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NOTICE OF MEETING 2021



ELMO Software Limited
ACN 102 455 087



22 October 2021

Dear Shareholder,

On behalf of the Board of ELMO Software Limited (**ELMO**), I am pleased to invite you to attend the 2021 Annual General Meeting (**AGM**) of ELMO. Enclosed is the Notice of Meeting setting out the business of the AGM.

ELMO's 2021 AGM will be held on Tuesday, 23 November 2021 commencing at 2:00pm (Sydney time) online.

ELMO continues to monitor the ongoing risks from the COVID-19 disease outbreak. In the interests of the health and safety of shareholders, our people and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the AGM relating to in-person gatherings and travel restrictions, the Board has decided to hold this year's AGM as a fully online (virtual) meeting.

Our virtual AGM will provide you with similar opportunities online as you would have attending an AGM in person. You will be able to view presentations, vote, and ask questions or make comments live during the AGM. A dial-in teleconference will also be available to shareholders.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Link Group Online Platform Guide.

The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.elmosoftware.com.au/Investors/>

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the AGM by following the instructions on the Proxy Form.

ELMO's co-founder and Chief Executive Officer, Mr Danny Lessem and I will comment briefly on the performance of ELMO during the year ended 30 June 2021 at the AGM. For further information please also refer to the 2021 Annual Report, which is available on ELMO's website.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ELMO unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of ELMO and I look forward to your attendance at the 2021 AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'B. Lewin'.

Barry Lewin
Chair

ELMO Software Limited
ABN 13 102 455 087

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of ELMO Software Limited ACN 102 455 087 (**ELMO** or the **Company**) will be held:

Date: Tuesday, 23 November 2021
Time: 2:00pm (Sydney time)
Venue: online via <https://agmlive.link/ELO2021>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Link Group Online Platform Guide.

The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.elmosoftware.com.au/Investors/>

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry via email within 24 hours prior to the Meeting.

Shareholders will need to contact Link Market Services on +61 1800 990 363 by 5:00pm on 22 November 2021 to obtain a personalised PIN number in order to ask a question via the telephone.

A. Consideration of reports

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2021.

All shareholders can view the Company's 2021 Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2021 on the Company's website at <https://investors.elmosoftware.com.au/Investors/>

B. Questions and comments

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about and make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external auditor for the period ended 30 June 2021, Deloitte Touche Tohmatsu (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

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

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

C. Items for approval

Resolution 1. Re-election of Director – Kate Hill

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

“That Kate Hill, who retires in accordance with clause 69.2 of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 2. Remuneration Report

To consider and if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2021 be adopted.”

The Remuneration Report is contained in the 2021 Annual Report (available at <https://investors.elmosoftware.com.au>).

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2021 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 3. Non-Executive Director Equity Plan

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of share rights under the Non-Executive Director Equity Plan to Non-Executive Directors in office from time-to-time be approved on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ELMO Non-executive Director Equity Plan (**NED Equity Plan**); or
- b. an associate of any of those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting 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 a person excluded from voting, on Resolution 3; and
 - ii. the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Only Non-Executive Directors are eligible to participate in the NED Equity Plan so therefore only Ms Kate Hill, Ms Leah Graeve and Mr Barry Lewin and their associates will be excluded from voting on Resolution 3. The Executive Director, Mr Danny Lessem, is ineligible to participate in the NED Equity Plan. As a result, Mr Danny Lessem will not be excluded from voting on Resolution 3.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 4. Appointment of Grant Thornton Audit Pty Ltd as Auditor

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

"That, in accordance with section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Grant Thornton Audit Pty Ltd having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of ELMO Software Limited."

BY ORDER OF THE BOARD



Anna Sandham
Company Secretary

22 October 2021

Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Sydney time) on Sunday, 21 November 2021 (being two days before the date of the Meeting) will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 2:00pm (Sydney time) on Sunday, 21 November 2021 (48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred): www.linkmarketservices.com.au

By post: ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

By hand: Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am – 5:00pm) and subject to public health orders and restrictions

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2:00pm (Sydney time) on Sunday, 21 November 2021, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2 and 3, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

Shareholder questions submitted prior to the meeting

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 2:00pm (Sydney time) on Tuesday, 16 November 2021 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Conduct of meeting

ELMO is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. ELMO will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, ELMO will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chair of the meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

Participation in the AGM

There are a number of ways shareholders and interested parties can participate in the AGM:

