

24th October 2025

ASX ANNOUNCEMENT

ANNUAL GENERAL MEETING NOTICE OF MEETING

Sydney, Australia, Friday 24th October 2025: Axiom Properties Limited (ASX:AXI) refers to the AGM timetable previously announced and now encloses the Notice of Meeting and sample proxy form.

Please refer to the attached Notice of Meeting for further information.

Date: Thursday 27th November 2025

Time: 11:00am AEDT

Location: At the offices of:
JGS Property
Level 34
60 Margaret Street
SYDNEY NSW 2000

Authorised for release by the Board.

About Axiom Properties Limited

Axiom Properties Limited is a property development and investment business focused on developing and delivering quality property and technology solutions. Axiom's principal objective is to create long term value for shareholders by creating a well-respected property development and technology investment company that consistently delivers above industry returns on capital.

For more information, please contact:

Michael Alperstein
Company Secretary
admin@axiompl.com.au

ASX CODE

AXI

ISSUED CAPITAL

Ordinary Shares
497.6 M

CONTACT

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AXIOM PROPERTIES LIMITED

ABN 40 009 063 834

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Thursday, 27 November 2025

Time of Meeting

11:00 am AEDT

Place of Meeting

At the offices of:

JGS PROPERTY

Level 34

60 Margaret Street

SYDNEY NSW 2000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting ("AGM") please complete and return the enclosed Proxy Form in accordance with the specified directions.

AXIOM PROPERTIES LIMITED

ABN 40 009 063 834

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Axiom Properties Limited ABN 40 009 063 834 ("Axiom" or "Company") will be held at 11:00 am (AEDT) on Thursday 27 November 2025 at JGS Property, Level 34, 60 Margaret Street, Sydney New South Wales for the purpose of transacting the following business referred to in this Notice of Meeting.

AGENDA

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the 12-month period ended 30 June 2025.

No vote is held in connection with this item.

2. Resolution 1 – Remuneration Report

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

"To adopt the Remuneration Report (which forms part of the Directors' Report) for the 12-month period ended 30 June 2025."

3. Resolution 2 – Re-election of Mr Liu Ying Chun as a Director

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

"That Mr Liu Ying Chun, being a director of the Company who retires by rotation pursuant to Rule 13.2 of the Constitution of the Company, and being eligible, is re-elected as a director of the Company."

4. Resolution 3 – Approval of Issue of Equity Securities to a Related Party – Mr Ben Laurance

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve for the Company to issue 13,500,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$202,500 to Mr Ben Laurance (or his nominee/s), a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum."

5. Resolution 4 – Approval of Issue of Equity Securities to a Related Party – Oriental University City Holdings (H.K.) Limited (“OUCHK”)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve for the Company to issue 13,500,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$202,500 to OUCHK (or its nominee/s), a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

6. Resolution 5 – Approval of Issue of Convertible Notes to a Related Party – Mr Ben Laurance

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve for the Company to issue up to 800,000 Convertible Notes with an aggregate face value of \$800,000 to Mr Ben Laurance (or his nominee/s), a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

7. Resolution 6 – Approval of Issue of Convertible Notes to a Related Party – Oriental University City Holdings (H.K.) Limited (“OUCHK”)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve for the Company to issue up to 475,000 Convertible Notes with an aggregate face value of up to \$475,000 to OUCHK (or its nominee/s), a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

8. Resolution 7 – Ratification of Replenishment of 15% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company’s prior issue of 64,900,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$973,500, on the terms set out in the Explanatory Memorandum.”

9. Resolution 8 – Approval of Additional 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve for the Company to issue equity securities of up to an additional 10% of the Company’s issued capital (at the time of issue), calculated in accordance with ASX Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Memorandum.”

10. Resolution 9 – Change of Company Name

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

"That, for the purposes of section 157(1)(a) of the Corporations Act 2001 (Cth) and all other purposes, Shareholders approve the change of name of the Company to 'Axtec Limited', on the terms and conditions set out in the Explanatory Memorandum."

11. Resolution 10 – Spill Resolution (conditional item)

Important note: The following resolution will only be put to the 2025 AGM if at least 25% of the votes validly cast on the resolution proposed in Resolution 1 (Remuneration Report) are cast 'Against' that resolution.

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

"That, as required by the Corporations Act:

- (a) an extraordinary general meeting of the Company (the "Spill Meeting") be held within 90 days of the passing of this resolution;*
- (b) all of the Directors in office when the Board resolution to make the Director's Report for the financial year ended 30 June 2025 was passed (other than the Managing Director) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

Note: if you do not want the Spill Meeting to take place, vote "AGAINST" this resolution. If you want the Spill Meeting to take place, vote "FOR" this resolution.

