

Beforepay Group Limited

ASX ANNOUNCEMENT (ASX: B4P)

21 October 2022

Notice of Annual General Meeting and Proxy Form

Beforepay Group Limited (Beforepay or the Company) (ASX: B4P) advises that the Annual General Meeting (AGM) will be held at PwC, Level 17, One International Towers, Barangaroo NSW 2000 and Virtually at 11.00am (AEDT) on 21 November 2022.

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

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

This announcement has been authorised for release to the ASX by the Board of Directors.

For more information, please contact:

Investors	Media
Andrew Keys	Natasha Hirani
Investor Relations, Beforepay	Senior Marketing Manager, Beforepay
Ph: 0400 400 380	Ph: 0450 342 508
investorrelations@beforepay.com.au	mediaenquiries@beforepay.com.au

About Beforepay

Beforepay was founded in 2019 to offer consumers a better way to manage their personal finances by enabling early access to a portion of their pay, on-demand, in exchange for a single fixed fee. For more information visit www.beforepay.com.au.

Beforepay Group Limited

21 October 2022

Annual General Meeting – Letter to Shareholders

Beforepay Group Limited (**Beforepay** or the **Company**) (ASX: B4P) advises that an Annual General Meeting of Shareholders will be held at 11.00am (AEDT) on 21 November 2022 at PwC, Level 17, One International Towers, Barangaroo NSW 2000 and as a virtual meeting (**AGM** or **Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at www.beforepay.com.au.

The Notice is being made available to shareholders electronically and can be viewed and downloaded online at the following link: www.beforepay.com.au

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: B4P).

The Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.beforepay.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Virtual Meeting

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_PD62o98JQxWtqdoiYPSv_Q

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of the Notice) and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

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

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. To vote in person, please pre-register in advance for the physical meeting by contacting the Joint Company Secretary at elizabeth.spooner@automicgroup.com.au.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders attending the meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

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

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

Yours faithfully,

Elena Chan,
Chief Risk Officer, General Counsel and Joint Company Secretary

Beforepay Group Limited

ACN 633 925 505
Suite 6, Level 6,
50 Carrington Street
SYDNET NSW 2000

www.beforepay.com.au



Beforepay Group Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

21 November 2022

11:00AM AEDT

Address

To be held as a virtual meeting and at PwC, Level 17,
One International Towers, Barangaroo NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 21 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.beforepay.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEDT) on Monday, 21 November 2022 at PwC, Level 17, One International Towers, Barangaroo NSW 2000 and as a virtual meeting.

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_PD62o98JQxWtqdoiYPSv_Q

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Joint Company Secretaries at meetings@automicgroup.com.au at least 48 hours before the AGM.

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.

Your vote is important

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

Voting in person

To attend the meeting and vote in person, please pre-register in advance for the physical meeting by contacting the Joint Company Secretary at elizabeth.spooner@automicgroup.com.au

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Beforepay Group Limited ACN 633 925 505 will be held at 11:00am (AEDT) on Monday, 21 November 2022 at PwC, Level 17, One International Towers, Barangaroo NSW 2000 and as a virtual meeting (**Hybrid Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 11:00am (AEDT) on 19 November 2022.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

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

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

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter(s)). However, the Company need not disregard a vote if:

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

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

Re-election of Directors

2. Resolution 2 – Election of Luke Bortoli as Director

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

“That Luke Bortoli, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

3. Resolution 3 – Re-election of Stefan Urosevic as Director

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

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

4. Resolution 4 – Re-election of Daniel Moss as Director

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

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

Listing Rule 7.1A (Additional 10% Capacity)

5. Resolution 5 –Listing Rule 7.1A Approval of Additional 10% Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities 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 otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

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

Issue of Incentive Securities under Equity Incentive Plan

6. Resolution 6 – Approval of Issue of Options to Mr Luke Bortoli, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 75,000 unlisted options under the Equity Incentive Plan to Mr Luke Bortoli (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

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

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

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

However, the above prohibition does not apply if:

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

BY ORDER OF THE BOARD

Elizabeth Spooner

(Joint Company Secretary)

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am (AEDT) on 21 November 2022 at PwC, Level 17, One International Towers, Barangaroo NSW 2000 (Hybrid Meeting).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor. Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report, and the Auditor's Report.