- **Online:** shareholders and proxyholders are encouraged to participate in the AGM online meeting platform at <https://agmlive.link/ELQ2021>, which will allow them to view presentations, ask questions in writing and vote.
- **Telephone:** for shareholders and proxyholders who are unable or do not wish to access the AGM online, this will allow them to listen to the Meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Market Services on +61 1800 990 363 to pre-register and obtain your unique PIN. Shareholders should then follow the instructions in the Link Group Online Platform Guide to join the Meeting via Phone prior to the AGM.
- **Voting:** shareholders can vote on resolutions to be considered at the AGM either by voting online during the AGM or, before the meeting, by appointing a proxy:
 - Online at www.linkmarketservices.com.au; or
 - By requesting a hard copy Proxy Form from Link Market Services by calling +61 1800 990 363 and returning it via the methods outlined on the Proxy Form; or
- **Asking questions:** shareholders can ask questions of the Board or the Auditor either:
 - Lodging the question online before the AGM at www.linkmarketservices.com.au;
 - During the AGM via the online meeting platform; or
 - During the AGM via telephone if you are attending by telephone.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held at 2:00pm (Sydney time) on Tuesday, 23 November 2021.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 3 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Re-Election of Director – Kate Hill

Kate Hill was appointed as an independent non-executive Director of the Company on 8 June 2018 and was last re-elected as a Director at the 2019 AGM. In accordance with clause 69.2 of the Constitution, the Company must hold a re-election of directors at every AGM.

Kate retires from office at the conclusion of the AGM and being eligible, offers herself for re-election as a Director of the Company. If shareholders do not approve the re-election of Kate, then Kate will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Kate had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Kate Hill (if re-elected), will continue to be an independent Director.

Kate currently serves as the Chair of ELMO's Audit and Risk Committee and is a member of its Nomination and Remuneration Committee.

Kate has over 20 years' experience as an audit partner with Deloitte Touche Tohmatsu, advising privately owned and small cap ASX listed clients. She has worked extensively in regulated environments including assisting with Initial Public Offerings, capital raising and general compliance, as well as operating in an audit environment. She also held several leadership positions within Deloitte and built an audit practice serving private clients in the Western Sydney office. She served on the Deloitte Australia board of partners for 2 years.

Kate is currently a Director of Countplus Limited (ASX: CUP) and is the Chair of their Audit and Risk Committee as well as being a member of their Acquisitions Committee. She is also the Chair and Non-executive Director of Seeing Machines Limited, listed on AIM in the UK.

Kate is a member of the Institute of Chartered Accountants in Australia and New Zealand, and a graduate of the Australian Institute of Company Directors.

Prior to submitting herself for election, Kate has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the re-election of Kate Hill as she will contribute to the Board her significant experience in the areas of audit and finance, listed companies and general compliance, as well as complementing the skills of the existing directors and enable ELMO to execute on its growth strategy.

Board Recommendation

The Directors, with Kate Hill abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Adoption of Remuneration Report

As required by section 250R(2) of the Act, a resolution that ELMO's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on ELMO's website at <https://investors.elmosoftware.com.au>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Board Recommendation

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

Resolution 3. Approval to issue Securities under the Non-Executive Director Equity Plan

The Company is seeking shareholder approval for the ELMO Non-executive Director Equity Plan (**NED Equity Plan**) which was last approved by shareholders at the 2018 AGM for a duration of three years to November 2021.

Why is approval being sought?

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a director under an employee incentive scheme. Approval is being sought to grant the Non-executive Directors (**NEDs**) share rights (**Share Rights**) under the NED Equity Plan.

As detailed below, Share Rights under the NED Equity Plan vest and convert into fully paid ordinary shares (**Shares**). Under ASX Listing Rule 10.14, shareholder approval is required for the acquisition (including by issue) of Share Rights (and Shares on the vesting of such Share Rights) to any Director, unless the Shares allocated on vesting of the Share Rights are required by the terms of the scheme to be purchased on-market.

It is currently intended that any Share Rights (and Shares on the vesting of such Share Rights) to any NED be purchased on-market, so therefore this will not result in any dilution to shareholders and do not require shareholder approval under the Listing Rules. However, the Company wishes to retain the flexibility to either purchase on-market or issue Shares depending on which choice the Company considers to be in the Company's best interests at the time. The Board also recognises that it is in line with good corporate governance practices for equity grants to Directors to be approved by shareholders.

Background

Under the terms of the NED Equity Plan, NEDs may elect to sacrifice, on a pre-tax basis, some, or all of their NED fees to acquire Share Rights.

