

ASX Announcement

PKS Holdings Limited (ASX: PKS)

Sydney, 19 March 2021

Extraordinary General Meeting

PKS Holdings Limited (ASX: PKS) (**PKS** or the **Company**) advises that an Extraordinary General Meeting (**EGM**) will be held at 11:00am (AEST) on 19 April 2021 (**Meeting**) as a hybrid meeting at the offices of Automic Group Level 5, 126 Phillip Street, Sydney NSW 2000 and will also be made available to Shareholders electronically through a virtual meeting.

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

1. A Letter to Shareholders regarding arrangements for the Extraordinary General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Extraordinary General Meeting; and
3. Proxy Form

-END-

Authorised for release by the Chairman

For further information please contact:

Tim Kelsey
CEO PKS Holdings
Phone: 0476 835 311

Mike Hill
Chairman, PKS Holdings
Phone: 0421 056 691

19 March 2021

Dear Shareholder

Extraordinary General Meeting – Notice and Proxy Form

Notice is hereby given that the Extraordinary General Meeting (EGM) of PKS Holdings Limited (ASX: PKS) (**PKS** or the **Company**) will be held as a **hybrid meeting (Meeting)** at 11:00am (AEST) on Monday 19 April 2021.

In accordance with subsection 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**). Instead, the Notice of Meeting is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.pks.com.au/investors/.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the meeting as a hybrid meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

The Meeting will be accessible to all Shareholders virtually via a live webinar, further details of which are set out below.

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

Venue – Hybrid Meeting

The EGM will be held at Automic offices at Level 5, 126 Phillip Street, Sydney NSW 2000 and will also be made available to Shareholders electronically through a virtual meeting.

If you wish to virtually attend the EGM (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_avjvAB0PSPyku6Mo0a-epA

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

Shareholders will be able to vote 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 investor@pks.com.au at least 48 hours before the EGM.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised

to take the following steps to attend and vote virtually on the day of the EGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by Proxy

Shareholders who wish to participate and vote at the AGM are strongly encouraged to complete and submit their proxies as early as possible. A copy of your personalised Proxy Form is enclosed for your convenience.

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 lodgment process please see the Online Proxy Lodgment 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

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

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed but this Notice is given based on circumstances as at 19 March 2021. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.pks.com.au/investors/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Enquiries

Shareholders are encouraged to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the special arrangements applying to this Meeting.

Yours faithfully

Maggie Niewidok
Company Secretary

PKS Holdings Limited
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 627 071 121

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



PKS Holdings Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Date: 19 April 2021

Time: 11:00am (AEST)

Place: The EGM will be conducted at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting, accessible online.

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.

IMPORTANT INFORMATION REGARDING COVID-19

Due to the COVID-19 pandemic, the EGM will be held as a hybrid meeting. If you wish to virtually attend the EGM, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_avjvAB0PSPyku6Mo0a-epA

After registering, you will receive a confirmation email containing information about joining the webinar.

Shareholders are also strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

On 21 September 2020, the Commonwealth Treasurer announced temporary modifications to the *Corporations Act 2001* (Cth) to allow the Notice of Meeting and other information regarding the EGM to be provided electronically and to allow shareholders to participate in the EGM using the online facility which facilitates direct voting and questions.

This Notice of Meeting can be accessed on the Company's website at www.pks.com.au.

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Important Information for Shareholders about the Company's EGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 11 March 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://pks.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the EGM as a hybrid meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEST) on 19 April 2021 as a hybrid meeting at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

Please note that to ensure appropriate social distancing physical attendance at the EGM will be limited to 12 persons including the Board of Directors. The Company therefore strongly encourages shareholders to attend the meeting virtually to avoid the disappointment of not being able to attend in person.

If you are a shareholder and you wish to virtually attend the EGM (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_avjvAB0PSPyku6Mo0a-epA

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

Shareholders will be able to vote 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 investor@pks.com.au at least 48 hours before the EGM.

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 Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Please note the 12 person limit at the physical meeting and that the Company recommends that you attend the meeting virtually to avoid the disappointment of not being able to attend in person.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the EGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

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

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

By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
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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 provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of PKS Holdings Limited ACN 627 071 121 will be held at 11:00am (AEST) on 19 April 2021 as a **hybrid meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary 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 Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 16 April 2021.