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

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.beforepay.com.au/investor-hub/financial-reports>.

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

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

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

Written questions of the auditor

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

Please note that all written questions must be received at least five business days before the Meeting, which is by Monday, 14 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.beforepay.com.au/investor-hub/financial-reports>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved will (if desired) need to stand for re-election at the Spill Meeting.

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

Voting

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

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

Re-Election of Directors

Resolution 2 – Election of Luke Bortoli as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Luke Bortoli was appointed as an additional Director of the Company on 1 February 2022 and has since served as a Director of the Company. Under this Resolution, Luke Bortoli seeks election as a Director of the Company at this AGM.

He is a Member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

Mr Bortoli is a growth focused executive, director, and investor with a specialisation in the Fintech, mobile gaming, and NFT sectors. Most recently Luke was the Chief Financial Officer at Afterpay Limited, one of the world's fastest growing payments platforms and the largest BNPL operator globally, prior to that he was the Global Head of Strategy and CFO of Special Projects at Aristocrat. Before joining Aristocrat, Luke was a financial institutions and technology focused investment banker specialising in M&A and capital raisings at UBS. Luke is a Non-Executive Director of WithYouWithMe, which is a social impact organisation. Luke has a PhD in Economics from the University of Sydney and is published in a number of internationally refereed journals.

The Board considers Mr Bortoli to be an independent Director.

Directors' recommendation

The Directors (excluding Luke Bortoli) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Stefan Urosevic as Director

The Company's Constitution requires that a Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.

Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Stefan Urosevic was appointed as a Director of the Company on 5 June 2019 and has not sought re-election since his appointment. Under this Resolution, Stefan Urosevic has elected to retire by rotation and, being eligible, seeks re-election as a Director of the Company at this AGM.

He is a Member of the Audit and Risk Committee.

Stefan is currently an Executive Director and the Chief Financial Officer at VFS Group, a holistic wealth management firm based in Sydney. Stefan has extensive experience in Wealth Management, Financial Planning, Corporate Advisory, and Venture Capital Investing. Stefan served as a Non-Executive Director on the board of Grow Inc. and continues to serve as the Responsible Manager for the company. Further, Stefan currently serves as a Non-Executive Director of CTSA Group & TogetherAI. Stefan holds an MBA from Deakin University, is a Fellow of the Financial Services Institute of Australasia (FINSIA), is a member of the Certified Practising Accountants Australia, and is a Graduate of the Australian Institute of Company Directors.

The Board does not consider Mr Urosevic to be an independent Director.

Directors' recommendation

The Directors (excluding Stefan Urosevic) recommend that Shareholders vote for this Resolution.

Resolution 4 – Re-election of Daniel Moss as Director

The Company's Constitution requires that a Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.

Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Daniel Moss was appointed as a Director of the Company on 5 June 2019 and has not sought re-election since his appointment. Under this Resolution, Daniel Moss has elected to retire by rotation and, being eligible, seeks re-election as a Director of the Company at this AGM.

He is a Member of the Remuneration and Nomination Committee.

Daniel is experienced in managing financial services businesses. He is a founding partner and the Managing Director of VFS Group, a firm specialising in wealth management. He has over 15 years' experience in investment markets, specialising in equities, derivatives, and portfolio construction. Daniel is also an active seed stage investor managing multiple venture investments dealing in high growth, disruptive companies. He is an experienced Director having taken board seats on several portfolio companies.

The Board does not consider Mr Moss to be an independent Director.

Directors' recommendation

The Directors (excluding Daniel Moss) recommend that Shareholders vote for this Resolution.