Voting Restrictions

Resolutions 1 and 10

The Company will disregard any votes cast on Resolutions 1 or 10 by or on behalf of a Restricted Voter.

However, this does not apply to a vote cast in favour of Resolutions 1 or 10 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 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 shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

The Chair intends to vote any undirected proxies against Resolution 10.

Resolutions 3 and 5,

The Company will disregard any votes cast on Resolutions 3 or 5 by or behalf of Mr Ben Laurance (or his nominee/s) or an Associate of Mr Ben Laurance, or by or on behalf of anyone who is expected to participate in, or who will obtain a material benefit as a result of, the issue of these securities (except a benefit solely by reason of being a holder of shares in the Company)

However, this does not apply to a vote cast in favour of Resolutions 3 or 5 by:

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

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 3 and 5. Shareholders may also choose to direct the Chair to vote against Resolutions 3 and 5 or to abstain from voting.

Resolutions 4 and 6

The Company will disregard any votes cast on Resolutions 4 or 6 by or behalf of OUCHK (or its nominee/s), or Mr Liu Ying Chun (or his nominee/s), or by or on behalf of anyone who is expected to participate in, or who will obtain a material benefit as a result of, the issue of these securities (except a benefit solely by reason of being a holder of shares in the Company), or an Associate of OUCHK or Mr Liu Ying Chun.

However, this does not apply to a vote cast in favour of Resolutions 4 or 6 by:

- g) 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;
- h) 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
- i) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 4 and 6. Shareholders may also choose to direct the Chair to vote against Resolutions 4 and 6 or to abstain from voting.

Resolution 7

The Company will disregard any votes cast on Resolution 7 by or on behalf of anyone who participated in the issue, or an associate of those persons.

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

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

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 7. Shareholders may also choose to direct the Chair to vote against Resolutions 7 or to abstain from voting.

Resolution 8

The Company will disregard any votes cast on Resolution 8 by or on behalf of anyone who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of these securities (except a benefit solely by reason of being a holder of shares in the Company) or an associate of those persons.

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

- m) 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;
- n) 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
- o) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 8. Shareholders may also choose to direct the Chair to vote against Resolution 8 or to abstain from voting.

GLOSSARY

“Accounting Standards” has the meaning given to that term in the Corporations Act;

“AEDT” means Australian Eastern Daylight Time

“AGM” means Annual General Meeting

“Associate” has the meaning given in Chapter 19 of the Listing Rules.

"ASX" means ASX Ltd ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Ltd;

"Board" means the board of Directors;

"Company" means Axiom Properties Limited ABN 40 009 063 834;

"Constitution" means the Company's constitution, as amended from time to time;

"Corporations Act" means *Corporations Act 2001* (Cth);

“CST” means Central Standard Time;

"Directors" means the Directors of the Company;

“Explanatory Memorandum” means this Explanatory Memorandum accompanying the Notice;

"Financial Statements and Report" means the annual report of the Company for the year ended 30 June 2025;

“For Cause” means serious misconduct, breach of law, breach of a material term of the Participants employment agreement, consultancy agreement or contract for services (as applicable), fraud, lack of honesty or lack of good faith.

“Key Management Personnel” has the meaning given to that term in the Accounting Standards;

"Listing Rules" means the Listing Rules of the ASX;

"Meeting" means the annual general meeting the subject of the Notice;

"Notice" means this Notice of Meeting;

“Return of Capital” means a return of capital intended to be undertaken by the Company;

"Resolution" means a resolution contained in this Notice;

“Restricted Voter” means Key Management Personnel and their Associates;

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

"Shareholder" means the holder of a Share;

“VWAP” means volume weighted average market price

By order of the Board

Michael Alperstein

Company Secretary

Dated: 24 October 2025

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue no later than 20 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (ie where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1 or 10 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any Resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that Resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 11:00 am (AEDT) Tuesday 25 November 2025. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:

by post to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

or

Online: www.investorvote.com.au

Proxies may also now be lodged electronically by casting votes online by following the prompts at www.investorvote.com.au. To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

or

by faxing a completed proxy form to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia). The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11:00 am (AEDT) Tuesday 25 November 2025. If facsimile transmission is used, the power of attorney must be certified.

Custodian voting – for Intermediary Online subscribers (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00 pm AEDT on Tuesday 25 November 2025.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting.

