option or the Exercise Price is adjusted pursuant to these terms and conditions, the Company will give notice of the adjustment to the Option holder and ASX together with calculations on which the adjustment is based.

16. Plan

The terms of the Options are governed by, and are subject to, the Company's Employee Incentive Option Plan and at its Israeli sub-plan (**Plan**). If there is any inconsistency between the terms of the Option and the Plan, the Plan shall prevail to the extent of any inconsistency.

Schedule 3 Valuation of Former CEO Options

The Former CEO Options to be issued to Gideon Shmuel pursuant to Resolution 3 been valued according to the Black & Scholes valuation model on the following assumptions:

Related Party	Mr Gideon Shmuel
Assumed Share price at grant date	A\$0.35*
Exercise price	Tranche 1: \$0.00 Tranche 2: \$0.00
Exercise price premium to market value	N/A
Expiry	Tranche 1: the date 3 years after the date of their issue Tranche 2: 30 September 2025
Expected volatility	0.70
Risk free interest rate	Tranche 1: 2.6% ⁽¹⁾ Tranche 2: 2.6% ⁽¹⁾
Annualised dividend yield	0%
Value of Former CEO Option	Tranche 1: A\$0.35 Tranche 2: A\$0.35

Related Party	Mr Gideon Shmuel
Aggregate value of Former CEO Options	Tranche 1: A\$87,500 Tranche 2: A\$87,500

* at 27 April 2022

(1) – Australia 3 year risk free rate.

Notes:

The valuations took into account the following matters:

1. The valuation of the Options assumes that the exercise of a right does not affect the value of the underlying asset.
2. Given that the Options are to be issued for no cash consideration, the value of the Options is reflected in the underlying Share price at the valuation date. The Share price used is based on the closing price of Shares on 27 April 2022, being \$0.35.

Schedule 4 Proxy Form

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number or Holder Identification Number:

Your proxy voting instruction must be received by **3.30pm (AEST) on Sunday, 29 May 2022**, 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/#/login>

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.



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