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

Resolutions

Approval of Issue of Shares

1. **Resolution 1** – Approval of Issue of Placement Shares to Stephen Borness

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,342,857 fully paid ordinary shares to Stephen Borness (or his Nominee), 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 1 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

2. **Resolution 2** – Approval of Issue of Placement Shares to Andrew Gray

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,000,000 fully paid ordinary shares to Andrew Gray (or his Nominees) 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 1 by or on behalf of:

- (a) Andrew Gray;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

Ratification of Prior Issue of Shares

3. Resolution 3 – Ratification of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 27,942,857 fully paid ordinary shares issued on 1 March 2021 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 3 by or on behalf of:

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

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

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

Election of Director

4. Resolution 4 – Election of James Birch as Director

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

"That James Birch, who was appointed as a Non-executive Director of the Company in March 2021, be elected as a Director of the Company, effective immediately."

BY ORDER OF THE BOARD

Maggie Niewidok
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 Extraordinary General Meeting to be held at 11:00am (AEST) on 19 April 2021 as a **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 Extraordinary General Meeting are set out below.

Resolutions

Approval of Issue of Shares

Resolutions 1 and 2 – Approval to Issue Placement Shares to Related Parties of the Company

Background

As announced by the Company on 23 February 2021, that it had successfully completed a placement to new and existing sophisticated and professional investors of 34,285,714 new fully paid ordinary shares at an issue price of 0.35 cents (\$0.35) per Share raising \$12,000,000 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two allotments, with the first allotment (Allotment 1) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second allotment (Allotment 2) subject to Shareholder approval.

27,942,857 Allotment 1 Shares were issued under ASX Listing Rule 7.1 on 1 March 2021 with the remaining 6,342,857 Allotment 2 Shares to be issued subject to shareholders approving resolutions 1 and 2 as set out in this Notice of Meeting.

Accordingly, Resolutions 1 and 2 seek Shareholder approval to issue and allot 6,342,857 Fully Paid Ordinary Shares to Related Parties of the Company to raise \$211,999.98 for general working capital and investment in the business

Listing Rule 10.11

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

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

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Stephen Borness and Andrew Grey are Directors of the Company (together the Related Parties), they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 1 and 2 seeks the required Shareholder approval to issue the Shares to Stephen Borness or his nominee under and for the purposes of Listing Rule 10.11.

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

If Resolutions 1 and 2 are passed, the Company will be able to proceed with the proposed issue to each of the Related Parties upon receipt of their investment proceeds.

If any of Resolutions 1 and 2 are not passed, the Company will not be able to proceed with the proposed issue to the Related Parties and will not receive the investment proceeds from the Related Party that subject of the Resolution which is not passed.

Chapter 2E of the Corporations Act

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

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

The non-conflicted Directors of the Company (being the Board with Stephen Borness and Andrew Grey removed from discussions) carefully considered the issue of these Shares to Related Parties and formed the view that the giving of these financial benefits are on arm's length terms, as the Allotment 2 Related Shares are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believes that the issue of these Allotment 2

Related Shares to the Related Parties fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Allotment 2 Related Shares to the Related Parties requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Allotment 2 Related Shares to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
 - (i) Stephen Borness; and
 - (ii) Andrew Gray
- (b) Stephen Borness and Andrew Gray are each Directors of the Company. They therefore all fall under listing rule 10.11.1 as related parties of the Company.
- (c) The maximum number of Allotment 2 Related Shares to be issued is:

(i) Stephen Borness	1,342,857
(ii) Andrew Gray	5,000,000
	<u>6,342,857</u>
- (d) The Allotment 2 Related Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Allotment 2 Related Shares will be issued within 1 month of Shareholder approval being obtained by the Company.
- (f) The Allotment 1 Related Shares will be offered at an issue price of \$0.35 per share
- (g) Funds raised from the issue of the Allotment 2 Related Shares will be used by the Company for product development, sales & marketing and research.