FINANCIAL REPORTS

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2025 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2025 Financial Statements and Report. The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Financial Statements and Report and is also available on the Company's website (www.axiompl.com.au).

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2025 AGM, and then again at the 2026 AGM, the Company will be required to put a resolution to the 2026 AGM, to approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the 2026 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

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

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF MR LIU YING CHUN AS A DIRECTOR

Pursuant to Clause 13.2 of the Constitution, Mr Liu Ying Chun, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr. Liu Ying Chun is the Chief Executive Officer and an Executive Director of OUCHK, a company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. He is primarily responsible for managing the overall operations of OUCHK. Mr. Liu is currently also a director of Langfang Education Consultancy.

Mr. Liu's previous appointments include Chairman of Langfang Huaxi Construction Consultancy Company Limited, Vice-Head in the Langfang Audit Office and Head of Construction Center Department.

Mr. Liu obtained an executive master of business administration degree from University of Science and Technology Beijing and a Diploma in Business Economics awarded by the Renmin University of China. Mr. Liu is also registered as an engineer in the People's Republic of China ("PRC"), a valuer with the China Appraisal Society and a qualified auditor accredited by the National Audit Office in the PRC.

Mr. Liu has served as a director for eight years and is a member of the Group's Audit Committee, Remuneration Committee and Nomination Committee. Mr. Liu was last re-elected as a Director at the 2024 AGM.

Board Recommendation

The Board (other than the relevant director in relation to his own election) unanimously recommends the re-election of Mr Liu Ying Chun as director.

RESOLUTIONS 3, 4, 5 AND 6 – APPROVAL OF ISSUE OF ORDINARY SHARES AND CONVERTIBLE NOTES TO RELATED PARTIES

1. Background

Under ASX Listing Rule 10.11, a company must not issue securities to a related party without shareholder approval.

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 securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issues of securities to Related Parties under Resolutions 3, 4, 5 and 6 fall under Listing Rule 10.11, and does not fall within any of the exceptions under Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 3, 4, 5 and 6 seeks the required shareholder approval to issue the securities under and for the purposes of Listing Rule 10.11.

If any of Resolutions 3, 4, 5, or 6 pass, the Company will be able to proceed with the issue of the ordinary shares and convertible notes, the subject of that Resolution.

If any of Resolutions 3, 4, 5 or 6 is not passed, the Company will not be able to proceed with the issue of the Related Party ordinary shares and convertible notes, the subject of that Resolution.

1. Purpose of the approval

The Company seeks this approval in order to raise funds to allow the Company to issue ordinary shares and convertible notes and use the funds for:

- Scaling of PropTech platforms;
- Working capital; and
- Debt repayments.

2. Details of the Proposed Issuance of securities under Listing Rule 10.13

The table below contains the information required by Listing Rule 10.13 for resolutions 3 and 5, being the issue of ordinary shares and convertible notes to Mr Ben Lawrence.

Item	Summary
Recipient	Mr Ben Laurance
Related Party Position	Director, under Listing Rule 10.11.1
Security Type	a) Ordinary Shares – resolution 3 b) Convertible Notes – resolution 5
Date of Issue	a) No later than 1 month after the date of this meeting b) No later than 1 month after the date of this meeting
Issue Amount	a) 13,500,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$202,500. b) Convertible notes with an aggregate face value of \$800,000, convertible into a maximum of 26,666,667 fully paid ordinary shares in the Company at a conversion price in accordance with the terms.
Issued under an agreement	- Ordinary Shares – no - Convertible Notes – yes, see below
<i>The convertible notes the subject of resolution 5 are being issued under a Convertible Note Issue Agreement between the Company and Ben Lawrence. Below are the additional material terms in relation to the issue of Convertible Notes under resolution 5:</i>	
Issue Price	\$1.00 per Note.
Coupon	10.0% per annum paid quarterly.
Payment of Issue Amount	By no later than 31 January 2026. The Company may demand earlier payment at any time after the Date of Issue.
Marity Date	36 months from the date of issuance.
Conversion and Redemption	- Prior to Maturity, noteholders may convert at any time at their election at the Conversion Price. The Company may not convert the convertible notes prior to the Maturity Date. - Minimum Conversion parcel of \$50,000 and further increments of \$25,000 to apply. - The Company may redeem the Notes (including any unpaid coupon/interest) at any time prior to maturity with no penalty. The noteholder may elect to redeem outstanding convertible notes on the Maturity Date.
Conversion Price	The Conversion Price is determined in accordance with the following: A 20% discount to the preceding 30 day VWAP, subject to the following floor and ceiling: - A floor price (minimum) of 3.0c per share; and - A ceiling price (maximum) of 4.5c per share; or - In the event of a change in control, liquidity event or equity capital raising the notes can be converted at a 20% discount to said event.
Maximum number of Shares issued upon conversion of Convertible Note	The maximum number of Shares that may be issued upon conversion of the Convertible Notes is 26,666,667 Shares.
Voting	The convertible notes do not confer any voting rights on the noteholder to vote in any meeting of the Company's shareholders.
Security	The Notes are unsecured.

