

## **Notice of Meeting and Proxy Form**

SiteMinder Limited (ASX: SDR) (“SiteMinder” or “the Company”) attaches in relation to its Annual General Meeting, the following documents:

- Notice of Meeting; and
- Proxy Form.

This ASX announcement was authorised by SiteMinder’s Company Secretary.

-ENDS-

### **Investor Information**

Paul Wong  
investor.relations@siteminder.com

### **Media Releases**

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### **About SiteMinder**

SiteMinder Limited (ASX:SDR) is the world’s leading open hotel commerce platform, ranked among technology pioneers for opening up every hotel’s access to online commerce. It’s this central role that has earned SiteMinder the trust of tens of thousands of hotels, across 150 countries, to sell, market, manage and grow their business. The global company, headquartered in Sydney with offices in Bangalore, Bangkok, Barcelona, Berlin, Dallas, Galway, London and Manila, generated more than 100 million reservations worth over A\$60 billion in revenue for hotels in the last 12 months. For more information, visit [siteminder.com](https://www.siteminder.com).

**SiteMinder Limited**  
Bond  
Store 3/30 Windmill Street  
Millers Point NSW 2000  
ACN: 121 931 744

<https://www.siteminder.com/>



# SiteMinder Limited

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

30 October 2023

**9:00AM AEDT**

As a **Hybrid Meeting**

Held at:

Bond, Store 3/30 Windmill Street, Millers Point, Sydney NSW 2000

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

For personal use only

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## Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 18 September 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.siteminder.com/>.

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am AEDT on Monday, 30 October 2023 at Bond, Store 3/30 Windmill Street, Millers Point, Sydney, NSW 2000 and as a **virtual meeting**.

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

[https://us02web.zoom.us/webinar/register/WN\\_xlZHWdQE04ynboSRZ\\_b1dQ](https://us02web.zoom.us/webinar/register/WN_xlZHWdQE04ynboSRZ_b1dQ)

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

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Aaron McKenzie (General Counsel and Company Secretary) at [aaron.mckenzie@siteminder.com](mailto:aaron.mckenzie@siteminder.com): at least 48 hours before the AGM.

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

## Your vote is important

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

## Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

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

## Voting by proxy

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

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

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

## Power of Attorney

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

## Corporate Representatives

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

## Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of SiteMinder Limited ACN 121 931 744 will be held at 9:00am AEDT on Monday, 30 October 2023 at Bond, Store 3/30 Windmill Street, Millers Point, Sydney, NSW 2000 and as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 9:00am AEDT on Saturday, 28 October 2023.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

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

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

# Resolutions

## **Remuneration Report**

### 1. **Resolution 1 – Adoption of Remuneration Report**

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

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

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

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

#### *Undirected proxy*

The Chair of the meeting is deemed appointed where a completed proxy form is submitted which does not contain the name of the proxy or where the person appointed on the form is absent from the meeting or does not vote in accordance with your directions. If you direct the Chair how to vote on a Resolution, the Chair must vote in accordance with your direction.

If you appoint the Chair of the meeting as your proxy or the Chair of the meeting is appointed as your proxy by default, and you do not mark a voting instructions box for Resolution 1, then by completing and submitting the proxy form, you will be expressly authorising the Chair of the meeting to exercise the proxy as the Chair sees fit in respect of Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of the Company’s KMP. The Chair intends to vote in favour of Resolution 1.

## **Re-election of Directors**

### **2. Resolution 2 – Re-election of Leslie Szekely as Director**

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

*“That for the purposes of the Company’s Constitution and all other purposes, Leslie Szekely, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Director of the Company, in accordance with the Company’s Constitution effective immediately.”*

### **3. Resolution 3 – Re-election of Paul Wilson as Director**

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

*“That for the purposes of the Company’s Constitution and all other purposes, Paul Wilson, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Director of the Company, in accordance with the Company’s Constitution effective immediately.”*

## **Grant of Long Term Incentive awards**

### **4. Resolution 4 – Long Term Incentive awards to the Managing Director and Chief Executive Officer (MD and CEO)**

To consider and, if thought fit, to pass the following resolutions to be voted on separately.

