

Biome Australia Limited

ACN 627 364 014

Notice of Annual General Meeting

To be held at: Virtual meeting only

To be held on: Tuesday, 28 November 2023

Commencing: 10:00am AEDST (Melbourne time)

Important Information

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting virtually, through an online meeting platform where Shareholders will be able to participate and vote online.

[Click here to register](#)

Details on how to access the Meeting virtually are set out in this Notice.

This Notice of Annual General 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 advisors prior to voting.

Biome Australia Limited – Notice of 2023 Annual General Meeting

TIME AND PLACE OF MEETING

Notice is hereby given that the 2023 Annual General Meeting of Biome Australia Limited (ACN 627 364 014) (the **Company**) will be held on **Tuesday, 28 November 2023, commencing at 10:00am AEDST.**

The meeting will be held online only, through a virtual weblink where Shareholders will be able to watch, listen, ask questions and vote.

VIRTUAL MEETING

The Directors have made a decision in accordance with clause 15.1(i) of the Constitution to hold a wholly virtual Meeting. Shareholders are able to be present virtually at the Meeting via live webinar. If you wish to virtually attend the Meeting, please register here:

[Click here to register](#)

To If you wish to vote at the virtual Meeting, you must register to attend by no later than **10:00am (AEDST) on Sunday, 26 November 2023.**

To register to attend the virtual Meeting, you must provide your details (including your security holder reference number (**SRN**) or holder identification number (**HIN**), and postcode) to be verified as a Shareholder.

Shareholders will not be able to physically attend the Meeting in person.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting, the Company will provide further information on its website <https://biomeaustralia.com/>, and via an ASX announcement.

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 George Lazarou, Company Secretary at george@activated.co before **5:00pm (AEDST) on Wednesday, 22 November 2023.**

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

VOTING VIRTUALLY

For Shareholders to vote at the virtual Meeting, the Company must be given at least 48 hours' notice so that the Company can verify the Shareholder's entitlement to vote. Therefore, Shareholders who wish to vote on the day of the Meeting will need to register to virtually attend the Meeting by no later than **10:00am (AEDST) on Sunday, 26 November 2023.**

If you wish to vote at the virtual Meeting, please register here by no later than **10:00am (AEDST) on Sunday, 26 November 2023:**

[Click here to register.](#)

Voting online will be available between the registration open of the Meeting (10:00 am (AEDT) on Tuesday, 28 November 2023 and the closure of voting as announced by the Chair during the Meeting.

VOTING IN PERSON

Shareholders will not be able to physically attend the Meeting, and will not be able to vote in person.

VOTING BY PROXY

To vote by proxy, please either:

- (a) complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.; or
- (b) complete and lodge your proxy online via the Company's share registry, Automic, by following the steps for online lodgement set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you wish to vote by proxy, you must return your completed Proxy Form to the Company by no later than **10:00am (AEDST) on Sunday, 26 November 2023**.

ALL RESOLUTIONS WILL BE BY POLL

Votes on each of the resolutions proposed at the AGM will be conducted by way of a poll.

ELIGIBILITY TO VOTE

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at **7:00pm AEDST on Sunday, 26 November 2023**. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (03) 9017 5800.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 2023.”

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

Voting prohibition statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ILARIO FAENZA

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

“That, for the purpose of ASX Listing Rule 14.5 and for all other purposes, Mr Ilario Faenza, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF LOAN FUNDED SHARE PLAN

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

“That, pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13(b)), sections 200B, 200E, 257B(1), 257C(1) and 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the Loan Funded Share Plan and the grant of Incentive Shares under the Loan Funded

Share Plan be approved on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person who is eligible to participate in the Loan Funded Share Plan or any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution 3 by:

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

Voting prohibition statement

A vote on this Resolution 3 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a Related Party of the Company to whom the passing of Resolution 3 would permit a financial benefit to be given; or
- (b) an Associate (as that term is defined in the Corporations Act) of such any such person described in sub-clause (a) above.

However, a person (the voter) described above may cast a vote on this Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

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

5. RESOLUTION 4 – APPROVAL OF GRANT OF INCENTIVE SHARES TO BLAIR VEGA NORFOLK

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

“That subject to Resolution 3 being passed, pursuant to and in accordance with ASX Listing Rule 10.14, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue, transfer or allocation of and acquisition by Blair Vega Norfolk (and/or his nominee) of 4,047,456 Incentive Shares under the Loan Funded Share Plan, and the giving of financial assistance by the Company to Blair Vega Norfolk (and/or his nominee) to fund the acquisition of those Incentive Shares, in each case on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a person who is:

- (a) a Director;
- (b) an Associate of a Director; or
- (c) a person whose relationship with the Company, a Director or an Associate of a Director is such that in ASX's opinion an acquisition of Incentive Shares by that person should be approved by Shareholders,

who is eligible to participate in the Loan Funded Share Plan. However, this does not apply to a vote cast in favour of this Resolution 4 by:

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

Voting prohibition statement

A vote on this Resolution 4 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) Blair Vega Norfolk and his Associates (as that term is defined in the Corporations Act);
- (b) a member of the Key Management Personnel; or
- (c) a Closely Related Party of any such person described in sub-clause (b) above.

However, a person (the voter) described above may cast a vote on this Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:

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

6. RESOLUTION 5 – APPROVAL OF GRANT OF INCENTIVE SHARES TO ILARIO FAENZA

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

“That subject to Resolution 3 being passed, pursuant to and in accordance with ASX Listing Rule 10.14, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue, transfer or allocation of and acquisition by Ilario Faenza (and/or his nominee) of 1,517,796 Incentive Shares under the Loan Funded Share Plan, and the giving of financial assistance by the Company to Ilario Faenza (and/or his nominee) to fund the acquisition of those Incentive Shares, in each case on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a person who is:

- (a) a Director;

- (b) an Associate of a Director; or
- (c) a person whose relationship with the Company, a Director or an Associate of a Director is such that in ASX's opinion an acquisition of Incentive Shares by that person should be approved by Shareholders,

who is eligible to participate in the Loan Funded Share Plan. However, this does not apply to a vote cast in favour of this Resolution 5 by:

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

Voting prohibition statement

A vote on this Resolution 5 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) Ilario Faenza and his Associates (as that term is defined in the Corporations Act);
- (b) a member of the Key Management Personnel; or
- (c) a Closely Related Party of any such person described in sub-clause (b) above.

However, a person (the voter) described above may cast a vote on this Resolution 5 as a proxy if the vote is not cast on behalf of a person described above and either:

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

7. RESOLUTION 6 – APPROVAL OF GRANT OF INCENTIVE SHARES TO DOMINIQUE FISHER

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

“That subject to Resolution 3 being passed, pursuant to and in accordance with ASX Listing Rule 10.14, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue, transfer or allocation of and acquisition by Dominique Fisher (and/or her nominee) of 1,011,684 Incentive Shares under the Loan Funded Share Plan, and the giving of financial assistance by the Company to Dominique Fisher (and/or her nominee) to fund the acquisition of those Incentive Shares, in each case on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of a person who is:

- (a) a Director;
- (b) an Associate of a Director; or

- (c) a person whose relationship with the Company, a Director or an Associate of a Director is such that in ASX's opinion an acquisition of Incentive Shares by that person should be approved by Shareholders,

who is eligible to participate in the Loan Funded Share Plan. However, this does not apply to a vote cast in favour of this Resolution 6 by:

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

Voting prohibition statement

A vote on this Resolution 6 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) Dominique Fisher and her Associates (as that term is defined in the Corporations Act);
- (b) a member of the Key Management Personnel; or
- (c) a Closely Related Party of any such person described in sub-clause (b) above.

However, a person (the voter) described above may cast a vote on this Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

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

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 5,000,000 UNLISTED OPTIONS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 2,500,000 unlisted Options expiring 31 March 2026 exercisable at \$0.12; and*
- (b) 2,500,000 unlisted Options expiring 31 March 2026 exercisable at \$0.20,*

in the capital of the Company on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Canary Capital Pty Ltd ACN 618 657 640 (**Canary Capital**) (being the entity that was issued the Options that are the subject of Resolution 7, as described further at section 6 below) and any Associate of Canary Capital.

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

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

9. RESOLUTION 8 – AMENDMENT OF CONSTITUTION

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

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company’s Constitution be modified in the manner set out in the Explanatory Statement to this Notice of Meeting, with the amendments to take effect from the conclusion of this Meeting.”

10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

The accompanying important information and Explanatory Memorandum form part of this Notice of Annual General Meeting.

By order of the Board.

George Lazarou
Company Secretary
11 October 2023

EXPLANATORY STATEMENT

1. ITEM 1: FINANCIAL STATEMENTS AND REPORTS

1.1 Purpose of Resolution

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has previously elected to receive one pursuant to section 314 of the Corporations Act. The Company's annual financial report is available on its website at <https://biomeaustralia.com>.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the Company's annual financial report.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, JTP Assurance, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the Company's auditor must be delivered by **5:00pm AEDST on Wednesday 22 November 2023** to:

The Company Secretary
George Lazarou
Email: george@activated.co

2. ITEM 2: RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2023.

The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Voting exclusion and Directors' recommendation

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance, makes no recommendation regarding this Resolution.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. ITEM 3: RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ILARIO FAENZA

3.1 General

Listing Rule 14.4 and clause 18.5(b) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement. This applies from the time of admission.