Listing Rule 7.1A

Resolution 5 –Listing Rule 7.1A Approval of Additional 10% Capacity

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 add an additional 10% capacity to its existing 15% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$20.4 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval for the Company to have the additional 10% capacity to issue equity securities without Shareholder approval, as provided for in Listing Rule 7.1A. This Resolution is a special resolution.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval being obtained.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) increasing the funding available for pay advances;
- (b) further developing the Company's business and accelerating the Company's growth objectives; and
- (c) for the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) 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 equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of three different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.22 50% decrease in issue price	\$0.44 issue price ^(b)	\$0.88 100% increase in issue price
"A" is the number of shares on issue,^(a) being 46,462,282 Shares	10% voting dilution^(c)	4,646,228	4,646,228	4,646,228
	Funds raised	\$1,022,170	\$2,044,340	\$4,088,681
"A" is a 50% increase in shares on issue, being 69,693,423 Shares	10% voting dilution^(c)	6,969,342	6,969,342	6,969,342
	Funds raised	\$1,533,255	\$3,066,510	\$6,133,021
"A" is a 100% increase in shares on issue, being 92,924,564 Shares	10% voting dilution^(c)	9,292,456	9,292,456	9,292,456
	Funds raised	\$2,044,340	\$4,088,681	\$8,177,361

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 26 September 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 26 September 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of

issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine the allocation policy that the Company may adopt for an issue at the time of any issue of equity securities under Listing Rule 7.1A .

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has not previously sought Shareholder approval under Listing Rule 7.1A and therefore has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

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

Issue of Incentive Securities under Equity Incentive Plan

Resolution 6 – Approval of Issue of Options to Mr Luke Bortoli, Director of the Company

Background

Resolution 6 seeks Shareholder approval to issue and allot 75,000 unlisted options (**Options**) under the Equity Incentive Plan to Mr Luke Bortoli (or his nominee), Director of the Company. The Company considers that the issue of the Options is an appropriate mechanism to further align the interests of the Directors with Shareholders of the Company.

Director and Related Party Approvals

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

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

As Mr Bortoli is a Director of the Company, the proposed issue of Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolution 6 seeks the required Shareholder approval to issue the Options to Mr Bortoli under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. 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. In accordance with Listing Rule 7.2 (exception 14), if this Resolution is passed, the issue of unlisted Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Options.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue of Options.

Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval under Chapter 2E of the Corporations Act is obtained prior to the giving of the financial benefit.

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

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes

a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Mr Bortoli is a current Director of the Company, he is considered to be a “related party” of the Company. Therefore, the proposed issue of Options to Mr Bortoli (or his nominee) requires Shareholder approval under Chapter 2E of the Corporations Act and Listing Rule 10.14, unless the issue of Options falls within one of the exceptions to the provisions.

The Board (with the conflicted Director excluded) carefully considered the issue of Options and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum and terms of the Options and the responsibilities held by that Director in the Company.

Accordingly, the Company considers that the issue of these Options to Mr Bortoli falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolution 6. Shareholder approval under Chapter 2E of the Corporations Act is therefore not required for this issue.

Information Required by Listing Rule 10.15

The following information in relation to the issue of Options is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) The name of the person proposed to acquire the Options is Mr Luke Bortoli, Non-Executive Director.
- (b) Mr Bortoli falls within the category as set out in Listing Rule 10.14.1 as he is a Director of the Company.
- (c) The maximum number of Options for which Shareholder approval is being sought is 75,000 Options to Luke Bortoli (or his nominee).
- (d) Details of Mr Bortoli’s current total remuneration package (excluding superannuation) is an annual base fee of \$75,000 and committee fees of \$7,500 per annum for each committee of which he is a member.
- (e) Since the Company’s initial public offer, the Company has issued 83,613 options to each of the directors for nil cash consideration.
- (f) Based on a Black-Scholes model valuation the total indicative value of the Options has been assessed to be \$8,250, being \$0.11 per Option. The assumptions underlying the Black Scholes model valuation (as of the date of 5 October 2022), are that the current market price of Shares is \$0.415, the exercise price of the Options is \$1.30, the time to expiration of the Options 3.75 years, the volatility is 70%, the risk-free interest rate is 3.16, and the dividend yield is 0%.
- (g) The Options will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.
- (h) The Options are being issued for nil consideration pursuant to the terms of the Incentive Plan.
- (i) The material terms of the Options are as follows:

Terms	Description
Exercise price	\$1.30
Expiry date	The date which is five years after the date of issue of the Options.

- (j) The Options will also be issued pursuant to the Equity Incentive Plan. The Company has decided to choose this type of equity security as it assists in aligning the interests of the option holder with Shareholders of the Company.
- (k) The Options are proposed to be issued to Mr Bortoli as part of his remuneration, which is not uncommon for Directors. The issue of incentive securities (such as Options) is a cost effective and efficient reward, as opposed to alternative forms of incentives, such as additional cash payments.
- (l) A summary of key terms of the Equity Incentive Plan is attached as Annexure A of this Notice of Meeting.
- (m) There will be no loan made to Mr Bortoli in relation to the issue of Options.
- (n) Details of any securities issued under the Equity Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the Equity Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14.

Enquiries

Shareholders are asked to contact the Joint Company Secretary on +61 (02) 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

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

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 31 August 2022.

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

ASIC means Australian Securities and Investment Commission.

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

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

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

Auditor's Report means the auditor's report of Ernst & Young dated 31 August 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Beforepay Group Limited ACN 633 925 505.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

Dollar or **"\$"** means Australian dollars.

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

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** or **Notice** means this notice of annual general meeting dated 21 October 2022 including the Explanatory Statement.

Options means unlisted options to acquire Shares.

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

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

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

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

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

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

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

ANNEXURE A – SUMMARY OF THE KEY TERMS OF THE EQUITY INCENTIVE PLAN

Term	Description
Eligibility	Offers to participate in the Equity Incentive Plan (LTIP) may be made at the Company's discretion to Directors (including Non-Executive Directors), employees and contractors of the Group, or any other person designated by the Board.
Awards	The LTIP permits the grant of performance rights to acquire Shares (Rights), Options and Shares subject to dealing restrictions (Restricted Shares) in the Board's discretion (Rights, Options and Restricted Shares, together Awards). Rights and Options, to the extent vested and exercised, may be settled in Shares or a cash amount equivalent to the value of the number of Shares to which the participant is entitled as determined in accordance with the grant letter, on and subject to the LTIP rules and the terms of the grant letter. The Restricted Shares, and any Shares issued on exercise of Rights and Options, may be subject to dealing restrictions for a period of time in accordance with the LTIP rules and/or the terms of the relevant grant letter. Each Award entitles the holder to acquire (by way of issue or transfer) one fully paid ordinary share in the Company for each Right or Option upon their vesting and exercise, subject to any applicable vesting conditions and payment of any exercise price.
Issue Price	Unless the Board determines otherwise, Awards will be issued for nil consideration.
Vesting conditions and vesting	The Board will have the discretion to set the terms and conditions on which it will offer Awards under the LTIP and will specify such terms and conditions in the relevant invitation to an eligible participant. The Board may determine that Awards will be subject to performance or service-related conditions which must be satisfied or waived before the Awards vest (Vesting Conditions). The Board has the discretion to set both the Vesting Conditions and the performance period for satisfaction of Vesting Conditions.
Lapse	Unless otherwise determined by the Board, an unvested Award will lapse on the earlier of: • the date specified in the grant letter (or if no date is specified, 15 years from the date of grant); • where the Board determines that any applicable Vesting Conditions have not been satisfied; • where the Board determines that the Award lapses due to the participant transferring Awards in contravention of the restrictions on transfer or entry into prohibited hedging arrangements; • in certain circumstances if the participant's employment ends (see 'Leaver provisions' below); and • if the Board determines that the Award will lapse in the event of a change of control in respect of the Company (see 'Change of control' below).
Dividend and	Rights and Options are not entitled to dividend or voting rights. However, the Board may determine prior to making an offer that any Right and/or

voting entitlements	Option the subject of the offer will carry rights entitling the holder to receive dividend equivalents i.e. a payment in cash or securities equivalent to the value of dividends that would have been payable to the holder had they been the holder of the underlying Shares over which the Right or Option is exercisable. Restricted Shares are entitled to dividend and voting rights and any other rights of an ordinary shareholder in respect of the Restricted Shares.
Participation rights	Rights and Options will not confer the right to participate in new issues of Shares or other securities in the Company unless the Rights or Options are vested and exercised prior to the relevant record date. However, subject to the ASX Listing Rules, the LTIP will provide for adjustments to be made to the number of Shares to which a participant would be entitled on the exercise of Rights and Options, in the event of a bonus issue or pro-rata issue to existing holders of Shares or a reorganisation of capital.
Restrictions	Unless the Board determines otherwise, Awards can only be transferred with the Board's written consent or by force of law upon the death or bankruptcy of a participant. Participants will not be permitted to enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Awards.
Leaver provisions	Where a participant ceases their employment with the Company before the Awards vest, the Awards will be treated in the following manner (unless the Board determines otherwise): • if the participant resigns or is terminated for cause, all Awards will lapse; or • if the participant otherwise ceases their employment, a pro-rata number of the Awards will vest (based on the period of time elapsed in which the participant has to satisfy the Vesting Conditions). A participant who ceases to be an employee must exercise any vested Awards by the earlier of 90 days after ceasing to be an employee, or the date the Awards lapse. The Board may determine a different treatment of vested and unvested Awards upon a participant ceasing to be eligible.
Clawback	If the Board is of the opinion that a participant has obtained, or may obtain, an unfair benefit as a result of an act which: • constitutes fraud, or dishonest, gross misconduct, or gross incompetence in relation to the affairs of the Group; • brings the Group into disrepute; • is in breach of his or her obligations to the Group, including compliance with any applicable Company policy; • constitutes a failure to perform any other act reasonably and lawfully requested of the Participant; or • has the effect of delivering strong Group performance in a manner which is unsustainable or involves unacceptably high risk and results, or is likely to result, in a detrimental impact on Group performance following the end of the period during which Vesting Conditions are

	tested, the Board may clawback or adjust any Award at its discretion to ensure no unfair benefit is derived by the participant.
Change of control	If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all Awards will be dealt with, having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the transaction or event, the extent to which any applicable Vesting Conditions have been satisfied and/or the proportion of any applicable performance period that has passed at that time. This may include determining (at the Board's discretion) that some or all of the Awards will: • vest; • lapse; • remain on foot subject to the applicable Vesting Conditions and performance periods; • remain on foot subject to substituted or varied Vesting Conditions and performance periods which, in the Board's view, are no more difficult to achieve than the original Vesting Conditions and/or no longer than the original performance period(s); • in respect of Options or Rights, convert to Shares on a particulate date; or • may only be settled in cash, or with securities other than Shares.
Amendments	To the extent permitted by the ASX Listing Rules, the Board may amend, supplement or revoke the LTIP or all or any of the rights or obligations attaching to an Award. The Board may not, without the consent of a participant, amend the LTIP or an Award in a way that materially reduces the rights of that participant with respect to an Award or Share that is subject to the LTIP, except for an amendment that is made primarily for complying with present or future laws applicable to the LTIP or the Group, or to correct any manifest error or mistake. For the avoidance of doubt, the preceding provision does not limit the Board's discretion to clawback or adjust any Award to ensure a participant does not obtain an unfair benefit.

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Saturday, 19 November 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.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

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

AUTOMIC

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		
Date (DD/MM/YY)		

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).