The Board believes that structuring the remuneration of NEDs in this way will support the NEDs in building their shareholdings in ELMO. The NED Equity Plan is intended to support NEDs in building their shareholdings in the Company, share in the long-term growth of the Company and continue to enhance the alignment of interests with shareholders generally.

The NED Equity Plan recognises that NEDs can often be limited in their ability to purchase Shares in ELMO at a point in time as a result of reputational considerations or the operation of insider trading laws and the requirement of the Company's Securities Dealing Policy.

The Company notes that governance bodies are supportive of directors holding a meaningful shareholding in the companies on which they serve, and the NED Equity Plan will help facilitate this for ELMO's NEDs (particularly those who are new to the Board).

The Board confirms that the Share Rights granted under the NED Equity Plan will not be subject to performance conditions (although the Share Rights are subject to continued service – see further details below). This is in line with best practice governance standards which recommend that NEDs generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity.

Overview of the NED Equity Plan

Under the NED Equity Plan, NEDs are eligible to voluntarily elect to sacrifice, on a pre-tax basis, some, or all of their NED fees to acquire Share Rights as part of their remuneration.

Share Rights will typically be granted once each financial quarter and the first Grant Date is expected to occur on the first day of the financial quarter beginning after the later of (i) receipt by the Company of shareholder approval for the Award and (ii) receipt by the Company of a valid Application from a NED participant.

Summary of the material terms of the NED Equity Plan

Share Rights will lapse if the Participant ceases as a director of ELMO or any of its related bodies corporate before the relevant Vesting Date. There are no dividend or voting rights with respect to Share Rights awarded to a Participant. However, the Trustee may determine to make a trust distribution to a Participant, equal to the amount of dividends a Participant would have received had they held Shares rather than Share Rights.

Provided a Participant remains a Director, Share Rights will vest as soon as practicable on the first business day of the financial quarter beginning after each Grant Date and a Participant will then be allocated Restricted Shares that will be subject to the Restriction Period. The Share Rights to be granted to NEDs under the NED Equity Plan will not be subject to performance conditions or service requirements which could result in potential forfeiture. This is in-line with best practice governance standards, including the ASX Principles, which recommend that non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity.

Restricted Shares will be held by the Trustee on a Participant's behalf during the Restriction Period.

During the Restriction Period, in relation to their Restricted Shares a Participant will be entitled to:

- receive any dividends paid on Shares (the Trustee will distribute these funds to a Participant); and
- direct the Trustee how to vote the Restricted Shares held on a Participant's behalf.

The Restriction Period will end on the earlier of:

- a Participant ceasing to be a Director;
- the time period a Participant nominates in their Application (up to a maximum of 15 years from the Grant Date); or
- the Board determining the Restriction Period should end.

Following the end of the Restriction Period, the Restricted Shares will be transferred from the Trustee to the Participant and the Participant is then free to deal with the Shares as they wish, subject to compliance with the ELMO Securities Dealing Policy as it is applicable.

If Shares are issued (instead of being acquired on-market), Restricted Shares will rank equally with other Shares and ELMO will apply for quotation of the Restricted Shares on the ASX.

Fees sacrificed will be converted to Share Rights in accordance with the following formula:

“Equity Amount” (\$) for the relevant period/Value per Share Right

Where:

- “Equity Amount” is the amount of fees sacrificed by the NED at the time of the relevant Grant Date
- the Value per Share Right for the purposes of the Award will be equal to the volume weighted average market price of ELMO's ordinary shares traded on the ASX for the 10 trading day period before the Grant Date.

If there is a transaction or event that the Board determines is likely to result in a change of control of ELMO, the Board may in its discretion determine that any unvested Share Rights will vest and that Restricted Shares are no longer subject to the Restriction Period.

If prior to the Vesting Date, there is a re-organisation of ELMO, the Share Rights of each Participant will be adjusted in the manner required to comply with the Listing Rules; and if new Share Rights are awarded, the new Share Rights will be subject to the same terms and conditions as the original tranche of Share Rights to which the new Share Rights relate.

If at any time the Board determines that the allocation of Share Rights or Restricted Shares would result in ELMO breaching its constitution, any policy, any law, the ASX Listing Rules or is otherwise inappropriate in the circumstances, the Board may defer the allocation of Share Rights.

The operation of the NED Equity Plan will not increase the remuneration of Directors. The NED Equity Plan does not constitute any form of incentive, it is merely a mechanism for the NEDs to invest in the Company at market value and build their equity holding using pre-tax remuneration.