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

Mr Ilario Faenza has served as a Director since 10 August 2020 and stands for re-election under ASX Listing Rule 14.5.

3.2 Qualifications and other material directorships

Mr Faenza is an M&A, PE & investment banking specialist with over 30 years' experience in a range of high growth industries. Mr Faenza has successfully started multiple companies and provided advisory, specialist M&A, due diligence, structuring and fund raising assistance to numerous businesses. Mr Faenza has raised > \$100M over the past 15 years for high growth companies and actively assists management with execution of strategy, commercial negotiations, IPO's and exit strategies.

3.3 Independence

The Company considers Mr Faenza to be independent on the basis he has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If re-elected, the Board considers Mr Faenza will be an independent director.

3.4 Directors' recommendation

The Board, with Mr Faenza not being present while the matter was considered and abstaining from voting, consider that Mr Faenza has made and will continue to make a valuable contribution to the Board and the Company, and recommend that Shareholders vote in favour of the re-election of Mr Faenza.

The Chair intends to vote undirected proxies in favour of Resolution 2.

4. ITEM 4: RESOLUTION 3 – APPROVAL OF LOAN FUNDED SHARE PLAN

4.1 Background

The Company has adopted the Loan Funded Share Plan under which Eligible Participants are offered the opportunity to apply for the issue of quoted Incentive Shares to attract, motivate and retain such persons and provide them with an incentive to deliver growth and value to all Shareholders.

The Loan Funded Share Plan provides a way for the Company to remunerate persons who are able to assist it to achieve its objectives with no cash outflow impact.

The purpose of the Loan Funded Share Plan is to:

- (a) align the interests of Eligible Participants with those of Shareholders;
- (b) retain Eligible Participants and create stability for the Company and the Board (as applicable); and
- (c) appropriately compensate Eligible Participants for their work for the Company and its subsidiaries.

Incentive Shares issued under the Loan Funded Share Plan will be subject to vesting conditions and/or other performance criteria, and certain disposal restrictions.

The Plan also enables the Company to provide limited recourse loans to Eligible Participants to fund the purchase of Incentive Shares under the Loan Funded Share Plan. Please see item 6 ('Acquisition Price') and item 7 ('Loan and security interest') of schedule 1 for further details.

Any loan granted under the Plan will be a 'limited recourse' loan, meaning that the repayment obligation of the Eligible Participant will be limited to gross proceeds of sale in respect of the Incentive Share.

A summary of the key terms of the Loan Funded Share Plan is set out in schedule 1.

If the Loan Funded Share Plan is approved in accordance with Resolution 3, it is the intention of the Board to issue up to 9,612,708 Incentive Shares after the Meeting to certain Directors and executives of the Company as detailed below. These issues (if approved) will be made at a price per Incentive Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the offer to the relevant participants.

Proposed participant(s) under Loan Funder Share Plan	Relationship with Company	Incentive Shares proposed to be issued		Loan to fund Acquisition Price?	Vesting conditions and/or performance criteria?
		By number	Value on issue, assuming a share price of \$0.136734, using the Black Scholes valuation methodology		
Blair Vega Norfolk	CEO and Managing Director	4,047,456	\$242,644.99	Yes	Yes
Ilario Faenza	Chair and Non-executive Director	1,517,796	\$90,991.87	Yes	Yes
Dominique Fisher	Non-executive Director	1,011,864	\$60,661.25	Yes	Yes
Dr Jaroslav Boublik	Chief Science Officer, member of the Audit and Risk Committee and member of the Nomination and Remuneration Committee	1,011,864	\$60,661.25	Yes	Yes
Douglas Loh	Chief Financial Officer	2,023,728	\$121,322.49	Yes	Yes

The Black Scholes valuation methodology used to determine the value on issue (as set out in the above table), is premised on the following assumptions:

- (a) issue date of 30 November 2023;
- (b) loan expiry date of 30 November 2030;
- (c) issue price of \$0.136734 (being the 5-day VWAP up to and including 9 October 2023);
- (d) loan term of 7 years;
- (e) expected volatility of 33.75%;
- (f) dividend yield of nil; and
- (g) risk-free interest rate of 3.995%.

A copy of the Loan Funded Share Plan Rules can be obtained, free of charge, by contacting the Company Secretary, George Lazarou on (03) 9017 5800 or by email at george@activated.co.

4.2 Applicable provisions of the ASX Listing Rules and Corporations Act

Shareholders are asked to consider, and if appropriate, approve the Loan Funded Share Plan and the issue of Incentive Shares under that Plan for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), sections 200B, 200E, 257B(1), 257C(1), 259B(2) and 260C(4) of the Corporations Act, and all other purposes.

The reasons for which Shareholder approval is being sought under those rules and provisions are discussed below:

(a) **ASX Listing Rules 7.1 and 7.2 (Exception 13(b)) – Issue of Incentive Shares**

Listing Rule 7.1, known as the “15% rule”, limits the capacity of an ASX-listed company to issue securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not issue or agree to issue Equity Securities equal to more than 15% of the total number of Ordinary Securities on issue in the capital of the company 12 months prior to the proposed date of issue or agreement to issue (excluding any shares issued in reliance on the 15% rule in that 12 month period) (**15% Placement Capacity**) unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

Listing Rule 7.2, Exception 13(b) provides an exception to Listing Rule 7.1 by which Equity Securities may be issued under an employee incentive scheme without shareholder approval for a period of 36 months from the date on which shareholders approve the issue of Equity Securities under that scheme as an exception to Listing Rule 7.1. Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting pertaining to the shareholder approval sought. Exception 13(b) also ceases to be available if there is a material change to the employee incentive scheme as set out in that notice of meeting.

(b) **Corporations Act, sections 200B and 200E – Executive termination benefits**

The Corporations Act restricts the benefits that a company can give a person who holds a managerial or executive office (as defined in the Corporations Act) in that company, upon that person’s retirement from an office or position of employment in that company or its related bodies corporate.

Generally, Shareholder approval is required for the Company to give any benefit to a Director or executive of the Company or one of its subsidiaries in connection with their retirement from office or employment with the Company or a subsidiary, unless a specific statutory exemption applies. “Benefit” is defined broadly under the law, and includes relevantly:

- (i) the automatic or accelerated vesting of share-based payments for a person; and
- (ii) the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain on or as a result of retirement from their office or position of employment in the company.

The Loan Funded Share Plan Rules confers discretion on the Board to decide how vested and unvested Incentive Shares issued to an Eligible Participant (which includes directors and executives of the Company or its subsidiaries) should be treated upon their cessation of office or engagement with the Company or a subsidiary (as the case may be) as the result of their death or total and permanent disability.

Where an Eligible Participant is a Director or executive of the Company, any determination made by the Board in relation to the treatment of Incentive Shares on the death or total and permanent

disability of that Eligible Participant, which gives that Eligible Participant a benefit that he or she would not otherwise have in the ordinary course, is a benefit that requires the approval of Shareholders under sections 200B and 200E of the Corporations Act. This includes where the Board exercises its discretion to:

- (i) allow that Participant's unvested Incentive Shares to remain on foot and continue to be held by Participant or their nominee the after the date of death or total and permanent disability; and
- (ii) amend or otherwise waive the applicable performance criteria and/or vesting conditions of the Participant's Incentive Shares.

(c) **Corporations Act, sections 257B(1) and 257C(1) – Buy-back of Incentive Shares**

If the Loan Funded Share Plan is approved, there may be circumstances where the Company will need to undertake a buy-back of Incentive Shares issued (e.g., in situations where Incentive Shares are forfeited or surrendered by the Participant where they have committed fraud or a similar breach of their duties toward the Company) using the employee share scheme buy back procedure under the Corporations Act. In order to undertake such buy-back, the terms of the buy-back agreement as contemplated in the Loan Funded Share Plan must be approved by Shareholders as an ordinary resolution, before the buy-back agreement is entered into.

(d) **Corporations Act, sections 259B(1)-(2) – Company taking security over Incentive Shares**

Where the Company provides a loan to a Participant to fund their purchase of Incentive Shares under the Plan, the Company proposes to take security over the relevant Incentive Shares until such time as the loan is repaid or otherwise satisfied in full in accordance with the Rules. See item 7 of schedule 1 for further details.

Section 259B(1) of the Corporations Act prohibits a company from taking security over shares in itself or a company that controls it, unless one of the legislative exceptions applies. Relevantly, the Company is permitted to take security over Incentive Shares if the Loan Funded Share Plan has been approved by resolution passed at a general of the Company under Section 259B(2) of the Corporations Act.

(e) **Corporations Act, sections 260C(4) – Financial assistance**

As noted in section 4.1 above, as part of the Loan Funded Share Plan, the Company will provide financial assistance to Eligible Participants in the form of limited recourse loans to fund the purchase of Incentive Shares under the Plan. Each loan granted under the Plan constitutes the provision of financial assistance by the Company to acquire its own Shares, which is only permitted to be given under section 260A of the Corporations Act if:

- (i) giving the assistance does not materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors; or
- (ii) the assistance is specifically approved by Shareholders; or
- (iii) the assistance is exempted under section 260C of the Corporations Act, including if the assistance is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

While the Board does not believe that the provision of financial assistance in the form of the loans contemplated above will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Board considers it prudent to seek the approval of Shareholders to the Loan Funded Share Plan to ensure that the Plan qualifies for the special exemption under section 260C referred to above.