The table below contains the information required by Listing Rule 10.13 for resolutions 4 and 6, being the issue of ordinary shares and convertible notes to OUCHK.

Item	Summary
Recipient	OUCHK
Related Party Position	Substantial holder in the Company that has nominated a Director, Mr Liu Ying Chun, to the Board pursuant to a relevant agreement, under Listing Rule 10.11.3
Security Type	a) Ordinary Shares – resolution 4 b) Convertible Notes – resolution 6
Date of Issue	a) No later than 1 month after the date of this meeting. b) No later than 1 month after the date of this meeting.
Issue Amount	a) 13,500,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$202,500. b) Convertible notes with an aggregate face value of \$475,000, convertible into a maximum of 15,833,333 fully paid ordinary shares in the Company at a conversion price in accordance with the terms.
Issued under an agreement	- Ordinary Shares – no - Convertible Notes – yes, see below
<i>The convertible notes the subject of resolution 6 are being issued under a Convertible Note Issue Agreement between the Company and OUCHK. Below are the additional material terms in relation to the issue of Convertible Notes under resolution 6:</i>	
Issue Price	\$1.00 per Note.
Coupon	10.0% per annum paid quarterly.

Payment of Issue Amount	By no later than 31 January 2026. The Company may demand earlier payment at any time after the Date of Issue.
Maturity Date	36 months from the date of issuance.
Conversion and Redemption	• Prior to Maturity, noteholders may convert at any time at their election at the Conversion Price. The Company may not convert the convertible notes prior to the Maturity Date. • Minimum Conversion parcel of \$50,000 and further increments of \$25,000 to apply. • The Company may redeem the Notes (including any unpaid coupon/interest) at any time prior to maturity with no penalty. The noteholder may elect to redeem outstanding convertible notes on the Maturity Date.
Conversion Price	The Conversion Price is determined in accordance with the following: A 20% discount to the preceding 30 day VWAP, subject to the following floor and ceiling: • A floor price (minimum) of 3.0c per share; and • A ceiling price (maximum) of 4.5c per share; or • In the event of a change in control, liquidity event or equity capital raising the notes can be converted at a 20% discount to said event.
Maximum number of Shares issued upon conversion of Convertible Note	The maximum number of Shares that may be issued upon conversion of the Convertible Notes is 15,833,333 Shares.
Voting	The convertible notes do not confer any voting rights on the noteholder to vote in any meeting of the Company's shareholders.
Security	The Notes are unsecured.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 issue of equity securities is a financial benefit, and Mr Ben Laurance (under Listing Rule 10.11.1), OUCHK (under Listing Rule 10.11.3), and Mr Liu Ying Chun as an associate of OUCHK (under Listing Rule 10.11.4), are considered related parties of the Company.

The Directors (other than Mr Ben Laurance, who has a material personal interest in Resolutions 3 and 5), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Ben Laurance on the same terms as Shares issued to the Investors in the issue of equity securities, and as such the giving of the financial benefit is on arm's length terms.

The issue of Ordinary Shares and Convertible Notes to Mr Ben Laurance under Resolutions 3 and 5 are not intended to remunerate or incentivise Mr Laurance.

3. Board Recommendation

The Board, excluding Mr Ben Laurance, unanimously recommends that shareholders vote in favour of the issue of ordinary shares and convertible notes to Mr Ben Laurance under Resolutions 3 and 5.

The Board, excluding Mr Liu Ying Chun, unanimously recommends that shareholders vote in favour of the issue of ordinary shares and convertible notes to OUCHK under Resolutions 4 and 6.

RESOLUTION 7 – RATIFICATION OF REPLENISHMENT OF 15% PLACEMENT CAPACITY

1. Background

Under ASX Listing Rule 7.1, a listed company is limited to issuing a maximum of 15% of its issued capital in any 12-month period without shareholder approval.

