

Notice of Annual General Meeting & Explanatory Statement

28 October 2022

Annual General Meeting – 30 November 2022 at 11:00am (Sydney time)

RocketBoots Limited (**Company**) (ASX:ROC) provides notice that the Annual General Meeting (**Annual General Meeting, AGM or Meeting**) of members will be held on Wednesday, 30 November 2022 at 11:00am (Sydney time). The Meeting will be conducted as follows:

Attendance in Person

Shareholders will be able to attend the AGM in person at Level 11, 189 Kent Street, Sydney.

The Notice of AGM, accompanying Explanatory Statement and the Annual Report (**Meeting Materials**) will be made available to Shareholders electronically. To access the Meeting Materials, use the following link: <https://www.rocketboots.com/investors#Announcements>. Alternatively, the Meeting Materials have been posted on the Company's ASX market announcements page.

In accordance with sections 110C-110K the Corporations Act, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, no hard copy of the Notice of AGM, Explanatory Memorandum and the Annual Report will be circulated, unless a Shareholder has requested a physical copy (after the date of this notice) by 28 November 2022, or a Shareholder has previously elected to receive physical communications from the Company and nominated a postal address.

If you are unable to access any of the Meeting Materials online, please contact the Company Secretary, Cameron Petricevic via email at investors@rocketboots.com.

Proxy Forms

The Company strongly encourages Shareholders to lodge a completed Proxy Form in accordance with the Notice of AGM. However, votes may also cast during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of AGM.

AGM Questions

Shareholders may ask questions during the AGM. Written questions submitted in advance of the Meeting are encouraged and should be emailed to investors@rocketboots.com. The Company's auditor will attend the AGM.

End of Announcement

Authorised for release by the Board of RocketBoots Limited

For further information contact:

Cameron Petricevic (Company Secretary & Non-Executive Director)
investors@rocketboots.com

About RocketBoots

RocketBoots takes a first principles approach to solving fundamental business problems — applying the power of mathematics, computer science and machine learning to create compelling, disruptive software.

RocketBoots portfolio of software helps its retail banking and retail customers:

- Optimise workforce management across physical and digital channels
- Align property capital investment and operating costs to customer demand
- Deliver better customer experiences
- Stem fraud and loss



Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

ROCKETBOOTS LIMITED

ACN 165 522 887

will be held at

11:00am Sydney time on 30th November 2022

at

RocketBoots Limited

Level 11, 189 Kent Street, Sydney 2000

Attendance in person

Shareholders will be able to attend the AGM in person at Level 11, 189 Kent Street, Sydney.

Meeting registration commences at 10:30am Sydney time, on 30 November 2022

Voting

Shareholders are strongly encouraged to vote by submitting a Proxy Form in accordance with the Notice of AGM.

This Notice of AGM and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

ROCKETBOOTS LIMITED

ACN 165 522 887

Registered office: Level 11, 189 Kent Street, Sydney New South Wales 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM or Meeting) of Members of RocketBoots Limited (Company) will be held at 11:00am Sydney time on 30 November 2022. Shareholders will be able to attend the AGM in person.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2022.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.

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 2001 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the year ended 30 June 2022 be adopted."

Note: Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Pang Ming Wee as a Director of the Company

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

"That Pang Ming Wee, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

By order of the Board

Dated: 28 October 2022

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the AGM, shares will be taken to be held by the persons who are registered as holding the shares at 7:00 pm Sydney time 2 days before the date of the AGM. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.
3. **Voting Exclusion**
Statement: Resolution 1

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member, unless:

- the vote is cast as proxy for a person entitled to vote is in accordance with a direction on the Proxy Form; or
- the vote is cast by the Chair of the Meeting as proxy for a person entitled to vote and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Any undirected proxies held by Directors or other Key Management Personnel or their Closely Related Parties (excluding the Chair) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chair's box on the Proxy Form you expressly acknowledge that the Chair of the Meeting will vote as indicated on the Proxy Form even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the Chair. The Chair will vote undirected proxies in favour of Resolution 1.

EXPLANATORY MEMORANDUM

Receipt and consideration of Accounts & Reports

The Corporations Act requires the Company's Annual Report for the financial period ending 30 June 2022 (which incorporates the Company's Financial Report, reports of the Directors (including the Remuneration Report) and the Auditor's Report) to be received and considered before the Annual General Meeting. The Annual Report is available at <https://www.rocketboots.com/investors#Announcements>. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. Section 250R(3) of the Corporations Act requires that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2022 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report is available at <https://www.rocketboots.com/investors#Announcements>.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

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

It is noted that the Company was not listed at its last Annual General Meeting, and therefore no votes were cast against the remuneration report at that meeting.