4.3 Additional information

The following information is provided in relation to the Loan Funded Share Plan for the purposes of Listing Rule 7.2, Exception 13(b), and sections 257C(2) and 200E(2) of the Corporations Act:

(a) **Specific information required by Listing Rule 7.2, Exception 13(b)**

- (i) The material terms of the Loan Funded Share Plan are summarised in schedule 1.
- (ii) As the Loan Funded Share Plan is being introduced for the first time, no Incentive Shares have been issued under the Plan to date.
- (iii) The maximum number of Shares that may be issued under the Loan Funded Share Plan, if approved, is 20,237,293 Incentive Shares, which is equal to 10% of the total number of Shares on issue as at the date of this Notice, subject to the passing of Resolution 8.

(b) **Specific information required by section 200E(2) of the Corporations Act**

As explained in section 4.2(b) above, the Loan Funded Share Plan Rules confer discretion on the Board to decide how vested and unvested Incentive Shares issued to a Participant (which includes Directors and executives of the Company or its subsidiaries) should be treated upon termination of their office or employment with the Company or a subsidiary (as the case may be) due to death or total and permanent disability.

The Board may, in exercise of this discretion, confer on a Participant a benefit in connection with his or her cessation from a managerial or executive office with the Company or its subsidiaries that he or she would not otherwise have received in the ordinary course (**Termination Benefit**). The monetary value of such Termination Benefit cannot be ascertained until such time as the Board decides to exercise such discretion in the future. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (i) the number of vested and unvested Incentive Shares held by the relevant Participant prior to ceasing in such managerial or executive office;
- (ii) the relevant Participant's length of service with the Company and performance over that period of time;
- (iii) any other factors that the Board determines to be relevant when exercising its discretion;
- (iv) the market price of the Company's Shares on ASX at the relevant time; and
- (v) the risk-free rate of return in Australia and the estimated volatility of the Company's Shares on ASX at the relevant time.

The Company will calculate the value of any Termination Benefit given to an Eligible Participant in connection with their retirement from a managerial or executive office with the Company or its subsidiaries at the relevant time based on the above factors.

4.4 Consequences of Resolution 3 being passed

If Resolution 3 is passed, the Company will be able to:

- (a) issue Incentive Shares to Eligible Participants under the Loan Funded Share Plan for a period of 36 months after the date of the Meeting without reducing its capacity to issue Equity Securities without Shareholder approval up to the 15% limit referred to above in any 12-month period during those 36 months;

- (b) financially assist Eligible Participants in the acquisition of Incentive Shares under the Plan by providing limited recourse loans for the amount of their issue price, and taking security over such Incentive Shares until such time as the loan is repaid or otherwise satisfied in full in accordance with the Rules;
- (c) buy back Incentive Shares where necessary, for example, in the event of forfeiture or surrender due to fraud or a similar breach of the Participant's duties toward the Company; and
- (d) by resolution of its Board, decide how vested and unvested Incentive Shares issued to an Participant should be treated upon their cessation from a managerial or executive office with the Company or its subsidiaries due to death or total and permanent disability, without the need to obtain further Shareholder approval under section 200B and 200E of the Corporations Act for any Termination Benefit (as defined in section 4.3(b) above) that may arise in favour of the Eligible Participant as a result of the Board's exercise of its discretion under the Loan Funded Share Plan Rules.

4.5 Consequences of Resolution 3 not being passed

If Resolution 3 is not passed, the Company will still be able to issue Incentive Shares under the Plan to Eligible Participants (subject to any further approvals that may be required under the Listing Rules and the Corporations Act for issues of Shares to Directors), however:

- (a) the size of each issue (ie, how many Incentive Shares may be issued as at a particular time) will be constrained by how many Equity Securities the Company has already issued without Shareholder approval in reliance on the 15% Placement Capacity in the 12 month period prior to the proposed issue of Incentive Shares;
- (b) each issue of Incentive Shares will reduce the Company's capacity to issue further Equity Securities without Shareholder approval in reliance on the 15% Placement Capacity in the 12 month period following the relevant issue of Incentive Shares;
- (c) the Company will not be able to:
 - (i) financially assist Eligible Participants in the acquisition of Incentive Shares under the Plan without obtaining the approval of Shareholders;
 - (ii) secure its interests in the repayment of any loan that is granted under the Plan (if approved by Shareholders), by taking security over the relevant Incentive Shares; and
 - (iii) buy back any Incentive Shares where necessary, for example, in the event of forfeiture or surrender, without obtaining the approval of Shareholders on each occasion, and
- (d) where Incentive Shares are issued to an Eligible Participant that occupies a managerial or executive office with the Company or its subsidiaries, the Company may need to obtain the approval of Shareholders for the purposes of section 200B and 200E of the Corporations Act where the Board exercises its discretion under the Plan Rules in a way that results in the Eligible Participant receiving a benefit in connection with their retirement from office that he or she would not otherwise have received in the ordinary course.

4.6 Voting exclusion

A voting exclusion statement is contained in the section of this Notice titled "*Business of the Meeting*" under the text of Resolution 3.

Specifically, as at the date of this Notice, the Company has invited certain persons, as detailed in the table at section 4.1 above, to participate under the Loan Funded Share Plan. Accordingly, those persons and their respective Associates will be excluded from voting on Resolution 3.

In addition, all current employees, officers or persons engaged as a contractor with the Company are excluded from voting on Resolution 3 because they are eligible to participate under the Loan Funded Share Plan. The Associates of those persons are also excluded from voting on Resolution 3.

4.7 No recommendation

The Directors, being each entitled to participate in the Loan Funded Share Plan, abstain from making a recommendation in relation to the casting of votes on Resolution 3.

5. ITEM 5: RESOLUTIONS 4, 5 AND 6 – APPROVAL OF GRANT OF INCENTIVE SHARES TO BLAIR VEGA NORFOLK, ILARIO FAENZA AND DOMINIQUE FISHER

5.1 Background

Resolutions 4, 5 and 6 seek the approval of Shareholders to issue:

- (a) Resolution 4: 4,047,456 Incentive Shares to CEO and Managing Director, Blair Vega Norfolk, being the equivalent of 2% (on an undiluted basis) and 1.91% (on a fully diluted basis) of the total issued Share capital of the Company as at the date of this Notice;
- (b) Resolution 5: 1,517,796 Incentive Shares to Chair and Non-executive Director, Ilario Faenza, being the equivalent of 1% (on an undiluted basis) and 0.72% (on a fully diluted basis) of the total issued Share capital of the Company as at the date of this Notice;
- (c) Resolution 6: 1,011,684 Incentive Shares to Non-executive Director, Dominique Fisher, being the equivalent of 0.5% (on an undiluted basis) and 0.48% (on a fully diluted basis) of the total issued Share capital of the Company as at the date of this Notice,

(collectively, **Relevant Incentive Shares**), in each case subject to the Loan Funded Share Plan first being approved under Resolution 3.

The purpose of the proposed issue of the Relevant Incentive Shares is to compensate and further incentivise Mr Vega Norfolk, Mr Faenza and Ms Fisher (each, a **Participating Director, together the Participating Directors**) for their work for the Company and its subsidiaries. Given the size of the Company, the Directors are required to undertake a range of “hands on” work to facilitate the day-to-day operations of the Company as well as corporate and strategic matters ordinarily handled by a bigger management team (for example, negotiation of transactions). Having regard to these contributions, the Board considers that the issue of the Relevant Incentive Shares to the Participating Directors is an appropriate, cost effective and efficient reward for the Company to make to appropriately incentivise their respective continued performance and is consistent with the strategic goals and targets of the Company.

The maximum number of Relevant Incentive Shares proposed to be issued to each of the Participating Directors was determined having regard to:

- (a) the current remuneration packages of the Participating Directors, which are detailed in sections 5.4(a), 5.5(a) and 5.6(a) respectively;
- (b) the number of Equity Securities previously issued by the Company to the Participating Directors (including in lieu of fees), which are detailed in sections 5.4(a), 5.5(a) and 5.6(a) respectively; and
- (c) the comparable level of fees (including short-term and long-term equity-based incentives) paid or provided to directors in ASX-listed companies of a similar size of operation as the Company.

The Board considers the number of Relevant Incentive Shares proposed to be issued to each of the Participating Directors to be appropriate and equitable having regard to:

- (a) the additional level of work performed by each Director given the Company's size; and
- (b) the current remuneration levels paid to each Director.

If the requisite Shareholder approvals to the issue of the Relevant Incentive Shares are not obtained at the Meeting, the Board intends to consider alternative options for rewarding the any or all of the Participating Directors (as applicable) for their continued performance and service to the Company and its subsidiaries. This may include issuing Shares to the Participating Directors, subject to obtaining the requisite Shareholder approvals under the Corporations Act and Listing Rules, and/or paying them a cash equivalent.

A summary of the key terms of the Loan Funded Share Plan Rules is set out in schedule 1.

A copy of the Loan Funded Share Plan Rules can be obtained, free of charge, by contacting the Company Secretary, George Lazarou on (03) 9017 5800 or by email at george@activated.co.

5.2 Proposed terms of issue

The issue of the Relevant Incentive Shares will be on the following key terms.