**Ordinary Resolutions:**

**Resolution 4(a) – Grant of Options to the MD and CEO, in respect of the FY2024 LTI**

*“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given, for the grant of 356,129 Options over Shares in the Company to the MD and CEO, Mr. Sankar Narayan, representing 75% of the FY2024 LTI award, in accordance with the terms of the Company’s Employee Equity Incentive Plan and as set out in the Explanatory Statement below.”*

**Resolution 4(b) – Grant of Performance Rights to the MD and CEO, in respect of the FY2024 LTI**

*“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given, for the grant of 48,952 Performance Rights over Shares in the Company to the MD and CEO, Mr. Sankar Narayan, representing 25% of the FY2024 LTI award, in accordance with the terms of the Employee Equity Incentive Plan and as set out in the Explanatory Statement below.”*



**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 (a) and 4 (b) by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Equity Incentive Plan; and
- (b) an associate of that person or those persons,

as well as any votes cast by members of the KMP and their closely related parties as proxies.

However, this does not apply to a vote cast in favour of Resolutions 4(a) and 4(b), which is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote on Resolutions 4(a) and 4(b), in accordance with directions given to the proxy or attorney to vote on Resolutions 4(a) and 4(b) in that way; or
- (b) by the Chair of the Annual General Meeting acting as a proxy or attorney for a person who is entitled to vote on Resolutions 4(a) and 4(b) and the appointment expressly authorises the Chair to exercise the proxy as the Chair decides; or
- (c) by a holder acting solely as a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
  - written communication is provided by the beneficiary that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting; and
  - the vote is cast in accordance with the directions of the beneficiary to the holder.

If you appoint the Chair as your proxy and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolutions 4(a) and 4(b) are connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolutions 4(a) and 4(b). If you do not want your vote exercised in favour of Resolutions 4(a) and 4(b), you should direct the Chair to vote "against", or to abstain from voting on, these Resolutions.

#### *Undirected proxy*

The Chair of the meeting is deemed appointed where a completed proxy form is submitted which does not contain the name of the proxy or where the person appointed on the form is absent from the meeting or does not vote in accordance with your directions. If you direct the Chair how to vote on a Resolution, the Chair must vote in accordance with your direction.

If you appoint the Chair of the meeting as your proxy or the Chair of the meeting is appointed as your proxy by default, and you do not mark a voting instructions box for Resolutions 4(a) and 4(b), then by completing and submitting the proxy form, you will be expressly authorising the Chair of the meeting to exercise the proxy as the Chair sees fit in respect of Resolutions 4(a) and 4(b), even though Resolutions 4(a) and 4(b) are connected directly or indirectly with the remuneration of the Company's KMP. The Chair intends to vote in favour of Resolutions 4(a) and 4(b).

**BY ORDER OF THE BOARD**



Aaron McKenzie  
Company Secretary

**18 September 2023**

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# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:00am AEDT on Monday, 30 October 2023 at Bond, Store 3/30 Windmill Street, Millers Point, Sydney, NSW 2000 and as a **virtual meeting**.

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

#### **Written questions of the auditor**

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

Please note that all written questions must be received at least five business days before the Meeting, which is by Monday, 23 October 2023.

## Resolutions

### **Remuneration Report**

#### **Resolution 1 – Adoption of Remuneration Report**

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

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

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

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

#### **Voting**

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

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

### **Election of Directors**

#### **Resolution 2 – Re-election of Leslie Szekely as Director**

Rule 6 of the Company's Constitution requires that at each annual general meeting one-third of the Directors, rounded down, if necessary, to the nearest whole number, must retire from office. The retiring Directors must not be a Chief Executive or Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

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

Leslie Szekely was appointed a Director of the Company on 26 March 2012 and has not sought re-election since appointment. The Board does not consider Leslie Szekely to be an independent director.

Under this Resolution, Leslie Szekely has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

### **Experience and Expertise**

Leslie Szekely was the first angel investor in SiteMinder.

Leslie Szekely was a tax consulting partner with Horwaths Chartered Accountants for 20 years, until the company merged with Deloitte, when he became a Director of Taxation in Deloitte Growth Solutions.

Since leaving Deloitte in 2008, Leslie Szekely has dedicated his time to angel and venture capital investing. He is the Chairman of Grand Prix Capital, Equity Venture Partners and Microequities Asset Management Group Limited (ASX: MAM). These businesses are engaged in venture investment at the angel, venture capital and early listed stages, respectively. Leslie Szekely is also a director of several venture backed growth companies.