Directors' Recommendations

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with Closely Related Parties of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

Resolution 2: Re-election of Pang Ming Wee as a Director of the Company

The Constitution of the Company requires that there must be an election of Directors at each Annual General Meeting, and that at least one Director must retire. If no person is standing for election or re-election, then the Director who has been in office the longest. Pang Ming Wee retires by rotation and, being eligible, offers himself for re-election.

Mr Wee was appointed as a Director of the Company on 22 June 2019 (prior to the Company's re-admission to the official list of the ASX).

Mr Wee has been the Finance Director for Catcha Group since 2012. Mr Wee is responsible for the Catcha Group's overall general finance as well as corporate finance, which includes activities such as due diligence, acquisitions and initial public offerings. During his time with Catcha Group, he has assumed a key corporate finance role working with various advisors in the initial public offering of iCar Asia Ltd, Ensogo Ltd and Frontier Digital Ventures Ltd.

Prior to joining Catcha Group, Mr Wee provided Audit Assurance services with KPMG and BDO. His portfolio ranged from telecommunications, property development, print & online media, construction, retail & trading and multi-level marketing.

Mr Wee is a qualified Chartered Accountant with the Institute of Chartered Accountants in Australia (ICAA) and graduated with a Bachelor of Commerce in University of Queensland, Australia.

Mr Wee is the chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

Directors' Recommendations

The Directors (with Mr Wee abstaining), recommend that Shareholders vote in favour of this resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00 pm Melbourne time on 28 November 2022 (being the date 2 days before the date of the Annual General Meeting) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. Shareholders may vote by participating in person at the Meeting or by appointing an attorney or corporate representative to participate in person at the Meeting and vote on their behalf. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this Notice.
4. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

Voting at the Meeting

5. Shareholders wishing to vote in person, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must be in attendance at Level 11, 189 Kent Street, Sydney at 11:00am (Sydney time) on Wednesday, 30 November 2022.

Voting by proxy

6. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
7. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that Resolution as they think fit.
8. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
9. Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf.
10. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, or does not vote on the Resolution, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.
11. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice.
12. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or where it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.
13. A Proxy Form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the Proxy Form by no later than 11 am Sydney time on 28 November 2022.

Voting by attorney

14. If a Shareholder wishes to appoint an attorney to vote at the Meeting, the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Company no later than 11 am (Sydney time) on 28 November 2022 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).
15. Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.
16. The appointment of an attorney is not revoked merely by a Shareholder's participation and taking part in the Meeting, but if a Shareholder votes on a resolution, the attorney is not entitled to vote, and must not vote, as the Shareholder's attorney on that resolution.

Voting by corporate representative

17. To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a Certificate of Appointment of Corporate Representative from the Company, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Company before 11 am (Sydney time) on 28 November 2022.
18. The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.
19. The original Certificate of Appointment of Corporate Representative, a certified copy of the Certificate of Appointment of Corporate Representative, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"\$" means Australian Dollars;

"Annual Report" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2022;

"Auditor's Report" means the auditor's report on the Financial Report;

"Board" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"Chair" means the person appointed to chair the Meeting of the Company convened by the Notice;

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 entity;
- (e) a company the member controls;
- (f) a private trust of which the member is a beneficiary; or
- (g) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

"Company" means RocketBoots Limited ACN 165 522 887;

"Constitution" means the constitution of the Company as at the date of the Meeting;

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

"Director" means a Director of the Company;

"Directors' Report" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"Explanatory Memorandum" means the explanatory memorandum which forms part of the Notice;

"Financial Report" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"Key Management Personnel" means those persons having authority and responsibility for directing and controlling the activities of the Company, including any director (whether executive or otherwise) of the Company.

"Meeting", **"Annual General Meeting"**, and **"AGM"** has the meaning given in the introductory paragraph of the Notice;

"Notice" means the Notice of Meeting accompanying this Explanatory Statement;

"Proxy Form" means the proxy form attached to the Notice;

"Remuneration Report" means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2022 and which is set out in the Annual Report.

"Resolution" means a resolution referred to in the Notice;

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

"Shareholder" means shareholder of the Company.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ROC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

RocketBoots Limited Annual General Meeting

The RocketBoots Limited Annual General Meeting will be held on Wednesday, 30 November 2022 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Monday, 28 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 11, 189 Kent Street, Sydney, NSW 2000

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

ROC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Monday, 28 November 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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



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I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of RocketBoots Limited hereby appoint

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the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RocketBoots Limited to be held at Level 11, 189 Kent Street, Sydney, NSW 2000 on Wednesday, 30 November 2022 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Pang Ming Wee as a Director of the Company	☐	☐	☐

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