- (a) Terms of issue: the Relevant Incentive Shares will have the same rights as those attaching to other Shares. This means that, from the date of issue, the Relevant Incentive Shares will confer on their holders the right to:
 - (i) vote and receive notice of Company meetings;
 - (ii) receive dividends declared on Shares;
 - (iii) a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) participate in the surplus profit or assets of the entity upon a winding up;
 - (v) participate in new issues of Equity Securities such as bonus issues or entitlement issues.

The rights to receive dividends and returns of capital will be subject to the terms of the loan (see schedule 2 for further details).

- (b) Issue price: the Relevant Incentive Shares will be issued at a price equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting.

However, the Company will not receive any cash payment as consideration for the issue of the Relevant Incentive Shares, as their issue price is to be funded by a limited recourse loan from the Company (see section 5.2(c) immediately below).

- (c) Loan: the total issue price payable for the proposed issue of the Relevant Incentive Shares to the Participating Directors will be funded by a limited recourse loan from the Company to the relevant Participating Director in accordance with the terms of the Plan. In accordance with clause 3(a) of schedule 1 of the Plan, the Company proposes to offer loans to each of the Participating Directors with a maximum term of 7 years. That is, the Company will offer loans to each of the Participating Directors with repayment to be triggered on the seventh anniversary of the issue of the Relevant Incentive Shares, or earlier on the occurrence of any of the events specified at clause 3(a) of schedule 1 of the Plan.
- (d) Issue date: if the requisite Shareholder approvals are received at the Meeting, the Relevant Incentive Shares will be issued to each Participating Director as soon as practicable after the date of the Meeting.

- (e) Quotation: the Company must use all reasonable endeavours to seek of quotation of Incentive Shares on the ASX, in accordance with the terms of the Plan.
- (f) Performance criteria: there will be no performance criteria applicable to the Incentive Shares. This means that the only vesting conditions applicable to the Relevant Incentive Shares will be time-based, subject to the Participating Director's continued engagement with the Company (see section 5.2(g) immediately below).
- (g) Vesting conditions: the Relevant Incentive Shares issued to a Participating Director will vest annually in equal tranches, for 3 years from the Grant Date as illustrated in the table below titled "Vesting Schedule". The vesting of each tranche of Incentive Shares will be subject to condition that the relevant Participating Director must have held office as a director of the Company or has otherwise been employed or engaged by the Company or any of its subsidiaries for the period from the Grant Date to the relevant vesting date.

Vesting Schedule				
Tranche	Vesting date	Number of Relevant Incentive Shares to vest on each anniversary of the Grant Date		
		Blair Vega Norfolk	Ilario Faenza	Dominique Fisher
1.	First anniversary of the Grant Date	1,349,152	505,932	337,288
2.	Second anniversary of the Grant Date	1,349,152	505,932	337,288
3.	Third anniversary of the Grant Date	1,349,152	505,932	337,288
	Total	4,047,456	1,517,796	1,011,864

Once vested, those Relevant Incentive Shares will be capable of being freely traded subject to the Constitution, the Company's share trading and other applicable policies, the Listing Rules and the Corporations Act.

Until such time as vesting occurs, the relevant Participating Director will not be able to sell, encumber, grant options over or otherwise deal with or encumber those Relevant Incentive Shares, and the Company will be entitled to impose a holding lock on those Relevant Incentive Shares to ensure no trading occurs.

- (h) Treatment on resignation from office: in accordance with the Loan Funded Share Plan Rules, if a Participating Director resigns from office as a Director and otherwise ceases to be employed or engaged by the Company or any of its subsidiaries, then the Company will have a right to sell:
- (i) all unvested Incentive Shares held by the Participating Director, and apply the proceeds of sale in satisfaction of any outstanding loan amount in respect of those unvested Incentive Shares;
 - (ii) such number of vested Incentive Shares held by the Participating Director as are required to satisfy the payment of any outstanding loan amount in respect of those vested Incentive Shares,

and the Participating Director will be entitled to retain any vested Incentive Shares that are not required to be sold in accordance with sub-paragraph 5.2(h)(ii) above.

If a Participating Director's resignation from office or cessation of employment or engagement with the Company or any of its subsidiaries is caused by death or total and permanent disability, then the Board may exercise its discretion in accordance with the Plan Rules to waive any vesting conditions.

5.3 Applicable provisions of the Listing Rules and Corporations Act

Shareholders are asked to consider, and if appropriate, approve the issue of the Relevant Incentive Shares to certain Directors – being 4,047,456 Incentive Shares to Mr Blair Vega Norfolk (Resolution 4), 1,517,796 Incentive Shares to Mr Ilario Faenza (Resolution 5) and 1,011,684 Incentive Shares to Ms Dominique Fisher (Resolution 6) – for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act, and all other purposes.

The reasons for which Shareholder approval is being sought under those rules and provisions are discussed below.

(a) Listing Rule 10.14 – Issue under an employee incentive scheme to a director

Listing Rule 10.14 requires Shareholder approval to be obtained where the Company issues, or agrees to issue, Equity Securities under an employee incentive scheme to a director of the Company, an Associate of a director of the Company, or a person whose relationship with the Company, a director of the Company or an Associate of a director of the Company is, in ASX's opinion, such that approval should be obtained.

Further, approval under Listing Rule 7.1 is not required in order to issue the Relevant Incentive Shares to the Participating Directors if the requisite Shareholder approvals are obtained under Listing Rule 10.14. This means that the issue of the Relevant Incentive Shares to the Participating Directors, if approved, will not reduce the Company's capacity to issue Equity Securities without Shareholder approval in reliance on the 15% Placement Capacity in the 12 month period following their issue.

Accordingly, Resolutions 4, 5 and 6 are being put to Shareholders pursuant to Listing Rule 10.14 to seek approval for the issue of the Relevant Incentive Shares to the Participating Directors respectively. The passage of each of Resolutions 4, 5 and 6 is also subject to the Loan Funded Share Plan being first approved by Shareholders under Resolution 3.

(b) Corporations Act, Chapter 2E – Giving financial benefits to related parties

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

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

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

The proposed issue of the Relevant Incentive Shares to each of the Participating Directors, and the provision by the Company of a limited recourse loan to each of the Participating Directors to fund their acquisition of the Relevant Incentive Shares, constitute the giving of financial benefits to related parties of the Company by reason of each of the Participating Directors being a Director.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Therefore, the approval of Shareholders to the proposed issue of the

Relevant Incentive Shares to the Participating Directors is being sought under Resolutions 4, 5 and 6 respectively, for the purposes of Chapter 2E of the Corporations Act.

5.4 Additional information in relation to Resolution 4

The following information is provided in relation to the proposed issue of 4,047,456 Incentive Shares (**Relevant Shares**) to Mr Blair Vega Norfolk for the purposes of the Listing Rules (including Listing Rule 10.15) and section 219 of the Corporations Act:

(a) Information required by the Listing Rules (including Listing Rule 10.15)

- (i) Name of issuee: the person to whom the Relevant Shares will be issued under Resolution 4 (if approved) is Mr Blair Vega Norfolk or his nominee.
- (ii) Class of issue: Shareholder approval to the issue of the Relevant Shares is required under Listing Rule 10.14.1 by virtue of Mr Vega Norfolk being a Director.
- (iii) Number and class of Relevant Shares: 4,047,456 Incentive Shares in the Company are proposed to be issued to Mr Vega Norfolk pursuant to Resolution 4 (if approved).

As detailed in section 5.2 (a) above, the Incentive Shares will rank equally with and have the same rights as all other Shares (including with respect to voting, dividends and participation in future issues of Equity Securities). However, the Incentive Shares will be subject to a holding lock until satisfaction of the applicable vesting conditions.

The Company will apply for official quotation of the Incentive Shares on the ASX in accordance with the Listing Rules.

- (iv) Current remuneration of issuee: Mr Vega Norfolk's total remuneration package in respect of the current financial year (FY24) is \$350,000 + superannuation.
- (v) Previous issues under the Plan: as the Loan Funded Share Plan is being introduced for the first time, no Incentive Shares have been issued under the Plan to date.
- (vi) Shareholding (not under the Plan): Mr Vega Norfolk currently holds 14,339,816 Shares in the Company, being approximately 7.09% of the issued share capital of the Company. No Equity Securities have previously been issued by the Company to Mr Vega Norfolk pursuant to any other employee incentive scheme.
- (vii) Issue date: if the requisite Shareholder approvals (ie, Resolution 3 and Resolution 4) are received at the Meeting, the Relevant Shares will be issued to Mr Vega Norfolk (or his nominee) as soon as practicable after the date of the Meeting. In any case, the Relevant Shares will be issued no later than 36 months after the date of the Meeting or such longer period of time as ASX allows.
- (viii) Issue price: the Relevant Shares will be issued at a price per Relevant Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting.

On the assumption that the Relevant Shares are issued at, for example, \$0.136734 each (being the VWAP of the Company's Shares over the 5 Trading Days up to and including 9 October 2023) and the following further assumptions, the Board, using the Black Scholes pricing model, would attribute a value of approximately \$0.05995 to each Relevant Incentive Share (which is equivalent to a total value of approximately \$242,644.99 for the 4,047,456 Relevant Shares proposed to be issued to Mr Vega Norfolk under Resolution 4, if approved).

- (ix) Terms of employee incentive scheme: a summary of the material terms of the Loan Funded Share Plan Rules is set out in schedule 1.