### **Qualifications**

Leslie Szekely holds a Bachelor of Law and Arts from the University of New South Wales, a Master of Laws from the University of Sydney.

### **Directors' recommendation**

The Directors (excluding Leslie Szekely) recommend that Shareholders vote for this Resolution.

## **Resolution 3 – Re-election of Paul Wilson as Director**

Rule 6 of the Company's Constitution requires that at each annual general meeting one-third of the Directors, rounded down, if necessary, to the nearest whole number, must retire from office. The retiring Directors must not be a Chief Executive or Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

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

Paul Wilson was appointed a Director of the Company on 07 May 2012 and has not sought re-election since appointment. The Board does not consider Paul Wilson to be an independent director.

Under this Resolution, Paul Wilson has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Paul Wilson is a member of the Audit and Risk Committee and a member of the People and Culture Committee.

### **Experience and Expertise**

Paul Wilson is co-founder and Managing Partner of ASX listed technology focused expansion capital fund Bailador Technology Investments (ASX:BTI), a substantial shareholder of SiteMinder. Paul has previously served as a Director of a number of global technology businesses, as well as experience as a Director of a number of ASX listed companies.

Paul Wilson has had extensive private equity investment experience as a Director of CHAMP Private Equity in Sydney and New York, with MetLife in London, and as Executive Director at media focused investment group, Illyria Pty Ltd.

## Qualifications

Paul Wilson has a Bachelor of Business from Queensland University of Technology, is a Fellow of the Financial Services Institute of Australia, a Member of the Institute of Chartered Accountants of Australia and a Member of the Australian Institute of Company Directors.

## Directors' recommendation

The Directors (excluding Paul Wilson) recommend that Shareholders vote for this Resolution.

## Grant of Long Term Incentive awards

### **Resolution 4 – Long Term Incentive awards to the MD and CEO, Mr Sankar Narayan**

#### **Background**

The Company operates the EEIP under which eligible executives (including the MD and CEO) may receive grants of Options or Performance Rights (being entitlements to acquire Shares), subject to meeting certain performance and service conditions. SiteMinder currently weights executive remuneration structures towards a substantial portion of total target remuneration being at risk. This supports Executives' alignment with shareholder interests, as well as Executive retention.

For FY2024, the LTI component of both the CEO and CFO's remuneration package was reviewed to bring their overall remuneration package closer to the median of the peer group. As a result, the CEO's maximum LTI opportunity as a percentage of TFR increased to 200% as of 1st January 2023, from 100% in FY2023. The MD and CEO's base remuneration has not been increased for FY2024 compared to FY2023 given the increase in variable compensation that had taken effect from 1st January 2023 in line with other Senior Executives.

Resolutions 4(a) and 4(b) seek approval for the annual allocation of the grant of Options and Performance Rights to the MD and CEO under the existing EEIP scheme. The grants are in respect of the long-term variable component of his remuneration package for the 2024 financial year (**FY2024 LTI**), on the terms summarised below.

The Board proposes that the MD and CEO will receive:

- (a) 356,129 Options – equivalent to the value of 75% of the MD and CEO's FY2024 LTI opportunity.

Each Option is a right to receive one Share upon exercise and payment of the exercise price, subject to the satisfaction of the service-related vesting condition. The terms of the Options are summarised in Explanatory Notes for Resolution 4(a) below; and

- (b) 48,952 Performance Rights - equivalent to the value of 25% of the MD and CEO's FY2024 LTI opportunity.

Each Performance Right is a right to receive one Share, subject to the satisfaction of the performance and service-related conditions over the performance period. The terms of the Performance Rights are summarised in Explanatory Notes for Resolution 4(b) below.

Options and Performance Rights are proposed to be granted under the EEIP because it provides immediate share price exposure as well as a focus on increasing share price.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

## Approvals sought

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of securities to a Director under an employee incentive scheme. The Company wishes to have flexibility to satisfy Options and Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of 356,129 Options and of 48,952 Performance Rights to the MD and CEO under the EEIP, on the terms and conditions set out below. Approval of this resolution will also result in the Options and Performance Rights granted to the MD and CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Options and Performance Rights granted to the MD and CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1. Subject to Shareholder approval being obtained, the Options and Performance Rights will be issued to Mr Sankar Narayan within 12 months of the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules), and it is anticipated that the Options and Performance Rights will be issued on one date.