Additional information required under the ASX Listing Rule 10.15

The Company provides the following additional information in respect of the proposed grant of equity to NEDs under the NED Equity Plan for FY2022, FY2023 and FY2024.

- All NEDs are entitled to participate in the NED Equity Plan. At the date of this Notice of Meeting, the only NEDs are Ms Kate Hill, Ms Leah Graeve and Mr Barry Lewin. At the date of this Notice of Meeting, only Ms Kate Hill participates in the NED Equity Plan.
- The maximum number of securities that may be allocated by current and future NEDs cannot be precisely calculated as it depends on:
 - The amount of remuneration a NED elects to sacrifice to acquire Share Rights; and
 - The share price at the time when Share Rights are granted to NEDs.

The maximum potential value of Share Rights and Restricted Shares that could be allocated annually under the NED Equity Plan is equal to \$750,000 (which is the amount set out in the Constitution as the NED fee cap). Therefore, the maximum possible annual dilution at the date of this Notice of Meeting is 0.18%. The annual dilution on the NED fees currently paid to NEDs is 0.12%. See below for further details of the NED fees currently paid to NEDs.

The actual value of Share Rights and Restricted Shares that will be allocated is likely to be lower, because:

- the level of NED fees is below the NED fee cap;
- it is anticipated that not all the NEDs will participate in the NED Equity Plan. At the time of writing, only Ms Kate Hill participates in the NED Equity Plan; and
- it is anticipated that not all NEDs will sacrifice all of their fees under the NED Equity Plan.

The value of each Share Right and Restricted Shares is calculated in accordance with the formula set out as follows:

$$\text{Number of Share Rights} = \frac{\text{Value of NED fees sacrificed (\$) for the relevant period}}{\text{Value per Share Right}}$$

The Value per Share Right is the volume weighted average market price of Shares on ASX for the 10 trading days before the Grant Date. Shares to be allocated on vesting of the Share Rights are intended to be sourced on-market.

To assist shareholders, the following table gives three hypothetical applications of the above formula using the Company's closing share price on 24 September 2021 as the VWAP, with alternatives of plus or minus 20% of the share price. The table assumes a NED elects to sacrifice 50% of their fees in FY2022.

Hypothetical share price for VWAP	Right Value (VWAP) (\$)	Fee amount sacrificed (\$)	Number of Share Rights to be issued
ELO close price on 24 September 2021 = \$4.58	\$4.58	\$55,000	12,009
ELO close price on 24 September 2021 plus 20%	\$5.50	\$55,000	10,007
ELO close price on 24 September 2021 less 20%	\$3.66	\$55,000	15,011

- Details of the current total remuneration packages for each of the NEDs are as follows:

Name	Current total remuneration package per annum (Board and Committee fees incl superannuation)
Barry Lewin (Chair)	\$220,000
Kate Hill	\$130,000
Leah Graeve	\$130,000

Further information regarding the remuneration of the Non-Executive Directors is set out in the Company's Remuneration Report which forms part of the 2021 Annual Report.

- The NED Equity Plan was last approved by Members at the 2018 AGM. Since that time, the following NEDs received grants under the NED Equity Plan:

Name	Type of security	Number received	Acquisition price (average)
Kate Hill	Restricted Shares	11,005	\$6.51
Kate Hill	Share Rights	1,923	\$4.55

- See details above about the material terms of the Share Rights and Restricted Shares, an explanation of why they are being used and the value attributed to Share Rights and Restricted Shares.
- If Resolution 3 is approved, it is anticipated that NEDs will be able to participate in the NED Equity Plan from the time shareholder approval is granted. The last date by which the Company will issue any securities is 23 November 2024, being three years after the date of this Meeting.
- As noted above, it is intended that Restricted Shares received on the automatic exercise of Share Rights under the NED Equity Plan will be satisfied through arranging for shares to be purchased on-market at the prevailing market price.
- A summary of the material terms of the NED Equity Plan is set out above.
- No loans will be made available in relation to the acquisition of Share Rights or Restricted Shares under the NED Equity Plan.
- Details of any securities issued under the NED Equity Plan will be published in each Annual Report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
- If approval is given by Members under Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.
- If approval is given by Members under Listing Rule 10.14, any securities issued or allocated to a NED will not be calculated as a "directors' fee" for the purposes of the total agreement amount of directors fees payable in accordance with Listing Rule 10.17.
- A voting exclusion statement is set out at Resolution 3 in the Notice.