- (x) Terms of loan: a summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 4 are approved, is set out in schedule 2. As described at section 5.2(c) above, it is proposed that the loan to fund Mr Vega Norfolk's acquisition of the Relevant Incentive Shares will be offered for a maximum term of 7 years. That is, Mr Vega Norfolk will be required to repay the full loan amount on the seventh anniversary of the issue of the Relevant Incentive Shares, or earlier on the occurrence of any other event specified at item 3 of schedule 2.

The loan is to be applied in satisfaction of the issue price required to be paid to the Company in respect of the Relevant Shares, and no cash amount will in fact be advanced to Mr Vega Norfolk.

To secure its interest in the repayment of such loan, the Company is entitled under the Plan Rules to take a security interest over the Relevant Shares.

- (xi) Disclosure of issues under employee incentive scheme: the Board confirms that each annual report of the Company relating to a period in which Incentive Shares are issued to a director of the Company, an Associate of a director of the Company or other person referred to in Listing Rule 10.14 pursuant to the Loan Funded Share Plan will include:

- (A) details of any such issue; and
- (B) a statement that approval for such issue was obtained under Listing Rule 10.14.

If Resolutions 3 and 4 are approved at the Meeting, any additional person referred to in Listing Rule 10.14 who becomes entitled to participate in the Loan Funded Share Plan after the Meeting and who is not named in this Notice will not participate in the Plan until approval is obtained in respect of that additional person under Listing Rule 10.14.

(b) Information required by section 219 of the Corporations Act

- (i) Recipient of financial benefit: the related party to whom a financial benefit will be given under Resolution 4 (if approved) is Mr Blair Vega Norfolk (or his nominee), who is the CEO and Managing Director of the Company.
- (ii) Nature and value of financial benefit: the nature of the financial benefits proposed to be given under Resolution 5 (if approved) are:
- (A) the issue of 4,047,456 Incentive Shares in the Company to Mr Vega Norfolk (or his nominee) at an issue price per Incentive Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting, pursuant to the Loan Funded Share Plan; and
- (B) the provision by the Company of an interest free, limited recourse loan for the aggregate issue price of those Incentive Shares to fund their acquisition, in accordance with the Plan Rules.

A summary of the key terms upon which the Relevant Shares will be issued under Resolution 4 (if approved), including their terms of issue, the employment condition, and disposal restrictions to which they will be subject and how they will be treated on Mr Vega Norfolk's resignation from office as a Director, are set out in section 5.2(h) above.

A summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 4 are approved, is set out in schedule 2.

(iii) Effect of financial benefit on Shareholdings:

As at the date of this Notice, Mr Vega Norfolk holds 14,339,816 Shares in the Company and does not hold any Options.

If Resolutions 3 and 4 are approved, Mr Vega Norfolk (or his nominee) will receive 4,047,456 Incentive Shares in the Company. Mr Vega Norfolk's relevant interest in the Shares of the Company will increase from 14,339,816 to 18,387,272 Shares, which represents approximately 8.91% (on an undiluted basis) and approximately 8.31% (on a fully diluted basis) of the total issued ordinary share capital of the Company.

The relevant interest of all Shareholders as at the time of issue of Mr Vega Norfolk's Incentive Shares will be diluted by approximately 1.82%.

(iv) Interest of Directors in outcome of Resolution 4 and recommendation:

(A) Mr Blair Vega Norfolk is the proposed recipient of the Relevant Shares and loan detailed in section 5.4(b)(ii) above and accordingly, has a material personal interest in the outcome of Resolution 4. Mr Vega Norfolk therefore abstains from making any recommendation in respect of the casting of votes on Resolution 4.

(B) Mr Ilario Faenza abstains from making any recommendation in respect of the casting of votes on Resolution 4 on the basis that he has a material personal interest in the outcome of Resolution 5, which is on substantially the same terms and conditions as Resolution 4.

(C) Ms Dominique Fisher abstains from making any recommendation in respect of the casting of votes on Resolution 4 on the basis that she has a material personal interest in the outcome of Resolution 6, which is on substantially the same terms and conditions as Resolution 4.

(v) Consequences of Resolution 4 not being passed: if Resolution 4 is not passed, the Company will not issue any of the Relevant Shares to Mr Vega Norfolk. However, as detailed in section 5.8 below, the Board intends to consider alternative options for rewarding Mr Vega Norfolk for his continued performance and service to the Company and its subsidiaries.

5.5 Additional information in relation to Resolution 5

The following information is provided in relation to the proposed issue of 1,517,796 Incentive Shares (**Relevant Shares**) to Mr Ilario Faenza for the purposes of the Listing Rules (including Listing Rule 10.15) and section 219 of the Corporations Act:

(a) Information required by the Listing Rules (including Listing Rule 10.15)

(i) Name of issuee: the person to whom the Relevant Shares will be issued under Resolution 5 (if approved) is Mr Ilario Faenza or his nominee.

(ii) Class of issue: Shareholder approval to the issue of the Relevant Shares is required under Listing Rule 10.14.1 by virtue of Mr Faenza being a Director.

(iii) Number and class of Relevant Shares: 1,517,796 Incentive Shares in the Company are proposed to be issued to Mr Faenza pursuant to Resolution 5 (if approved).

As detailed in section 5.2 (a) above, the Incentive Shares will rank equally with and have the same rights as all other Shares (including with respect to voting, dividends and participation in future issues of Equity Securities). However, the Incentive Shares will be subject to a holding lock until satisfaction of the applicable vesting conditions.

The Company will apply for official quotation of the Incentive Shares on the ASX in accordance with the Listing Rules.

- (iv) Current remuneration of issuee: Mr Faenza's total remuneration package in respect of the current financial year (FY24) is \$106,000 + superannuation.
- (v) Previous issues under the Plan: as the Loan Funded Share Plan is being introduced for the first time, no Incentive Shares have been issued under the Plan to date.
- (vi) Shareholding (not under the Plan): Mr Faenza currently holds 1,421,809 Shares in the Company, being approximately 0.70% of the issued share capital of the Company. No Equity Securities have previously been issued by the Company to Mr Faenza pursuant to any other employee incentive scheme.
- (vii) Issue date: if the requisite Shareholder approvals (ie, Resolution 3 and Resolution 5) are received at the Meeting, the Relevant Shares will be issued to Mr Faenza (or his nominee) as soon as practicable after the date of the Meeting. In any case, the Relevant Shares will be issued no later than 36 months after the date of the Meeting or such longer period of time as ASX allows.
- (viii) Issue price: the Relevant Shares will be issued at a price per Relevant Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting.

On the assumption that the Relevant Shares are issued at \$0.136734 each (being the VWAP of the Company's Shares over the 5 Trading Days up to and including 9 October 2023) and the following further assumptions, the Board, using the Black Scholes pricing model, would attribute a value of approximately \$0.05995 to each Relevant Incentive Share (which is equivalent to a total value of approximately \$90,991.87 for the 1,517,796 Relevant Shares proposed to be issued to Mr Faenza under Resolution 5, if approved).

- (ix) Terms of employee incentive scheme: a summary of the material terms of the Loan Funded Share Plan Rules is set out in schedule 1.
- (x) Terms of loan: a summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 5 are approved, is set out in schedule 2. As described at section 5.2(c) above, it is proposed that the loan to fund Mr Faenza's acquisition of the Relevant Incentive Shares will be offered for a maximum term of 7 years. That is, Mr Faenza will be required to repay the full loan amount on the seventh anniversary of the issue of the Relevant Incentive Shares, or earlier on the occurrence of any other event specified at item 3 of schedule 2.

The loan is to be applied in satisfaction of the issue price required to be paid to the Company in respect of the Relevant Shares, and no cash amount will in fact be advanced to Mr Faenza.

To secure its interest in the repayment of such loan, the Company is entitled under the Plan Rules to take, and will take, a security interest over the Relevant Shares.

- (xi) Disclosure of issues under employee incentive scheme: the Board confirms that each annual report of the Company relating to a period in which Incentive Shares are issued to a director of the Company, an Associate of a director of the Company or other person referred to in Listing Rule 10.14 pursuant to the Loan Funded Share Plan will include:
 - (A) details of any such issue; and
 - (B) a statement that approval for such issue was obtained under Listing Rule 10.14.

If Resolutions 3 and 5 are approved at the Meeting, any additional person referred to in Listing Rule 10.14 who becomes entitled to participate in the Loan Funded Share Plan after the Meeting and who is not named in this Notice will not participate in the Plan until approval is obtained in respect of that additional person under Listing Rule 10.14.

(b) Information required by section 219 of the Corporations Act

- (i) Recipient of financial benefit: the related party to whom a financial benefit will be given under Resolution 5 (if approved) is Mr Ilario Faenza (or his nominee), who is the Chair and Non-executive Director of the Company.
- (ii) Nature and value of financial benefit: the nature of the financial benefits proposed to be given under Resolution 5 (if approved) are:
- (A) the issue of 1,517,796 Incentive Shares in the Company to Mr Faenza (or his nominee) at an issue price per Incentive Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting, pursuant to the Loan Funded Share Plan; and
 - (B) the provision by the Company of an interest free, limited recourse loan for the aggregate issue price of those Incentive Shares to fund their acquisition, in accordance with the Plan Rules.

A summary of the key terms upon which the Relevant Shares will be issued under Resolution 5 (if approved), including their terms of issue, the employment condition, and disposal restrictions to which they will be subject and how they will be treated on Faenza's resignation from office as a Director, are set out in section 5.2(h) above.

A summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 5 are approved, is set out in schedule 2.

(iii) Effect of financial benefit on Shareholdings:

As at the date of this Notice, Mr Faenza holds 1,421,809 Shares in the Company and does not hold any Options.

If Resolutions 3 and 5 are approved, Mr Faenza (or his nominee) will receive 1,517,796 Incentive Shares in the Company. Mr Faenza's relevant interest in the Shares of the Company will increase from 1,421,809 to 2,939,605 Shares, which represents approximately 1.44% (on an undiluted basis) and approximately 1.33% (on a fully diluted basis) of the total issued ordinary share capital of the Company.

The relevant Interest of all Shareholders as at the time of issue of Mr Faenza's Incentive Shares will be diluted by approximately 0.74%.

(iv) Interest of Directors in outcome of Resolution 5 and recommendation:

- (A) Mr Ilario Faenza is the proposed recipient of the Relevant Shares and loan detailed in section 5.5(b)(ii) above and accordingly, has a material personal interest in the outcome of Resolution 5. Mr Faenza therefore abstains from making any recommendation in respect of the casting of votes on Resolution 5.
- (B) Mr Blair Vega Norfolk abstains from making any recommendation in respect of the casting of votes on Resolution 5 on the basis that he has a material personal interest in the outcome of Resolution 4, which is on substantially the same terms and conditions as Resolution 5.

- (C) Ms Dominique Fisher abstains from making any recommendation in respect of the casting of votes on Resolution 5 on the basis that she has a material personal interest in the outcome of Resolution 6, which is on substantially the same terms and conditions as Resolution 5.
- (v) Consequences of Resolution 5 not being passed: if Resolution 5 is not passed, the Company will not issue any of the Relevant Shares to Mr Faenza. However, as detailed in section 5.8 below, the Board intends to consider alternative options for rewarding Mr Faenza for his continued performance and service to the Company and its subsidiaries.

5.6 Additional information in relation to Resolution 6

The following information is provided in relation to the proposed issue of 1,011,684 Incentive Shares (**Relevant Shares**) to Ms Dominique Fisher for the purposes of the Listing Rules (including Listing Rule 10.15) and section 219 of the Corporations Act:

- (a) Information required by the Listing Rules (including Listing Rule 10.15)
 - (i) Name of issuee: the person to whom the Relevant Shares will be issued under Resolution 6 (if approved) is Ms Dominique Fisher or her nominee.
 - (ii) Class of issue: Shareholder approval to the issue of the Relevant Shares is required under Listing Rule 10.14.1 by virtue of Ms Fisher being a Director.
 - (iii) Number and class of Relevant Shares: 1,011,684 Incentive Shares in the Company are proposed to be issued to Ms Fisher pursuant to Resolution 6 (if approved).

As detailed in section 5.2(a) above, the Incentive Shares will rank equally with and have the same rights as all other Shares (including with respect to voting, dividends and participation in future issues of Equity Securities). However, the Incentive Shares will be subject to a holding lock until satisfaction of the applicable vesting conditions.

The Company will apply for official quotation of the Incentive Shares on the ASX in accordance with the Listing Rules.
 - (iv) Current remuneration of issuee: Ms Fisher's total remuneration package in respect of the current financial year (FY24) is \$85,000 + superannuation.
 - (v) Previous issues under the Plan: as the Loan Funded Share Plan is being introduced for the first time, no Incentive Shares have been issued under the Plan to date.
 - (vi) Shareholding (not under the Plan): Ms Fisher currently holds 400,000 Shares in the Company, being approximately 0.20% of the issued share capital of the Company. No Equity Securities have previously been issued by the Company to Ms Fisher pursuant to any other employee incentive scheme.
 - (vii) Issue date: if the requisite Shareholder approvals (ie, Resolution 3 and Resolution 6) are received at the Meeting, the Relevant Shares will be issued to Ms Fisher (or her nominee) as soon as practicable after the date of the Meeting. In any case, the Relevant Shares will be issued no later than 36 months after the date of the Meeting or such longer period of time as ASX allows.
 - (viii) Issue price: the Relevant Shares will be issued at a price per Relevant Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting.

On the assumption that the Relevant Shares are issued at \$0.136734 each (being the VWAP of the Company's Shares over the 5 Trading Days up to and including 9 October

2023) and the following further assumptions, the Board, using the Black Scholes pricing model, would attribute a value of approximately \$0.05995 to each Relevant Incentive Share (which is equivalent to a total value of approximately \$60,661.25 for the 1,011,684 Relevant Shares proposed to be issued to Ms Fisher under Resolution 6, if approved).

- (ix) Terms of employee incentive scheme: a summary of the material terms of the Loan Funded Share Plan Rules is set out in schedule 1.
- (x) Terms of loan: a summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 6 are approved, is set out in schedule 2. As described at section 5.2(c) above, it is proposed that the loan to fund Ms Fisher's acquisition of the Relevant Incentive Shares will be offered for a maximum term of 7 years. That is, Ms Fisher will be required to repay the full loan amount on the seventh anniversary of the issue of the Relevant Incentive Shares, or earlier on the occurrence of any other event specified at item 3 of schedule 2.

The loan is to be applied in satisfaction of the issue price required to be paid to the Company in respect of the Relevant Shares, and no cash amount will in fact be advanced to Ms Fisher.

To secure its interest in the repayment of such loan, the Company is entitled under the Plan Rules to take, and will take, a security interest over the Relevant Shares.

- (xi) Disclosure of issues under employee incentive scheme: the Board confirms that each annual report of the Company relating to a period in which Incentive Shares are issued to a director of the Company, an Associate of a director of the Company or other person referred to in Listing Rule 10.14 pursuant to the Loan Funded Share Plan will include:
 - (A) details of any such issue; and
 - (B) a statement that approval for such issue was obtained under Listing Rule 10.14.

If Resolutions 3 and 6 are approved at the Meeting, any additional person referred to in Listing Rule 10.14 who becomes entitled to participate in the Loan Funded Share Plan after the Meeting and who is not named in this Notice will not participate in the Plan until approval is obtained in respect of that additional person under Listing Rule 10.14.

(b) Information required by section 219 of the Corporations Act

- (i) Recipient of financial benefit: the related party to whom a financial benefit will be given under Resolution 6 (if approved) is Ms Dominique Fisher (or her nominee), who is a Non-executive Director of the Company.
- (ii) Nature and value of financial benefit: the nature of the financial benefits proposed to be given under Resolution 6 (if approved) are:
 - (A) the issue of 1,011,684 Incentive Shares in the Company to Ms Fisher (or her nominee) at an issue price per Incentive Share equal to the VWAP of the Company's Shares over the 5 Trading Days immediately preceding the date of the Meeting, pursuant to the Loan Funded Share Plan; and
 - (B) the provision by the Company of an interest free, limited recourse loan for the aggregate issue price of those Incentive Shares to fund their acquisition, in accordance with the Plan Rules.

A summary of the key terms upon which the Relevant Shares will be issued under Resolution 6 (if approved), including their terms of issue, the employment condition, and disposal restrictions to which they will be subject and how they will be treated on Faenza's resignation from office as a Director, are set out in section 5.2(h) above.

A summary of the material terms of the limited recourse loan that will fund the issue price for the Relevant Shares, if Resolutions 3 and 6 are approved, is set out in schedule 2.

(iii) Effect of financial benefit on Shareholdings:

As at the date of this Notice, Ms Fisher holds 400,000 Shares in the Company and does not hold any Options.

If Resolutions 3 and 6 are approved, Ms Fisher (or her nominee) will receive 1,011,684 Incentive Shares in the Company. Ms Fisher's relevant interest in the Shares of the Company will increase from 400,000 to 1,411,684 Shares, which represents approximately 0.69% (on an undiluted basis) and approximately 0.64% (on a fully diluted basis) of the total issued ordinary share capital of the Company.

The relevant Interest of all Shareholders as at the time of issue of Ms Fisher's Incentive Shares will be diluted by approximately 0.50%.

(iv) Interest of Directors in outcome of Resolution 6 and recommendation:

(A) Ms Dominique Fisher is the proposed recipient of the Relevant Shares and loan detailed in section 5.6(b)(ii) and accordingly, has a material personal interest in the outcome of Resolution 6. Ms Fisher therefore abstains from making any recommendation in respect of the casting of votes on Resolution 6.

(B) Mr Blair Vega Norfolk abstains from making any recommendation in respect of the casting of votes on Resolution 6 on the basis that he has a material personal interest in the outcome of Resolution 4, which is on substantially the same terms and conditions as Resolution 6.

(C) Mr Ilario Faenza abstains from making any recommendation in respect of the casting of votes on Resolution 6 on the basis that she has a material personal interest in the outcome of Resolution 5, which is on substantially the same terms and conditions as Resolution 6.

(v) Consequences of Resolution 5 not being passed: if Resolution 6 is not passed, the Company will not issue any of the Relevant Shares to Ms Fisher. However, as detailed in section 5.8 below, the Board intends to consider alternative options for rewarding Ms Fisher for her continued performance and service to the Company and its subsidiaries.