If approval is not obtained from Shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms or acquire Shares on-market to satisfy exercised Options and vested Performance Rights.

## Voting

Note that a voting exclusion applies to Resolutions 4(a) and 4(b) in the terms set out in the Notice of Meeting. In particular, the MD and CEO and other Restricted Voters must not vote on these Resolutions and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolutions 4(a) and 4(b) are connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolutions 4(a) and 4(b).

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

## Resolution 4(a) – Grant of Options to the MD and CEO, Mr. Sankar Narayan, in respect of the FY2024 LTI

Resolution 4(a) seeks approval for the grant of 356,129 Options to the MD and CEO in respect of 75% of his FY2024 LTI. Approval is being sought pursuant to ASX Listing Rule 10.14.1, as the MD and CEO is a director of the Company.

An overview of the key terms of the proposed grant of Options to the MD and CEO under the FY2024 LTI are set out below.

Term	Details
Number of Options	<p>Subject to Shareholder approval, the MD and CEO will be granted 356,129 Options under the EEIP, as set out below.</p> <p>The MD and CEO's LTI Opportunity for FY2024 is 200% of Fixed Remuneration, of which 150% will be granted as Options.</p> <p>The total number of Options to be granted has been calculated by dividing 150% of the MD and CEO's maximum FY2024 LTI Opportunity (which comes to a value of \$665,250), by the fair value of an Option following release of the Company's annual results for FY2023 (being \$1.868 per Option). This valuation has been carried out by the Company.</p>



Term	Details
	The MD and CEO will not be required to pay any consideration to be granted the Options.
Date of grant	Within 12 months of the AGM.
Options	<p>Each Option is a right to receive one Share following valid exercise, subject to satisfaction of the vesting condition.</p> <p>Options do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Options are not transferable (except in limited circumstances or with the consent of the Board).</p>
Exercise price per Option	The exercise price per Option is \$4.53, which is based on the VWAP of the Company's ordinary Shares over the five (5) trading days following release of the Company's annual results for FY2023.
Exercise period	From 1 July 2026 to the Last Exercise Date.
Last Exercise Date	Ninety (90) days following release of the Company's full year results for FY2028.
Vesting date and vesting condition	Options will vest on 1 July 2026, subject to the MD and CEO's continued employment up to that date.
Settlement of Options	<p>Following valid exercise and payment of the exercise price, one Share will be allocated for each vested Option that is exercised.</p> <p>The Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market, or by transferring from an employee share trust.</p> <p><b>Net settlement:</b></p> <p>Instead of paying the exercise price, the MD and CEO may elect to "net-settle" his vested Options on exercise. Where this election to "net-settle" is made, the Company will allocate the net number of Shares to the MD and CEO, taking the value of the aggregate exercise price into account.</p> <p>The net number of Shares will be calculated by subtracting the aggregate exercise price from the value of the Shares to be transferred.</p>
Cessation of employment	<p>In general, if the MD and CEO ceases employment with the Company, the treatment of his Options will depend on the circumstances of his cessation of employment.</p> <p>Where the MD and CEO ceases employment with the Company due to resignation, dismissal for cause or poor performance, or any other circumstances determined by the Board that would constitute a "bad leaver", any Options (whether unvested or vested) held by the MD and CEO will lapse on the date the MD and CEO ceases employment with the Company, unless the Board determines otherwise.</p> <p>Where the MD and CEO ceases employment with the Company for any other reason (which includes redundancy, total and permanent disablement, mental or terminal illness, or death), any vested Options will continue in force and remain exercisable until the Last Exercise Date, unless the Board determines otherwise. Unvested Options will vest on the vesting date, and the number of Options that vest will be pro-rated to reflect the period of time that had elapsed from the grant date to the date of cessation.</p> <p>The Board retains discretion to determine a different treatment for the MD and CEO's Options on cessation of employment.</p>
Malus / Clawback	The EEIP provides the Board with the ability to apply malus/clawback and forfeit Options or Shares in certain circumstances, including fraud, gross misconduct or material misstatement of financial records.
Change of control	In general, where a change of control event occurs (including a takeover, scheme of arrangement or winding-up of the Company), the Board may determine how unvested Options will vest, including (but not limited to):