Board Recommendation

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

Note – *The Chair intends to vote all available proxies in favour of Resolution 3.*

Resolution 4. Appointment of Grant Thornton Audit Pty Ltd as Auditor

Grant Thornton Audit Pty Ltd will be appointed Auditor of the Company on a date to be determined as it is subject to ASIC's consent, after its previous auditor resigned. Under section 327B(1)(b) of the Act, Grant Thornton Audit Pty Ltd holds office until the Company's AGM and requires the Company to appoint an auditor to fill any vacancy in the office of the auditor at each subsequent AGM. Grant Thornton Audit Pty Ltd has given, and has not withdrawn, its consent to act as external auditor of ELMO Software Limited.

In accordance with section 328B(1) of the Act, notice in writing nominating Grant Thornton Audit Pty Ltd as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment A to this Notice.

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

ATTACHMENT A

Notice of Nomination of Auditor ELMO Software Limited

22 October 2021

The Directors
ELMO Software Limited
Level 27, 580 George Street
Sydney NSW 2000

Dear Directors,

NOMINATION OF GRANT THORNTON AUDIT PTY LTD AS AUDITOR OF ELMO SOFTWARE LIMITED (ABN 13 102 455 087)

I, James Haslam, being a shareholder of ELMO Software Limited, nominate Grant Thornton Audit Pty Ltd for the appointment as auditor of ELMO Software Limited at its 2021 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2021 Annual General Meeting of ELMO Software Limited as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully,



James Haslam
ELMO Software Limited



ABN 13 102 455 087


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of ELMO Software Limited (Company) and entitled to attend and vote hereby:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Tuesday, 23 November 2021, online <https://agmlive.link/EL02021>** (the Meeting) and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting (refer to details in the Virtual General Meeting Online Guide and Notice of Meeting).

Important for Resolutions 2 & 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 & 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 Re-election of Director –

Kate Hill

2 Adoption of Remuneration Report

3 Non-Executive Director Equity Plan

4 Appointment of Grant Thornton
Audit Pty Ltd as Auditor



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ELO PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 21 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/ELO2021>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

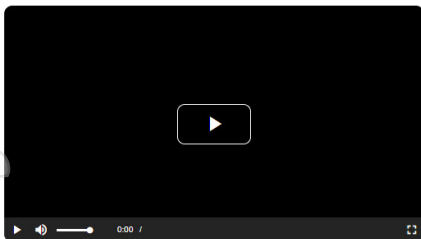
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

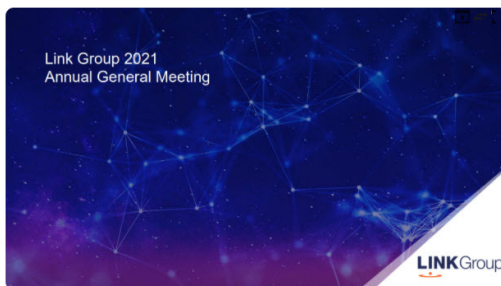
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

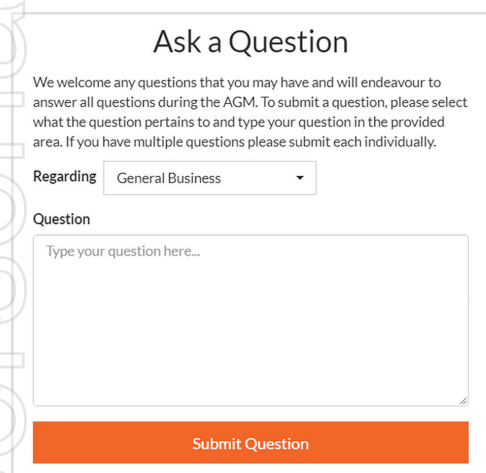
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu set to 'General Business'. The 'Question' section has a text area with the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

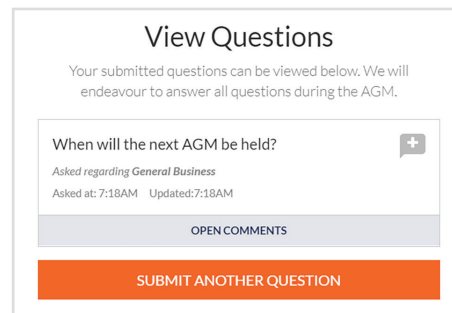
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5:pm on 22 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 316 947 or +61 2 9000 2113

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au