5.7 Consequences of Resolutions 4, 5 and/or 6 being passed

If Shareholder approval is obtained for:

- (a) Resolutions 3 and 4, the Company will issue up to 4,047,456 Incentive Shares to Mr Vega Norfolk;
- (b) Resolutions 3 and 5, the Company will issue up to 1,517,796 Plan Shares to Mr Faenza; and
- (c) Resolutions 3 and 6, the Company will issue up to 1,011,684 Plan Shares to Ms Fisher,

in each case on the terms and conditions contemplated in section 5.2 above and subject to the Loan Funded Share Plan Rules.

5.8 Consequences of Resolution 4, 5 and/or 6 not being passed

If Shareholder approval is not obtained for:

- (a) Resolutions 3 and 4, the Company will not issue any Incentive Shares to Mr Vega Norfolk in respect of FY24 and FY25;

- (b) Resolutions 3 and 5, the Company will not issue any Incentive Shares to Mr Faenza in respect of FY24 and FY25; and
- (c) Resolutions 3 and 6, the will not issue any Incentive Shares to Ms Fisher in respect of FY24 and FY25.

However, as noted in section 5.1 above, the Board intends to consider alternative options for rewarding any or all of the Participating Directors (as applicable) for their continued performance and service to the Company and its subsidiaries, which may include issuing ordinary Shares to the Participating Directors, subject to obtaining the requisite Shareholder approvals under the Corporations Act and Listing Rules, and/or paying them a cash equivalent.

5.9 Voting exclusion

A voting exclusion statement for each of Resolution 4, Resolution 5 and Resolution 6 is contained in the section of this Notice titled "*Business of the Meeting*".

The Chair intends to vote undirected proxies in favour of each of Resolutions 4, 5 and 6.

If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 4, Resolution 5 and/or Resolution 6, by signing and returning the Proxy Form you are giving express authorisation for the Chair to vote the proxy in accordance with the Chair's intentions on Resolutions 4, Resolution 5 and/or Resolution 6, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5.10 Conditionality of Resolutions

The passage of each of Resolution 4, Resolution 5 and Resolution 6 is subject to Resolution 3 being first approved by Shareholders.

5.11 Recommendation of Directors

The Directors abstain from giving any recommendation on the casting of votes on Resolutions 4, 5 and 6 for the reasons set out in sections 5.4(b)(iv), 5.5(b)(iv) and 5.6(b)(iv) above.

6. ITEM 6: RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF 5,000,000 UNLISTED OPTIONS

6.1 Background

As outlined in the announcement released to the market on 31 March 2023, the Company entered into a corporate advisory services mandate with Canary Capital dated 30 March 2023 (**Mandate**). As part of the consideration for Canary Capital's provision of services under the Mandate, Canary Capital was issued with:

- (d) 2,500,000 unlisted Options expiring 31 March 2026 exercisable at \$0.12; and
- (e) 2,500,000 unlisted Options expiring 31 March 2026 exercisable at \$0.20,

(together, the **Canary Capital Options**).

The Mandate is a 12-month corporate services advisory services agreement which commenced on and from 30 March 2023. Under the Mandate, Canary Capital is paid a small retainer and is granted the Canary Capital Options as the fee for its services.

6.2 Reasons for resolution

Listing Rule 7.1 restricts the number of equity securities which a listed entity may issue in any 12-month period, without the approval of Shareholders, to 15% of the number of securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Please see item 8 for further information about the Company's proposed increase to the 25% limit.

Listing Rule 7.4 provides that an issue of securities is deemed to have been made with Shareholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and Shareholders subsequently approve the issue.

The Canary Capital Options were issued on 31 March 2023. The issue of the Canary Capital Options did not breach Listing Rule 7.1 at the time of the issue.

The Company is seeking Shareholder ratification of the issue of the Canary Capital Options pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue 5,000,000 securities under its 15% Placement Capacity limit.

6.3 Consequences of Resolution 7 being passed

The outcome of Resolution 7 will have no effect on the issue of the Canary Capital Options in question. However, if Resolution 7 is passed, the issue of the Canary Capital Options will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Canary Capital Options.

6.4 Consequences of Resolution 7 not being passed

If Resolution 7 is not passed, the issue of the Canary Capital Options will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities that Company can issue without Shareholder approval over the 12 month period following the date of issue of the Canary Capital Options.

6.5 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7 to ratify the issue of the Canary Capital Options for the purposes of Listing Rule 7.4 and for all other purposes.

7. ITEM 7: RESOLUTION 8 - MODIFICATION OF CONSTITUTION

7.1 General

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

Resolution 8 is a special resolution which will enable the Company to amend its existing Constitution to increase the number of Equity Securities that may be issued for monetary consideration under the Company's employee incentive schemes.

A copy of the existing Constitution is available at <https://biomeaustralia.com/wp-content/uploads/2023/09/BIO-Constitution-Final-Version-2.pdf>. A marked-up version of the proposed modified Constitution is available at <https://biomeaustralia.com/wp-content/uploads/2023/10/23.10.11-Constitution-ML-mark-up-Biome-Australia-Limited4216776-1.pdf> (**Modified Constitution**). A marked-up copy of the Modified Constitution can also be sent to Shareholders upon request by contacting the Company Secretary, George Lazarou on (03) 9017 5800 or by email at george@activated.co.

A summary of the proposed change is set out in section 7.2 below.

For Resolution 8 to be passed as a special resolution, at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the Resolution. If Resolution 8 is passed, the modifications in the marked-up copy of the Modified Constitution will be adopted. If Resolution 8 is not passed, the amendments will not apply going forward.

7.2 Summary of proposed change

The Company's existing Constitution was adopted by the Company following receipt of Shareholder approval on 29 November 2022. The Company is proposing a modification to the Constitution to raise the 5% cap on securities issued for monetary consideration under the Company's employee incentive schemes to 10% in accordance with Division 1A of Part 7.12 of the Corporations Act.

Division 1A into Part 7.12 of the Corporations Act (**ESS Regime**) governing the operation of employee share schemes came into effect on 1 October 2022. For awards under an employee share scheme in relation to which no monetary consideration is payable, the ESS Regime provides that there is no limitation on the number of awards or underlying shares which may be offered. Therefore, offers of such non-monetary awards under the Incentive Plan relying on the ESS Regime are not subject to any issue cap. However, for awards under an employee share scheme in relation to which monetary consideration is payable, the prescribed issue cap percentage under the ESS Regime is 5% or such other figure as set out in the company's constitution.

Accordingly, the Company is proposing to increase the issue cap to 10% for the purposes of section 1100V(2)(a) of the Corporations Act so as to give the Company greater flexibility to incentivise employees, officeholders and contractors and increase retention in connection with the issue of awards under an employee incentive scheme relying on the ESS Regime. The Company has prepared the Modified Constitution which incorporates the modification set out below:

- (a) the following new definition is inserted at clause 1.1:

***“ESS Interest** has the meaning given to that term under section 1100M(1) of the Corporations Act.”*

- (b) the following new clause 3.9 is inserted:

“3.9 Issue cap for offers under an employee incentive scheme

For the purposes of part 7.12 division 1A of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:

- (a) *the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and*
- (b) *the total number of shares that are, or are covered by, the ESS Interests that have been issued, or could have been issued, under offers made under an employee incentive scheme at any time during the 3 year period ending on the day the offer is made,*

does not exceed 10% (or, if a higher percentage is prescribed in section 1100V(2) of the Corporations Act, that higher percentage) of the number of shares actually on issue as at the start of the day the offer is made.”

7.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8 to approve the modification to the Constitution as set out in the Modified Constitution.

8. ITEM 8: RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

8.1 General

ASX 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$28.332 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 9 October 2023).

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. For Resolution 9 to be passed as a special resolution, at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the Resolution.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

8.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in section 8.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to provide further funding, if required, for assessment of future opportunities, ongoing administration and corporate costs, general working capital and/or for the acquisition of new businesses, assets or other investments.

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

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 9 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.07	\$0.14	\$0.21
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	202,372,939 Shares	20,237,294 Shares	\$1,416,611	\$2,833,221	\$4,249,832
50% increase	303,559,408 Shares	30,559,941 Shares	\$2,139,196	\$4,278,392	\$6,417,588
100% increase	404,745,878 Shares	40,474,588 Shares	\$2,833,221	\$5,666,442	\$8,499,663

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 202,372,939 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 9 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or other convertible securities are exercised into Shares before the date of issue of the Equity Securities.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both).

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2022 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2022, the Company has not issued any Equity Securities pursuant to the Previous Approval.

8.3 Voting exclusion statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement in respect of Resolution 9 is not included in this Notice.

8.4 Directors' recommendation

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

The Chair intends to vote undirected proxies in favour of Resolution 9.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires. Other terms are defined within the Explanatory Statement.

\$ means Australian dollars.

7.1A Mandate has the meaning given in section 8.1 of the Explanatory Statement.

AEDST means Australian Eastern Daylight Savings Time.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors.

Canary Capital has the meaning given in Resolution 5.

Canary Capital Options has the meaning given in section 6.1 of the Explanatory Statement.

Chair means the chair of the Meeting.

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 part of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Biome Australia Limited (ACN 627 364 014).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Eligible Participant means a person who is determined by the Board to be eligible to participate in the Loan Funded Share Plan, in accordance with the criteria contemplated at item 1 of schedule 1.

Employee means an employee, consultant or contractor of the Company, or of any other related body corporate (as that term is defined in the Corporations Act) of the Company.