Directors’ Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Ratification of Prior Issue of Shares

Resolution 3 – Ratification of Prior Issue of Shares

Background

As advised in the background to Resolutions 1 and 2 above the Company announced on 23 February 2021, that it had successfully completed a placement to new and existing sophisticated and professional investors of 34,285,714 new fully paid ordinary shares at an issue price of 0.35 cents (\$0.35) per Share raising \$12,000,000 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two allotments, with the first allotment (**Allotment 1**) to be issued under the Company’s existing capacity under ASX Listing Rule 7.1, and the second Allotment (**Allotment 2**) subject to Shareholder approval.

27,942,857 Allotment 1 Shares were issued under ASX Listing Rule 7.1 on 1 March 2021 with the remaining 6,342,857 Allotment 2 Shares to be issued subject to shareholders approving resolutions 1 and 2 as set out in this Notice of Meeting.

Accordingly, this Resolution seeks Shareholder approval to ratify the prior issue and allotment of 27,942,857 Allotment 1 Shares which were issued on 1 March 2021 (**Issue Date**).

ASX Listing Rule 7.1

All of the Allotment 1 Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the Allotment 1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

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

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Allotment 1 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Allotment 1 Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Allotment 1 Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- (a) The Allotment 1 Shares were issued to new and existing sophisticated and professional investors selected by Pac Partners Securities Pty Limited as lead manager to the Placement.
- (b) The Company issued 27,942,857 Fully Paid Ordinary Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Allotment 1 Shares were issued on 1 March 2021.
- (e) Each of the Allotment 1 Shares were issued at an issue price of \$0.35 per Allotment 1 Share, which raised \$9,780,000.65.

- (f) Funds raised from the issue of the Shares have been and will be used by the Company for general working capital and investment in the business.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Election of Director

Resolution 4 – Election of James Birch as Director

Resolution 4 seeks Shareholder approval for the Directors to appoint Mr Birch as a Director.

In accordance with clause 13.3 of the Company's Constitution, the Company may elect a person as a Director by resolution passed in general meeting.

Under this Resolution, Mr Birch, having consented to act, seeks election as a Director of the Company at this General Meeting with effect immediately from completion.

Mr Birch is a non-Executive Director on a number of Boards. He was formerly a Partner in Ernst and Young having been the Global Health Leader and the Government and Public Sector Leader. He was also the Lead Partner in Health and Human Services for Asia Pacific. He has over thirty years' experience in planning, leading and implementing change in complex organisations transcending such areas as Health Care, Justice and Human Services. Mr Birch has led many major consultancies over the period 2006 - 2016.

Mr Birch has been a Chief Executive of a Human Services and Health Department, Deputy Chief Executive of Justice and Chief Executive of major health service delivery organisations, including teaching hospitals.

At a National level he has been Chair of the Australian Health Ministers' Advisory Council, a member of the Australian Commission on Safety and Quality in Health Care and was a Board Member of the National E Health Transition Authority and Chair of Rural Health Workforce Australia.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

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

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2020 Annual Report to Shareholders for the period ended 30 June 2020 as lodged by the Company with ASX on 28 August 2020.

ASIC means Australian Securities and Investment Commission.

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

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

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

Auditor's Report means the auditor's report of HLB Mann Judd Assurance (NSW) Pty Ltd dated 28 August 2020 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 PKS Holdings Limited ACN 627 071 121.

Constitution means the Company's constitution.

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

Director means a 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.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by 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 Extraordinary General Meeting** means this notice of extraordinary general meeting including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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 Automatic 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 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

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

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

Your proxy voting instruction must be received by **11.00am (AEST) on Saturday, 17 April 2021**, 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)

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of PKS Holdings Limited, to be held virtually at **11.00am (AEST) on Monday, 19 April 2021**, hereby:

[illegible]

Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Resolutions

Resolutions		For	Against	Abstain
1.	Approval of Issue of Placement Shares to Stephen Borness	☐	☐	☐
2.	Approval of Issue of Placement Shares to Andrew Gray	☐	☐	☐
3.	Ratification of Prior Issue of Shares	☐	☐	☐
4.	Election of James Birch as Director	☐	☐	☐

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary Director
Contact Name:

Director / Company Secretary

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).