On 16 October 2025, the Company issued 64,900,000 ordinary shares at an issue price of \$0.015 under its Listing Rule 7.1 placement capacity. This issue fully utilised the entirety of the Company's 15% placement capacity ("**Placement Shares**").

Resolution 7 seeks ratification for the prior issue of the 64,900,000 ordinary shares to participants under Listing Rule 7.4.

2. *Effect of the Resolution*

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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Placement Shares 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 the entire 15% limit in Listing Rule 7.1, removing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 months period following the date of issue.

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

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

To this end, Resolution 7 seeks shareholder approval to the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Placement Shares will be excluded in calculating Axiom's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date of securities.

If Resolution 7 is not passed, the issue of the Placement Shares will be included in calculating Axiom's 15% limit in Listing Rule 7.1, effectively resulting in the Company not being able to issue any equity securities without shareholder approval (other than in reliance on one of the exceptions in Listing Rule 7.2) over the 12 month period following the date of issue of the Placement Shares.

3. *Purpose of the approval*

The Company seeks this approval in to allow the Company to issue future equity securities and raise funds for:

- Scaling of PropTech platforms;
- Working capital; and
- Debt repayments.

4. *Details of use of 15% Placement Capacity*

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval of the issue of the ordinary shares:

Item	Summary
Issuer	Axiom Properties Limited ABN 40 009 063 834 (the Company).
Security Type	Fully Paid Ordinary Shares.
Security Recipients	Strategic and Sophisticated Investors, who are not related parties of the Company. These investors were clients of Finexia Financial Group as well as clients of Bell Potter and Taylor Collison.
Issue Price	\$0.015 per ordinary share.
Issue Amount	64,900,000 fully paid ordinary shares at an issue price of \$0.015 for a total consideration of \$973,500.
Issue Date	Thursday 16 October 2025

5. *Board Recommendation*

The Board unanimously recommends that Shareholders vote in favour of the replenishment of the 15% placement capacity under this resolution.

RESOLUTION 8 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

2. *Background*

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%.

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. Axiom is an eligible entity for these purposes.

Resolution 8 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

3. *Effect of the resolution*

Resolution 8 seeks the approval of Shareholders to pass a Special Resolution authorising the Company to issue up to an additional 10% of the issued capital in the Company within this additional capacity.

If Resolution 8 is passed, the Company will be able to issue securities up to the combined 25% capacity under Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue securities without Shareholder approval provide for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing securities without shareholder approval under Listing Rule 7.1.

Securities issued under a Listing Rule 7.1A mandate must be in an existing quoted class of securities and issued for cash consideration for the securities which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- The date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- If the securities are not issued within 10 trading days of the date referred to above, the date on which the securities are issued.

The Company has not issued, or agreed to issue, any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM.

4. *Purpose of the approval*

The Company seeks this approval in to raise funds to allow the Company to issue securities and use the funds for:

- Scaling of PropTech platforms;
- Working capital; and
- Debt repayments.

5. *Period for which the approval is valid*

Approval will be valid from the date of this year's AGM and will expire at the earlier of:

- 12 months after the date of this year's AGM at which the approval is made;
- the time and date of the Company's next AGM; and
- the time and date of approval by shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

6. *Risk of economic and voting dilution*

Any issue of equity securities under Listing Rule 7.1A will dilute the interests of shareholders who do not receive any shares under the issue.

There is also the risk that:

- the market price for the Company's shares may be significantly lower on the issue date than on the date of the AGM; and
- equity securities may be issued at a price that is at a discount to the market price of those equity securities on the issue date.

If resolution 8 is approved by Shareholders and the Company issues the maximum number of equity securities available under Listing Rule 7.1A, the economic and voting dilution of existing shares would be as shown in the table below.

The below table has been prepared on the following assumptions:

- the Company issues the maximum number of equity securities;
- the current share price is the share price as at 16 October 2025;
- the "current variable A" shares are the Company's shares on issue as at 16 October 2025;
- the 10% shareholding dilution reflects the aggregate percentage dilution against the issued capital at the time of the issue;
- the table does not show the dilution that may be caused to any one particular shareholder; and

Item	Number of Shares issued, Funds raised, and dilution	Assumed Issue Price		
		\$0.01 (50% decrease)	\$0.02 (Current price)	\$0.03 (50% increase)
497,613,658 (current variable A)	Shares issued	49,761,366	49,761,366	49,761,366
	Funds raised	\$497,614	\$995,227	\$1,492,841
	Dilution	10%	10%	10%
746,420,487	Shares issued	74,642,049	74,642,049	74,642,049
	Funds raised	\$746,420	\$1,492,841	\$2,239,261