ESS Regime has the meaning given in section 7.2 of the Explanatory Statement.

Equity Securities includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means this explanatory statement.

Incentive Shares means a share issued by the Company with the rights set out in item 3 of the summary of the Plan Rules at schedule 1, and in respect of which there are vesting conditions or performance criteria that have not been satisfied or waived by the Board in accordance with the Plan Rules.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Loan means a loan advanced by the Company to a Participant, for an amount equal to the aggregate Acquisition Price payable for the issue of the Participant's Incentive Shares under the Plan.

Loan Funded Share Plan or **Plan** or **Plan Rules** or **Rules** means the share plan of the Company, the key terms and conditions of which are summarised at schedule 1.

Mandate has the meaning given in section 6.1 of the Explanatory Statement.

Modified Constitution has the meaning given in section 7.1 of the Explanatory Statement.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means the notice of annual general meeting which this Explanatory Statement accompanies.

Offer means an offer to an Eligible Participant to apply for the grant of Incentive Shares under the Plan.

Option means an option to subscribe for an unissued Share.

Ordinary Securities has the meaning set out in the Listing Rules.

Participant means an Eligible Participant who has been offered and accepted Incentive Shares by the Company pursuant to the Loan Funded Share Plan.

Previous Approval has the meaning given in section 8.2(f) of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice of Annual General Meeting and **Resolution** means any one of them.

Share and **Shares** means fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Spill Resolution has the meaning given in section 2.2 of the Explanatory Statement.

Termination Benefit has the meaning given in section 6.1.1(b) of the Explanatory Statement.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Schedule 1 – Summary of Loan Funded Share Plan terms

The key terms of the Loan Funded Share Plan Rules are summarised below.

	Subject matter	Description
1.	Eligibility	<p>The Plan is open to Eligible Participants determined by the Board, which is defined to include:</p> <p>(a) Directors and Employees who are declared by the Board in its sole and absolute discretion to be eligible to receive grants of Incentive Shares under the Plan; and</p> <p>(b) any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Incentive Shares.</p> <p>Where such a person accepts an invitation by the Board to participate in the Plan, he or she will become a “Participant” under the Plan.</p>
2.	Administration of Plan	<p>The Plan will be administered by the Board. The Board has a broad discretion with respect to the operation of the Plan and may, for example, reduce or waive performance criteria or vesting conditions.</p> <p>The Board will not waive any performance criteria, vesting conditions or disposal restrictions applying to Incentive Shares granted to directors of the Company, or any other person who is subject to Listing Rule 10.11 in relation to the Company, without the prior approval of Shareholders in accordance with the requirements of the Listing Rules.</p>
3.	Securities to be issued	<p>The Plan authorises the Board to issue “Incentive Shares”, which are fully-paid ordinary shares in the issued capital of the Company. Incentive Shares rank equally with and have the same rights as attach to all other Shares in the Company. This is the case irrespective of whether an Incentive share is vested or unvested.</p> <p>The Incentive Shares are distinguished from other Shares insofar as they are subject to disposal restrictions until any applicable vesting conditions and/or performance criteria have been satisfied or waived. See item 9 below for further details.</p>
4.	Maximum number to be issued	<p>The maximum number of Incentive Shares that may be issued under the Plan is 20,237,293 Incentive Shares, which is equal to approximately 10% of the total number of Shares on issue as at the date of this Notice (subject to the passing of Resolution 8).</p>
5.	Invitation and grant	<p>The terms of a particular grant will be set out in the offer letter to an Eligible Participant.</p>
6.	Acquisition Price	<p>The Acquisition Price of each Incentive Share will be equal to the VWAP of the Company’s Shares over the 5 trading days immediately preceding the date of the offer. This means that the Acquisition Price of each Incentive Share will not be known until the date of the offer.</p> <p>The acquisition of Incentive Shares may be funded by a limited recourse loan from the Company to the relevant Participant for the aggregate Acquisition Price of those Incentive Shares (Loan).</p>

	Subject matter	Description
7.	Loan and security interest	<p>The Loan will be a limited recourse loan, limited to any proceeds of disposal in relation to each Incentive Share. A detailed summary of the key terms of any such Loan is set out in schedule 2.</p> <p>Where a Loan is granted, the Company will have a first and paramount lien over the Incentive Shares to which that Loan relates. Those Incentive Shares will be subject to a Holding Lock to prevent their disposal in a way which is contrary to the Plan Rules.</p>
8.	Vesting conditions and performance criteria	<p>The Board will apply vesting conditions and/or other performance criteria on Incentive Shares issued to a Participant under the Plan. Such vesting conditions would be time-based, and such performance criteria would be performance-based vesting conditions.</p> <p>Where an Incentive Share is subject to performance criteria which is not fulfilled by the date specified for performance in the Participant's offer letter, then the Incentive Share will lapse and the Company will sell the Incentive Share and retain all proceeds of sale in satisfaction of the Loan and any accrued interest.</p>
9.	Disposal restrictions	<p>Participants will not be entitled to sell or transfer any Incentive Share for the first year after that Incentive Share has been granted. Thereafter, an Incentive Share cannot be sold or transferred until it has had its vesting conditions and/or other performance criteria satisfied or waived.</p> <p>The Company's share registry to impose a mechanism which prevents Participants from selling or transferring any Incentive Shares (Holding Lock) to give effect to these disposal restrictions.</p>
10.	Quotation	<p>The Company must use all reasonable endeavours to obtain the grant of quotation of Incentive Shares on the ASX.</p>
11.	Leaver	<p>Where a Participant ceases employment or office with the Company, or with any other related body corporate (as that term is defined in the Corporations Act) of the Company, the Participant will become a "Leaver".</p> <p>Where a Participant becomes a Leaver, all of their Incentive Shares that are subject to unfulfilled vesting conditions and/or other performance criteria will automatically lapse. This means that the Company will have a right to sell the lapsed Incentive Shares and apply the proceeds of sale in satisfaction of any outstanding Loan amount.</p> <p>Where a Participant becomes a Leaver, the Company will also have a right to sell some of their vested Incentive Shares. The Company will have a right to sell such number of vested Incentive Shares as are required to satisfy the payment of any outstanding Loan amount.</p>
12.	Fraud	<p>Where a Participant commits fraud, deceit or wilful default in connection with their responsibilities toward the Company and/or in relation to the Plan, the Company will have a right to buy-back the Incentive Shares for nominal consideration.</p> <p>In these circumstances, the Company's right to buy-back the Incentive Shares will be subject to any necessary Shareholder approvals in accordance with sections 257B(1) and 257C(1) of the Corporations Act.</p>

Schedule 2 – Summary of Loan terms

The key terms of the Loans advanced under the Loan Funded Share Plan Rules are summarised below.

	Subject matter	Description
1.	Amount advanced	The amount advanced under the Loan will equal the aggregate Acquisition Price for the subscription or purchase of all or part of the Incentive Shares which are offered to the Participant.
2.	Interest	<p>The Loan will bear interest as follows:</p> <p>(a) where an Eligible Participant nominates a related party to hold their Incentive Shares, if the Eligible Participant does not provide confirmation to the Company that either:</p> <p>(i) it has a 100% interest that Related Party; or</p> <p>(ii) there is a back to back loan arrangement in place between the Eligible Participant and the nominated related party, such that the Eligible Participant's interest costs are otherwise deductible for the purposes of fringe benefits tax,</p> <p>the Company will charge interest on the Loan at the Benchmark Interest Rate (as that term is defined at section 136(1) of the <i>Fringe Benefits Tax Assessment Act 1986</i> (Cth)), pro-rated to reflect the Eligible Participant's percentage interest in the nominated related party, for the relevant 1-year period of the Company's fringe benefits tax return; and</p> <p>(b) unless otherwise determined by the Board, all Incentive Shares which are sold before their relevant vesting conditions and/or performance criteria are satisfied or waived will bear interest equal to any capital gains amount on the sale of the Incentive Share, which shall accrue and become payable on the date of the sale</p> <p>The Board will also have discretion to charge interest on any Loan amount at a fixed per annum rate, capitalising on each anniversary of the Grant Date. Where the Board proposes to apply a fixed interest on the Loan, it must notify the Participant the offer letter in respect of the Plan.</p>
	Repayment	<p>Any outstanding Loan amount and interest (if any) in respect of an Incentive Share must be repaid in full by the date that is 90 days after earliest of:</p> <p>(a) the date that if the Participant becomes a Leaver;</p> <p>(b) the tenth anniversary of the issue of the Incentive Share;</p> <p>(c) the date that the relevant Incentive Share is transferred by the Participant;</p> <p>(d) on termination of the Plan; and</p> <p>(e) the date that a Participant commits an unremedied material breach of the Rules.</p> <p>Further, where a Participant's Incentive Shares are subject to unfulfilled vesting performance criteria and automatically lapse, any Loan amount in respect of those Incentive Shares becomes immediately repayable on the date that the Company sells the lapsed Incentive Shares.</p>
3.	Limited recourse	The Loan will be limited recourse. This means that the Company will not have any recourse to any outstanding Loan amount or interest (if any) beyond any sale proceeds in respect of the Participant's Incentive Shares.

	Subject matter	Description
4.	Dividends and capital distribution	Fifty per cent of all dividends and 100% of all capital distributions received in respect of an Incentive Share will be applied towards the repayment of any outstanding Loan amount in respect of that Incentive Share.