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Term	Details
	<p>(a) determining that unvested Options (or a portion of unvested Options) will vest and become exercisable; and/or</p> <p>(b) reducing or waiving the vesting conditions on unvested Options.</p>
Other information	<p>There is no loan scheme in relation to the grant of Options under the EEIP.</p> <p>Details of any Options granted under the EEIP will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Options under the EEIP after this Resolution 4(a) is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>

### The MD and CEO's total remuneration package for FY2024

The MD and CEO's total remuneration package for FY2024 is set out below:

Remuneration element	Opportunity
<b>Fixed Remuneration (Base Salary plus Superannuation)</b>	\$443,500 <sup>1</sup>
<b>STI</b>	103% of Fixed Remuneration at maximum, (i.e., \$428,480) 50% of the STI outcome will be deferred into Rights for 12 months.
<b>LTI - FY2024 grant</b>	200% of Fixed Remuneration at maximum (i.e., \$ 887,000)

The MD and CEO, and other members of the executive leadership team, did not receive an increase to Base Salary for FY2024.

Further information regarding the MD and CEO's remuneration arrangements is detailed on pages 19 to 36 of the 2023 Annual Report.

### Previous awards under the EEIP

The following table summarises the Options and Performance Rights previously granted to the MD and CEO under the EEIP:

Description	Number of Performance Rights or Options Granted	Average Acquisition Price (per security)
FY2022 Performance Rights	15,501	Nil
FY2023 Performance Rights (tranche 1)	14,437	Nil
FY2023 Performance Rights (tranche 1)	14,437	Nil
FY2022 Options (tranche 1)	25,983	\$5.57
FY2022 Options (tranche 2)	31,691	\$6.69
FY2022 Options (tranche 3)	37,687	\$7.70
FY2023 Options (tranche 1)	164,340	\$3.84

<sup>1</sup> The MD and CEO's Fixed Remuneration has not been increased for FY2024 compared to FY2023 given the increase in variable compensation that had taken effect from 1<sup>st</sup> January 2023 in line with other Senior Executives.

Description	Number of Performance Rights or Options Granted	Average Acquisition Price (per security)
FY2023 Options (tranche 2)	164,340	\$3.84

### Voting exclusion

A voting exclusion statement applicable to Resolution 4(a) is set out in this Notice of Meeting and Proxy Form.

### Directors' Recommendation

The Board (other than the MD and CEO, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders vote in favour of this Resolution 4(a).

## Resolution 4(b) – Grant of Performance Rights to the MD and CEO, Mr, Sankar Narayan in respect of the FY2024 LTI

Resolution 4(b) seeks approval for the grant of 48,952 Performance Rights to the MD and CEO in respect of 25% of the FY2024 LTI opportunity. Approval is being sought pursuant to ASX Listing Rule 10.14.1, as the MD and CEO is a director of the Company.

### Key terms of the Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the MD and CEO under the FY2024 LTI are set out below.

Term	Details
Number of Performance Rights	<p>Subject to Shareholder approval, the MD and CEO will be granted 48,952 Performance Rights under the EEIP</p> <p>The MD and CEO's LTI opportunity is 200% of Fixed Remuneration, of which 50% will be granted as Performance Rights.</p> <p>The number of Performance Rights to be granted has been calculated by dividing 50% of the MD and CEO's maximum FY2024 LTI opportunity (which comes to a value of \$221,750), by the VWAP of the Company's ordinary Shares over the five (5) trading days following release of the Company's annual results for FY2023, being \$4.53. This valuation has been carried out by the Company.</p> <p>The MD and CEO will not be required to pay any consideration to be granted the Performance Rights.</p>
Date of grant	Within 12 months of the AGM.
Performance Rights	<p>Each Performance Right is an entitlement to receive one Share, subject to satisfaction of the applicable performance measures and service condition.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting period and vesting conditions	<p>Performance Rights will vest on, or as soon as practicable following 1 July 2026, subject to satisfaction of the applicable vesting conditions, as set out below.</p> <p>Vesting of Performance Rights is subject to:</p> <ul style="list-style-type: none"> <li>a relative TSR measure, reflecting Shareholders' experience, tested over the performance period from 1 July 2023 to 30 June 2026; and</li> <li>the MD and CEO's continued employment up to 1 July 2026.</li> </ul>

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**Term**

**Details**

Performance measures and weightings

Performance Rights will be subject to the Company's Relative TSR performance measure.

Broadly, TSR calculates the return Shareholders would earn if they held a notional number of Shares over a period of time. It measures the change in the Company's Share price, together with the value of dividends during the relevant period, assuming that the dividends are re-invested into new Shares. Relative TSR compares the Company's TSR performance against the TSR of a bespoke peer group of companies.

The peer group comprises companies participating in the travel industry and a comparator group from the ASX All Technology Index (XTX), excluding the following companies:

- those with market capitalisation of less than \$250 million; and
- those in the following sectors: online retailing, online marketplaces, materials, manufacturing/hardware, infrastructure (e.g. data centres, registries) and distributors.

The peer group is comprised of the following companies:

Alliance Aviation Services Ltd	Hansen Technologies Ltd	Qantas Ltd
Altium Ltd	HelloWorld Ltd	ReadyTech Holdings Ltd
Appen Ltd	InfoMedia Ltd	RPMGlobal Holdings Ltd
BigTinCan Holdings Ltd	Iress Ltd	Serko Ltd
Block, Inc.	Life360, Inc.	Technology One Ltd
Corporate Travel Management Ltd	Megaport Ltd	Tyro Payments Ltd
EML Payments Ltd	Nuix Ltd	Vista Group International Ltd
Fineos Corp Ltd	Objective Corporation Ltd	Webjet Ltd
FlightCentre Ltd	Praemium Ltd	WiseTech Global Ltd
Gentrack Group Ltd	Pro Medicus Ltd	Xero Ltd

The percentage of Performance Rights that vest, if any, will be determined with reference to the Company's TSR in comparison to that of companies in the bespoke peer group over the performance period (from 1 July 2023 to 30 June 2026) as set out in the table below.

TSR rank in bespoke peer group	Performance Rights subject to Relative TSR measure that vest (%)
Less than 50th percentile (below threshold)	0%
Equal to 50th percentile (threshold)	50%
Greater than 50th percentile but less than 75th percentile (between threshold and maximum)	Straight line pro-rata between 50% and 100%
At or above 75th percentile (maximum)	100%

The Board retains discretion to adjust the Relative TSR measure or vesting schedule in appropriate circumstances, including for matters outside of management's influence and the impact of any

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Term	Details
	material acquisitions or corporate activity during the performance period, such that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the Relative TSR measure.
Performance period	Relative TSR will be tested over a 36-month performance period (from 1 July 2023 to 30 June 2026). Any Performance Rights that do not vest following testing will lapse.
Exercise and allocation of Shares	Following determination of the extent to which the performance measures have been satisfied (at the end of the performance period), vested Performance Rights will be automatically exercised, and one Share will be allocated for each vested Performance Right that is exercised. The Company's obligation to allocate Shares on vesting and automatic exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.
Dividend equivalent payment	Upon vesting of the Performance Rights, the MD and CEO will be granted a dividend equivalent payment in the form of additional Shares. The dividend equivalent will only be paid in respect of those Performance Rights that vest. This payment will be equivalent to the value of the dividends that would have been paid on the Shares underlying the Performance Rights prior to vesting, divided by the market price of a Share at the time of allocation of the additional Shares.
Price payable for securities	No amount is payable in respect of the grant of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.
Cessation of employment	In general, if the MD and CEO ceases employment with the Company, the treatment of his Performance Rights will depend on the circumstances of his cessation of employment. Where the MD and CEO ceases employment with the Company due to resignation, dismissal for cause or poor performance, or any other circumstances determined by the Board that would constitute a "bad leaver", any Performance Rights held by the MD and CEO will lapse on the date the MD and CEO ceases employment with the Company. Where the MD and CEO ceases employment with the Company for any other reason (which includes redundancy, total and permanent disablement, mental or terminal illness, or death), all unvested Performance Rights will continue on the same terms, unless the Board determines otherwise. The number of Performance Rights that vest will be pro-rated to reflect the period of time that has elapsed from the grant date to the date of cessation. The Board retains discretion to determine a different treatment for the MD and CEO's Performance Rights on cessation of employment.
Malus / Clawback	The EEIP provides the Board with the ability to apply malus/clawback and forfeit Performance Rights or Shares in certain circumstances, including fraud, gross misconduct or material misstatement of financial records.
Change of control	In general, where a change of control event occurs (including a takeover, scheme of arrangement or winding-up of the Company), the Board may determine how Performance Rights will vest, including (but not limited to): (a) determining that Performance Rights (or a portion of Performance Rights) will vest; and/or (b) reducing or waiving the vesting conditions on Performance Rights.
Other information	There is no loan scheme in relation to the grant of Performance Rights under the EEIP. Details of any Performance Rights granted under the EEIP will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Performance Rights under the EEIP after this Resolution 4 (b) is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

### **The MD and CEO's total remuneration package for FY2024**

The MD and CEO's FY2024 total remuneration package is outlined under Resolution 4(a).

### **Previous awards under the Plan**

The Options and Performance Rights previously awarded to the MD and CEO under the Plan are outlined under Resolution 4(a).

### **Voting exclusion**

A voting exclusion statement applicable to Resolution 4(b) is set out in this Notice of Meeting and Proxy Form.

### **Directors' Recommendation**

The Board (other than the MD and CEO who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders vote in favour of this Resolution 4(b).

## Enquiries

Shareholders are asked to contact the Company Secretary by emailing [aaron.mckenzie@siteminder.com](mailto:aaron.mckenzie@siteminder.com) if they have any queries in respect of the matters set out in these documents.

# Glossary

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

**Annual Financial Report** means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 23 August 2023.

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

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

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

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

**Auditor's Report** means the auditor's report of Deloitte dated 23 August 2023 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

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

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

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

**Company** means SiteMinder Limited ACN 121 931 744.

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

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

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

**EEIP** means the SiteMinder Employee Equity Incentive Plan.

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

**FY2024 LTI** means the long-term variable component of the MD and CEO's remuneration package for the 2024 financial year.

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

**LTI** means long-term incentive.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 18 September 2023 including the Explanatory Statement.

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

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

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

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

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

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

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

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

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

**VWAP** means the volume weighted average market (closing) price of an ordinary share in the Company.

# Annexure A – Summary of Employee Equity Incentive Plan (EEIP)

The key features of the EEIP and the proposed equity securities to be issued under it, are set out in this Annexure A.

## 1. Eligibility

The Board may offer awards under the EEIP to an Eligible Employee, being:

- a) Full-time or part-time employee of a Group Company (including an executive director);
- b) a non-executive director of a Group Company
- c) Contractor; or
- d) Casual Employee.

## 2. Purpose

The purpose of the Plan is to:

- a) assist in the reward, retention and motivation of Eligible Employees;
- b) link the reward of Eligible Employees to performance and the creation of Shareholder value;
- c) align the interests of Eligible Employees more closely with the interests of Shareholders by providing an opportunity for Eligible Employees to receive an equity interest in the form of Awards;
- d) provide Eligible Employees with the opportunity to share in any future growth in value of the Company; and
- e) provide greater incentive for Eligible Employees to focus on the Company's longer term goals.

## 3. Administration of Plan

- a) The Board may appoint for the proper administration and management of the Plan, such persons as it considers desirable and may delegate thereto such authorities as may be necessary or desirable for the administration and management of the Plan.
- b) Subject to the provisions of the Rules, the Board may make such regulations and establish such procedures for the administration and management of the Plan as they consider appropriate.
- c) The decision of the Board as to the interpretation, effect or application of the Rules will be final.

## 4. Grant of Awards

The Company may Offer the following Awards under the EEIP:

- Shares: The Company may Offer or issue Shares to an Eligible Employee on terms specified in the Offer.
- Options: The Company may Offer or issue Options to an Eligible Employee on such terms and conditions as specified in the Offer.
- Performance Rights: The Company may Offer or issue Performance Rights to an Eligible Employee on such terms and conditions specified in the Offer.



## 5. Offers

The Company may from time to time make an Offer of Awards under the EEIP to any Eligible Employee. Each Offer must be made in an Offer Document and must include the required information contained within the EEIP.

## 6. Vesting and Exercise

If the grant or offer of Options or Performance Rights is subject to Option Vesting Conditions or Performance Right Vesting Conditions respectively, the Company must give a Participant a Vesting Notice upon the Option Vesting Conditions relating to the Options Vesting Conditions or the Performance Right Vesting Conditions relating to the Options or Performance Rights issued (or transferred) to the Participant having been satisfied, or waived by the Board.

- a) A participant will be entitled to exercise:
  - i. an Option if any Option Vesting Conditions have been satisfied or waived;
  - ii. a Performance Right if any Performance Right Vesting Conditions have been satisfied or waived; and
  - iii. it is otherwise capable of exercise in accordance with the terms of the relevant Offer and the Rules.
- b) Once an Option or Performance Right is capable of exercise in accordance with Rule 14.1, it may be exercised at any time up until 5.00 pm (Sydney time) on the Last Exercise Date, subject to these Rules.

## 7. Lapse of Options or Performance Rights

Unless otherwise specified in the Options Vesting Conditions, or Performance Right Vesting Conditions or determined otherwise by the Board an Option or a Performance Right lapses on the earlier of:

- a) the Board determining that any Option Vesting Condition applicable to the Option or any Performance Right Vesting Condition applicable to the Performance Right has not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;
- b) the day immediately following the Last Exercise Date; or
- c) the Option or Performance Right lapsing in accordance with Rule 18, 19 or 20.

## 8. Cessation of Employment

Clause 18.1, "Bad Leaver," specifies that Eligible employees who leave due to resignation (excluding Special Circumstances), dismissal for cause, or other non-Special Circumstances, as determined by the Board to constitute a Bad Leaver. Bad Leavers will:

- Have any unvested Shares forfeited.
- Have any unvested Options or Performance Rights immediately lapsed.
- Have any unexercised Vested Options or Performance Rights lapsed upon departure.

Clause 18.2, "Good Leaver," applies to employees leaving due to Special Circumstances or other reasons not classified as "Bad Leavers":

- Unvested Shares will be forfeited.
- Unvested Options or Performance Rights will lapse.

- Vested Options or Performance Rights will remain exercisable.

Clause 18.3, "Board Discretion," allows the Board to make exceptions for employees leaving during the Vesting Period, subject to compliance with the Listing Rules and the Corporations Act, to treat any Unvested Shares, Options or Performance Rights held by the relevant Participant in any way other than in the manner set out in Rule 18.1 or 18.2, if the Board determines that the relevant circumstances warrant such treatment. The Company must notify affected employees and update certificates within 14 days of the Board's decision.

## **9. Compliance with Law**

No Award may be offered, issued or exercised, and no Share may be issued pursuant to the exercise of Options or Performance Rights under the Plan to the extent that any such Award would contravene the Corporations Act, the Class Order (where the Class Order is being relied on), the Listing Rules or any other applicable law.

If it would contravene the local laws or customs of an Eligible Employee's country of residence or in the opinion of the Board would require actions to comply with those local laws or customs which are impractical or unreasonably onerous.

## **10. Trustee**

The Company may appoint an employee share trust or other mechanism to hold Shares for Participants under the Plan and deliver Shares to Participants upon the grant of Shares or the exercise of Options or Performance Rights.

## **11. Change of Control Event**

If a Change of Control Event occurs, the Board may in its sole and absolute discretion, and subject to the Listing Rules determine how Unvested Shares, Unvested Options or Unvested Performance Rights held by a Participant will be treated.

## **12. Provisions relating to U.S Eligible Employees**

### **Restricted Employees**

The shares offered to Eligible Employees under the Plan have not been registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or jurisdiction. As a result, they cannot be offered, sold, or transferred in the United States, except in transactions that are exempt from or not subject to the Securities Act's registration requirements and in compliance with applicable state securities laws.

These shares, options, or performance rights are provided under an exemption called Rule 701 under the Securities Act, making them "restricted securities" as defined in Rule 144 of the Securities Act. This means they cannot be resold in the United States as restricted securities unless they are registered under the Securities Act or an exemption from registration is available. However, they may generally be resold outside the United States under Regulation S, provided that neither the seller nor anyone involved in the transaction knows or has reason to know that it has been pre-arranged with a person in the United States.

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **9.00am (AEDT) on Saturday, 28 October 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

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