(50% increase in current variable A)	Dilution	10%	10%	10%
995,227,316	Shares issued	99,522,732	99,522,732	99,522,732
(100% increase in current variable A)	Funds raised	\$995,227	\$1,990,455	\$2,985,682
	Dilution	10%	10%	10%

7. Allocation policy

The recipients of the equity securities could consist of current shareholders or new investors (or both). The Company will determine the recipients at the time of the issue under ASX Listing Rule 7.1A, having regard to the following factors:

- the purpose of the issue;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- the effect of the issue of the equity securities of the Company;
- prevailing market conditions; and
- advice from corporate, finance and broking advisers (if applicable).

8. Special Resolution Requirement

Under Listing Rule 7.1A, at least 75% of votes cast must be in favour for this resolution to be passed.

9. Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of the additional 10% placement capacity under this resolution.

RESOLUTION 9 – CHANGE OF COMPANY NAME

Resolution 9 is a special resolution and seeks the approval of Shareholders for the Company to change its name to ‘Axtec Limited’. Section 157(1)(a) of the *Corporations Act 2001* (Cth) provides that a company may change its name provided it passes a Special Resolution adopting a new name. Special resolutions require the support of at least 75% of the votes cast. The Board believes that the name of the Company should be reflective of its strategic direction in the property technology space.

If Resolution 9 is passed, the change of name will take effect when ASIC alters the details of the Company’s registration and the Constitution of the Company is amended to reflect the change of name.

The proposed name has been reserved by the Company, and if Resolution 9 is passed, the Company will lodge a copy of the special resolution with ASIC following the meeting in order to effect the change.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

RESOLUTION 10 – SPILL RESOLUTION

This resolution is a “conditional” resolution. It will only be put to the AGM if at least 25% of the votes validly cast on the resolution in Resolution 1 to adopt the 2025 Remuneration Report are cast against that Resolution.

The Corporations Act provides that if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report at two consecutive AGMs are against adoption, members be given the opportunity to vote on a resolution in the form of Resolution 8 at the second meeting (the “two strikes” rule). A first strike was received against the 2024 Remuneration Report.

If less than 25% of the votes validly cast at the AGM are against Resolution 10, then the Spill Resolution in Resolution 8 will not be put to the AGM.

Resolution 10 will only need to be put to the AGM if there is a “second strike” because at least 25% of the votes validly cast are against adopting the 2025 Remuneration Report.

If required to be put to the AGM, this resolution will be considered as an ordinary resolution of the Company, which means that, to be passed, the resolution requires the approval of a simple majority of the votes validly cast by or on behalf of Shareholders entitled to vote on the matter.

If this Spill Resolution is not passed, then the Board as at the conclusion of this AGM will remain in place.

If this Spill Resolution is passed, then the Company must hold a Spill Meeting within 90 days after the AGM to consider the compensation of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, then the following Directors will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting (assuming that Mr Liu Ying Chun is elected or re-elected under Resolution 2):

If Mr Liu Ying Chun, who is seeking re-election at this year’s AGM, is re-elected at the AGM, he will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

If the Spill Resolution is passed, each of the relevant Directors would be eligible to seek re-election at the Spill Meeting.

Board Recommendation

The Board unanimously recommends that Shareholders vote AGAINST Resolution 10.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 25 November 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188292

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Axiom Properties Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Axiom Properties Limited to be held at the offices of JGS Property, Level 34, 60 Margaret Street, Sydney, NSW 2000 on Thursday, 27 November 2025 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	☐	☐	☐	7	Ratification of Replenishment of 15% Placement Capacity	☐	☐	☐
2	Re-election of Mr Liu Ying Chun as a Director	☐	☐	☐	8	Approval of Additional 10% Placement Capacity	☐	☐	☐
3	Approval of Issue of Equity Securities to a Related Party – Mr Ben Laurance	☐	☐	☐	9	Change of Company Name	☐	☐	☐
4	Approval of Issue of Equity Securities to a Related Party – Oriental University City Holdings (H.K.) Limited ("OUCHK")	☐	☐	☐	10	Spill Resolution (conditional item)	☐	☐	☐
5	Approval of Issue of Convertible Notes to a Related Party – Mr Ben Laurance	☐	☐	☐					
6	Approval of Issue of Convertible Notes to a Related Party - Oriental University City Holdings (H.K.) Limited ("OUCHK")	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 10 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically