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intelliHR Limited
Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at:

- by the Virtual Meeting Facility; and
- 10:00am (AEST) on Tuesday 30 November 2021.

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* which came into force on 14 August 2021, the notice of meeting, accompanying explanatory statement, and annexures (the **Meeting Materials**) are being made available to shareholders electronically.

This notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com if you wish to discuss any matter concerning the Meeting.

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IntelliHR Limited
ACN 600 548 516

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of IntelliHR Limited will be held by the Virtual Meeting Facility at 10:00am (AEST) on 30 November 2021 via the online platform at https://meetings.linkgroup.com/IHR21 (the ***Meeting***).

Given the significant and ongoing health concerns attributed to the COVID-19 pandemic, and in addition to the guidelines and restrictions issued by the Australian State and Federal governments, the Company considers it necessary to hold the Meeting as a completely virtual meeting. There will not be a physical venue for Shareholders or proxyholders to attend.

The Company will provide Shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online. Shareholders will also be able to ask verbal questions by phone. Further instructions for attending via the online platform and ask questions by phone are set out in the Voting Notes below. All Shareholders and proxyholders will have an equal opportunity to participate in the Meeting regardless of their physical location.

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

Proxy Forms must be received by no later than 10:00am (AEST) on 28 November 2021.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important. 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 advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AEDT) on 28 November 2021.

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors (**Directors' Report**) and Auditors for the financial year ended on 30 June 2021 (**Annual Report**).

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RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

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

> *"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors' Report for the financial year ended on 30 June 2021."*

A voting exclusion statement is set out below.

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

RESOLUTION 2 - RE-ELECTION OF DIRECTOR – ILONA CHARLES

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

> *"That Ilona Charles, who was appointed as a Director by the Board in accordance with rule 19.2(a) of the Company's Constitution, retires upon the conclusion of the Meeting in accordance with rule 19.2(b) of the Company's Constitution and offer herself for re-election, be re-elected as a Director."*

RESOLUTION 3 - RE-ELECTION OF DIRECTOR – BELINDA LAJOIE

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

> *"That BELINDA Lajoie, who was appointed as a Director by the Board in accordance with rule 19.2(a) of the Company's Constitution, retires upon the conclusion of the Meeting in accordance with rule 19.2(b) of the Company's Constitution and offer herself for re-election, be re-elected as a Director."*

RESOLUTION 4 - RE-ELECTION OF DIRECTOR – ANTHONY BELLAS

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

> *"That Anthony Bellas, who was appointed as a Director by the Board in accordance with rule 19.2(a) of the Company's Constitution, retires upon the conclusion of the Meeting in accordance with rule 19.2(b) of the Company's Constitution and offers himself for re-election, be re-elected as a Director."*

RESOLUTION 5 - APPROVAL OF 10% PLACEMENT FACILITY

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

> *"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

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RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO A RELATED PARTY – ROBERT BROMAGE

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

> *"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 650,759 Performance Rights to Mr Robert Bromage or his nominee on the terms set out in the Explanatory Statement."*

A voting exclusion statement is set out below.

RESOLUTION 7 – INCREASE OF NON-EXECUTIVE DIRECTOR FEE POOL

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

> *"That, for the purposes of Listing Rule 10.17, rule 19.5 of the Constitution and for all other purposes, the maximum aggregate annual directors' fees that may be paid by the Company to the Non-executive Directors be increased from $300,000 per annum to $700,000 per annum."*

A voting exclusion statement is set out below.

RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES UNDER THE PLACEMENT

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue under the Placement made on 27 September 2021 of 46,378,260 Shares on the terms set out in the Explanatory Memorandum which accompanies this Notice."*

A voting exclusion statement is set out below.

RESOLUTION 9 – ISSUE OF SHARES TO A RELATED PARTY UNDER A PLACEMENT

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,621,740 Shares at an issue price of $0.23 per Share to Colinton Capital Partners or its nominee on the terms set out in the Explanatory Statement which accompanies this Notice".*

A voting exclusion statement is set out below.

RESOLUTION 10 – AMENDMENT TO THE INTELLIHR OPTION INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 exception 13 and for all other purposes, Shareholders approve a variation to the intelliHR Option Incentive Plan on the terms set out in the Explanatory Memorandum which accompanies this Notice."

A voting exclusion statement is set out below.

RESOLUTION 11 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - ANTHONY BELLAS

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr Anthony Bellas or his nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 12 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN – BELINDA LAJOIE

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Ms Belinda Lajoie or her nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 13 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN – GREG BAYNTON

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr Greg Baynton or his nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 14 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN – ILONA CHARLES

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

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"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Ilona Charles or her nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 15 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN – JAMIE DUFFIELD

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr Jamie Duffield or his nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 16 – APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN – DAVID SLOCOMB

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr David Slocomb or his nominee under the intelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 – Remuneration Report (Non-Binding)	A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

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(b) a Closely Related Party of such a member.

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

(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(d) the voter is 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 this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

ASX Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of a Resolution by or on behalf of:

(a) the below named person or class of persons excluded from voting; or

(b) an associate of that person or those persons:

Resolution	Persons excluded from voting
Resolution 6 – Approval to issue securities to a Related Party – Robert Bromage	Robert Bromage and and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares).
Resolution 7 – Increase of Non-executive Director fee pool	The Directors and their associates.
Resolution 8 – Ratification of issue of shares under the Placement	Participants in the placement or a counterparty to the agreement being approved.
Resolution 9 – Issue of Shares to a Related Party under a Placement	A person who is to receive the securities in question and any other person who will

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	obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).
Resolution 10 – Amendment of intelliHR Option Incentive Plan	Persons who are eligible to participate in the intelliHR Option Incentive Plan.
Resolution 11 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – Anthony Bellas	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan.
Resolution 12 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – Belinda Lajoie	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan
Resolution 13 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – Greg Baynton	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan
Resolution 14 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – Ilona Charles	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan
Resolution 15 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – Jamie Duffield	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan
Resolution 16 – Approval to issue Shares under the intelliHR Option Incentive Plan to a Related Party – David Slocomb	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the intelliHR Option Incentive Plan

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

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

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(c) a holder acting solely as 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 the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board of Directors



Mr Tony Bellas
Non-executive Chairman
29 October 2021

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Explanatory Statement

1 INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held by the Virtual Meeting Facility at 10:00am (AEST) on 30 November 2021. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of this Explanatory Statement.

ASX takes no responsibility for the contents of the Notice or Explanatory Statement.

Please contact the Company Secretary on Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

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2.1 Participating in the meeting through the Virtual Meeting Facility

Due to the COVID-19 pandemic and in adhering to current restrictions on physical gatherings implemented by the Australian governments, the Company will not be holding a physical Meeting. Instead, the Company invites Shareholders or proxyholders to attend the Meeting online via https://meetings.linkgroup.com/IHR21. Shareholders and proxyholders will be able to view a live webcast of the Meeting, ask the Directors of the Company questions online and submit your votes in real time. Shareholders will also be able to ask questions verbally by phone.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter https://meetings.linkgroup.com/IHR21 into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.stategas.com.

Shareholder Questions

A discussion will be held on all items to be considered at the Meeting.

Shareholders and proxyholders will also be able to participate in the Meeting, including voting and asking questions either online or via telephone. If your holding cannot be verified by the phone moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Please contact Link Market Services on 1800 990 363 or +61 1800 990 363 before 5:00pm on Monday, 29 November 2021 to obtain a personalised PIN number to ask a question via the telephone.

You will receive instructions on how to ask a question during the Meeting from the phone moderator.

To ensure that as many Shareholders as possible have the opportunity to ask questions, Shareholders are requested to observe the following:

(a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;

(b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and

(c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

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Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder question form has been included with this Notice and is also available on the Company's website: https://intellihr.com/.

Written questions must be received by the Company or Link Market Services Limited by 5pm (AEST) on 25 November 2021 and can be submitted online.

Each resolution considered at the Meeting will be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the Meeting.

How to Vote at the Virtual Meeting

Online voting will be opened between 15 minutes before the commencement of the Meeting at 10:00am (AEST) on 30 November 2021 and the time that is five minutes after the Chair closes the Meeting.

More information about online and phone participation in the Meeting (including asking questions via the virtual platform or phone) is available in the Virtual Meeting Online Guide, included as an annexure to this Notice.

2.2 Voting by Proxy

An eligible Shareholder can vote at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 48 hours before the commencement of the Meeting (i.e. 10:00am on 28 November 2021).

Proxy Forms can be submitted in four ways

- **Online** by visiting the Company's registry's website (www.linkmarketservices.com.au). Please follow the prompts and have your SRN or HIN available
- **By mail** to:
  intelliHR Limited
  c/- Link Market Services Limited
  Locked Bag A14
  Sydney South NSW 1235 Australia
- By **facsimile** to +61 2 9287 0309
- By **hand** to:

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

The Chair intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

2.3 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

2.4 Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AEDT) on 28 November 2021.

2.5 Voting by Shareholders at the Meeting

All Resolutions will be determined by a poll at the Meeting.

The Company encourages Shareholders who submit proxies to direct their proxy on how to vote on the Resolutions. As at the date of this Notice the Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.

3 ANNUAL REPORT

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

(a) discuss the Annual Report for the financial year ended on 30 June 2021 which is available on the ASX platform at www.asx.com.au; and

(b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the auditor's report;

(c) 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.

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In addition to taking questions at the Meeting, written questions to the Company's auditor about:

(a) the content of the auditor's report to be considered at the Meeting; and

(b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4 RESOLUTION 1 - REMUNERATION REPORT

4.1 Introduction

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

(a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;

(b) addresses the relationship between the Company's remuneration policy and the Company's performance; and

(c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended on 30 June 2021.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

4.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

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

All of the directors of the company who were directors of the company when the resolution to make the directors' report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Shareholders approved the Company's Remuneration Report for financial year ended on 30 June 2020, and as a result there is no requirement to vote on a Spill Resolution if 25% or more of the votes cast vote against Resolution 1.

Voting on Resolution 1 will be determined by a poll at the Meeting.

5 RESOLUTIONS 2 TO 4 - RE-ELECTION OF DIRECTORS

5.1 Introduction

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer, and that a director appointed to fill a casual vacancy must also not hold office (without re-election) past the company's next annual general meeting.

Rule 19.3 of the Company's Constitution provides that no Director who is not a managing director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. Rule 19.2 of the Company's Constitution provides that the Board may appoint a Director to fill casual vacancies, who hold office until the conclusion of the next annual general meeting following the appointment. Rule 19.3 of the Company's Constitution provides that the Company may by resolution at an annual general meeting fill an office vacated by a director under rules 19.2 or 19.3 by electing or re-electing an eligible person to that office.

5.2 Ilona Charles and Belinda Lajoie

Ms Ilona Charles was appointed a Director of the Company by the Board on 19 February 2021 and in accordance with ASX Listing Rule 14.4 and rule 19.2 of the Company's Constitution, retires with effect from the conclusion of the Meeting. Ms Charles offers herself for re-election.

Ms Belinda Lajoie was appointed a Director of the Company on 30 April 2021 and in accordance with ASX Listing Rule 14.4 and rule 19.2 of the Company's Constitution, retires with effect from the conclusion of the Meeting. Ms Lajoie offers herself for re-election.

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Details of the qualifications and experience for each of Ilona Charles and Belinda Lajoie are set out in the Company's 2021 Annual Report.

5.3 Anthony Bellas

Anthony Bellas was appointed as a director of the Company on 16 December 2016. In accordance with ASX Listing Rule 14.4 and rule 19.3 of the Company's Constitution, Anthony Bellas retires from office at this Meeting and offers himself for re-election.

Details of the qualifications and experience for Anthony Bellas are set out in the Company's 2021 Annual Report.

5.4 Directors' recommendations

The Board (excluding Ilona Charles) recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Belinda Lajoie) recommends that Shareholders vote in favour of Resolution 3.

The Board (excluding Anthony Bellas) recommends that Shareholders vote in favour of Resolution 4.

6 RESOLUTION 5 - APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval (**10% Placement Facility**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(a) below).

Any funds raised will be used to accelerate the Company's global expansion, for ongoing R&D, product enhancement and towards general working capital.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.2 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue quoted Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval by way of a special resolution. The 10% Placement Facility is subject to conditions and is addition to the Company's 15% placement capacity under Listing Rule 7.1.

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An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of $300 million or less. The Company is an eligible entity.

(a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

Number of Equity Securities = (A x D) - E

"A" the number of fully paid ordinary shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;

(B) plus the number of fully paid ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid ordinary shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the Relevant Period; or
- the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of any other fully paid ordinary shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;

(E) plus the number of partly paid shares that became fully paid in the Relevant Period;

(F) less the number of fully paid ordinary shares cancelled in the Relevant Period.

"D" is 10%.

"E" is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

As the date of this Notice, the Company has:

(iii) the following securities on issue:

(A) 327,857,946 fully paid ordinary shares;

(B) 8,658,321 unlisted options; and

(C) 8,026,439 unlisted performance rights.

(iv) assuming Resolution 5 is passed but no other Resolutions are passed, the capacity to issue:

(A) 49,178,691 Equity Securities under Listing Rule 7.1; and

(B) 32,785,794 Equity Securities under Listing Rule 7.1A.

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

6.3 Specific information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

(a) The approval will be valid for the period commencing on the date of the Meeting and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the Meeting;

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(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(b) The Equity Securities will be issued for a cash consideration per security which is not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

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

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The issue under Listing Rule 7.1A can only be made for cash consideration. The Company intends to use any funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), the Company's global expansion, ongoing R&D, product enhancement and general working capital.

(d) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than when Shareholders approve the 10% Placement Facility; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable "A" in Listing Rule 7.1A.2		10% Voting Dilution		
		\$0.11 50% decrease in Issue Price	\$0.22 Issue Price	\$0.33 50% increase in Issue Price
Current Variable A (327,857,946 Shares)	Shares issued	32,785,795	32,785,795	32,785,795
	Funds Raised	\$3,606,437	\$7,212,875	\$10,819,312
50% increase in current Variable A (491,786,919 Shares)	Shares issued	49,178,692	49,178,692	49,178,692
	Funds Raised	\$5,409,656	\$10,819,312	\$16,228,968

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100% increase in current Variable A (655,715,892 Shares)	Shares issued	65,571,589	65,571,589	65,571,589
	Funds Raised	$7,212,875	$14,425,750	$21,638,624

The table has been prepared on the following assumptions:

(i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options have been exercised before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(v) The issue price is $0.22 being the closing price of the Shares on ASX on 6 October 2021.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

(e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:

(i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.

(ii) The effect of the issue of the Equity Securities on the control of the Company.

(iii) The financial situation and solvency of the Company.

(iv) Advice from corporate, financial and broking advisers (if applicable).

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The subscribers may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) 28,144,568 Shares, representing 10.16% of the total number of equity securities on issue at the commencement of the 12 month period before the Meeting, have been issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. Details of the issues as required by Listing Rule 7.3A.6(b) is set out in SCHEDULE 2. The Company has not agreed to issue any Equity securities under Listing Rule 7.1A.2 but as at the date of the Meeting are not yet issued.

(g) As at the date of the Notice the Company is not proposing to make any issue of Equity Securities under Listing Rule 7.1A.2, no voting exclusion statement is required for the Notice.

6.4 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

7 RESOLUTION 6 - APPROVAL TO ISSUE SECURITIES TO A RELATED PARTY – ROBERT BROMAGE

7.1 Introduction

The Company proposes to grant 650,759 performance rights (**Performance Rights**) to Mr Robert Bromage, the Company's managing director (or his nominee). The grant is to remunerate Mr Bromage while preserving the Company's cash and further to align Mr Bromage's interest with the interest of the Shareholders.

The 650,759 Performances Rights will vest subject to achieving the following performance hurdles (with vesting to occur after 30 June 2022):

(a) $4.08 million new contracted annual recurring revenue; and

(b) key performance indicators set by the Board which consist of four components as follows:

  (i) financial performance (50% weighted):

    (A) delivering an agreed contracted annual recurring revenue growth target - (25% weighted);

    (A) delivering Board approved capital budget - (15% weighted);

    (B) delivering board approved cash balance target for FY2022 - (10% weighted);

  (ii) customer and brand advocacy (15% weighted):

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(A) reaching an agreed net promoter score (average for FY 2022) - (10% weighted);

(B) reaching an agreed customer revenue retention - (5% weighted);

(iii) people (15% weighted):

(A) reaching an agreed business wide employee net promoter score (average for FY 2022) - (10% weighted);

(B) reaching business wide attrition target - (5% weighted);

(iv) individual goals (20% weighted): deliver individually set and agreed goals - (20% weighted);

The 650,759 Performances Rights will automatically lapse if the above performance hurdles are not achieved by 30 June 2024.

Resolution 6 seeks Shareholder approval under Listing Rule 10.11 for the above proposed issue to Mr Bromage.

7.2 Regulatory requirements

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

(d) the giving of the financial benefit falls within one of the exceptions to the provision; or

(e) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed grant of Performance Rights to Mr Bromage constitutes giving a financial benefit and Mr Bromage is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Bromage who has a material personal interest in the Resolution) consider the Performance Rights to be reasonable remuneration, having regard to the circumstances of the Company and Mr Bromage.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party. The proposed issue of Performance Rights to Mr Bromage (or his nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires Shareholder approval under

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Listing Rule 10.11. Resolution 6 seeks Shareholder approval under Listing Rule 10.11 for the proposed issue.

If approval is given under Listing Rule 10.11, the Company can issue the Performance Shares and the issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1. If Resolution 8 is not passed, the Company will not be able to proceed with the issue, and will have to negotiate alternative arrangement to remunerate and incentivise Mr Bromage.

7.3 Information required by Listing Rule 10.13

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the related party is Mr Robert Bromage (or his nominee), a Director of the Company.

(b) by virtue of being a Director of the Company, Listing Rule 10.11.1 applies.

(c) the number and class of securities proposed to be issued to Mr Bromage (or his nominee) for which approval is being sought is 650,759 Performance Rights.

(d) the terms and conditions of the Performance Rights are set out in SCHEDULE 3. Fully paid ordinary shares will be issued upon satisfaction of the performance hurdles.

(e) the Performance Rights will be granted to Mr Bromage (or his nominee) no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

(f) the issue will be made for nil cash consideration to remunerate Mr Bromage.

(g) the issue is made to remunerate Mr Bromage for nil cash consideration, no fund is raised from the issue, no use of funds is included in this Notice.

(h) the current annual remuneration package of Mr Bromage is as follows:

  (i) cash salary of $300,000;

  (ii) superannuation of $30,000; and;

  (iii) $150,000 short term incentive opportunity, to be satisfied through the issue of 650,759 Performance Rights (the subject of Resolution 6).

(i) other than those set out in this section 7 and SCHEDULE 3. There are no other material terms in relation to the proposed issue.

(j) a voting exclusion statement is included in the Notice.

7.4 Directors Recommendations

The Board (other than Mr Bromage who refrains from making a recommendation in respect of the grant of the Performance Rights as he has a material personal interest

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in the outcome of Resolution 6) recommends that Shareholders vote in favour of Resolution 6 for the reasons set out in section 7.1.

8 RESOLUTION 7 - APPROVAL TO INCREASE NON-EXECUTIVE DIRECTOR FEE POOL

8.1 Introduction

Under rule 19.5 of the Constitution and in accordance with Listing Rule 10.17, the maximum aggregate amount payable as remuneration to Non-executive Directors in any financial year may not exceed an amount determined by shareholders from time to time in general meeting (**Fee Pool**).

The current Fee Pool is $300,000 and was approved by Shareholders prior to the admission of the Company to the ASX on 22 January 2019, and has not increased for more than 3 years.

Shareholder approval is being sought to increase the Fee Poll by $400,000 from $300,000 per annum to $700,000 per annum.

The Board is seeking Shareholder approval to increase the Fee Poll for the following reasons:

(a) To enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high caliber individuals as Non-executive directors;

(b) To ensure that the Fee Pool can accommodate payment of fees to any additional Non-executive Directors appointed to the Board, if and when required; and

(c) To provide for Non-executive Directors' fees to grow in the future to reflect market trends.

The fees payable to Non-executive Directors are reviewed from time to time by the People Committee. Although an increase in the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasized that the Fee Poll is a maximum annual limit and does not indicate that fees will necessarily be increased accordingly to that limit. Full details of the remuneration arrangements applicable to Non-executive Directors will be set out in the Company's annual Remuneration Report, which must be submitted for adopted by resolution of Shareholders at every Annual General Meeting.

8.2 Information required by Listing Rule 10.17

For the purposes of Listing Rule 10.17, the following information is provided about Resolution 7:

(a) The amount of the increase: $400,000 per annum

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(b) the maximum aggregate amount of directors' fees that may be paid to all of the Company's Non-executive Directors: $700,000 per annum.

(c) Details of securities the Company has issued to Non-executive Directors under Listing Rules 10.11 or 10.14 with Shareholder approval within the last three years is set out in SCHEDULE 4.

(d) A voting exclusion statement is included in the Notice.

8.3 Directors recommendation

Each of the Directors decline to make any recommendation in relation to voting on this resolution as the resolution relates to the remuneration of members of the Company's Key Management Personnel.

9 RESOLUTIONS 8 AND 9 – RATIFICATION OF PLACEMENT AND PARTICIPATION BY COLINTON CAPITAL PARTNERS

9.1 Introduction

On 17 September 2021 the Company announced a placement to raise $11.5 million through the issue of Shares at an issue price of $0.23 per Share (**Placement**). The funds raised would be applied to:

(a) expand the Company's global integrations and referral partnership channels;

(b) accelerate growth in domestic and global customer business development;

(c) building out enterprise customer platform capabilities, advanced AI analytics, eco-system engineering capacity and working capital.

A total of 46,378,260 Shares were issued under the Placement using the Company's capacity under Listing Rule 7.1 and 7.1A and without Shareholder approval. The Company agreed to also issue a further 3,621,740 Shares to Colinton Capital Partners, subject to Shareholder approval.

Existing Shareholders were diluted by 18% as a result of the Placement (including the Shares to be issued to Colington Capital Partners).

The Placement was lead managed by Petra Capital and Morgans Corporate.

Resolution 8 seeks Shareholder approval to ratify the issue.

Resolution 9 seeks Shareholder approval for Colinton Capital Partners to participate in the Placement.

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

Listing Rule 7.1A allows eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the annual

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general meeting at which approval was obtained. The 10% placement capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows shareholders to ratify issues of equity securities after it has been made or agreed to be made. If they do, the issues are taken to have been approved under Listing Rule 7.1 and 7.1A, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

Resolution 8 seeks shareholder approval under Listing Rule 7.4 to ratify the issues. If Resolution 8 is passed, the issue will be excluded in calculating the Company's 15% and 10% limits under Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue. If Resolution 8 is not passed, the issues will be included in calculating the Company's limits under Listing Rule 7.1 and 7.1A, effectively limiting the number of equity securities it can issue without Shareholder approval over the 12 months following the issues.

A summary of Listing Rule 10.11 is set out in section 7.2. Resolution 9 seeks shareholder approval under Listing Rule 10.11 for Colington Capital Partners to participate in the Placement. If approval is given under Listing Rule 10.11, the issue can proceed and will not reduce the Company's 15% placement capacity under Listing Rule 7.1. If Resolution 9 is not passed, the Company will not be able to proceed with the issue and Colinton Capital Partners will not be able to participate in the Placement.

9.2 Resolution 8 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the Placement:

(a) The Shares were issued to Australian and offshore institutional and sophisticated investors, who is not a related party to the Company or otherwise a person to whom Listing Rule 10.11 applies. The placees were introduced by Petra Capital and Morgans Corporate

(b) The number of securities issued by the Company was 46,378,260 Shares.

(c) The securities issued were fully paid ordinary shares that rank equally with existing Shares on issue.

(d) The price of the securities issued was $0.23 per Share.

(e) The issue was made on 27 September 2021.

(f) The issue was made to raise- funds, a total of $10,666,999 was raised from the issue. The use of funds raised from the issue is set out in section 9.1.

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(g) Other than those set out this section, there are no other material terms in relation to the issue.

(h) A voting exclusion statement is included in the Notice.

9.3 Resolution 9 – Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue of Shares to Colinton Capital Partners under Resolution 9:

(a) The persons participating in the issues is Colinton Capital Partners or its nominee.

(b) Colinton Capital Partners is a person that holds more than 10% of the Company's Shares on issue and has appointed a Director to the Company under an agreement that gives it a right to do so, and therefore a person falling within Listing Rule 10.11.3 and subject to Listing Rule 10.11.1.

(c) The maximum number of securities to be issued is 3,621,740 Shares.

(d) The securities to be issued are fully paid ordinary shares in the capital of the Company.

(e) The securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) The Shares will be issued on the same terms as the Placement at an issue price of $0.23 per Share.

(g) Funds raised under the issue will be used for the same purposes as the Placement (as set out in section 9.1 above).

(h) Other than those set out in this section, there are no other material terms in relation to the issue.

(i) A voting exclusion statement is included in the Notice.

9.4 Directors' recommendation

The Board (other than David Slocomb, who as an associate of Colinton Capital Partners declines to make a recommendation) unanimously recommends that Shareholders vote in favour of Resolutions 8 and 9. These will restore the Company's 15% and 10% annual limit permitted by Listing Rule 7.1 and 7.1A, and allow the Company to issue further securities as permitted by these Listing Rules without Shareholder approval.

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10 RESOLUTIONS 10 TO 16 – ISSUE OF SHARES TO DIRECTORS IN PART PAYMENT OF DIRECTORS' FEES

10.1 Introduction

On 15 November 2019 and for the purposes of Listing Rule 7.2 exception 13, Shareholders approved the intelliHR Option Incentive Plan (**Plan**). The purpose of the Plan is to reward and better align interests with the Company's by providing an appropriate letter of incentive to add value to the Company.

The Plan allowed the Company to incentivise full time and part time employees, executives, Directors and consultants without, other than issues to related parties (including Directors) – that required Shareholder approval - reducing the Company's 15% placement capacity under Listing Rule 7.1. The terms of the Plan are set out in SCHEDULE 5.

Directors have proposed, subject to Shareholder approval and under the Plan, to be paid half their monthly Directors' fees in Shares, at an issue price equal to the 14 day VWAP for Shares immediately prior to the relevant issue. This will reward and incentivise Directors whilst also conserving cash.

To effect the proposal the Company seeks Shareholder approval to:

(a) amend the terms of the Plan so that Shares can, in addition to Options, be issued under it; and

(b) issue Shares under the Plan to the Directors.

Details of Directors' fees that have accrued and for which Shareholder approval is being sought to have satisfied through the issue of Shares is as follows:

Director	Period to September 2021			Period October 2021 to September 2022[3]	
	Period from	Fees accrued and unpaid ($)	Shares[1]	Share component of annual Directors fees ($)[2]	Shares[1]
Anthony Bellas	May 2021	20,833	83,333	50,000	200,000
Belinda Lajoie	April 2021	12,614	50,455	30,000	120,000
Greg Baynton	May 2021	12,500	50,000	30,000	120,000

Ilona Charles	February 2021	18,516	74,063	30,000	120,000
Jamie Duffield	May 2021	12,500	50,000	30,000	120,000
David Slocomb	May 2021	12,500	50,000	30,000	120,000
Total		89,463	357,851	200,000	800,000

1 This assumes an issue price of $0.25 per Share. The actual issue price will equal the 14 day VWAP of Shares immediately prior to the issue date.

2 This is 50% of Directors' annual fee remuneration, and for which the Board is proposing will be paid in Shares. The other 50% will be paid in cash. Fees are paid monthly.

3 This assumes Resolution 7 is passed. In accordance with Listing Rule 10.17, Directors' fees satisfied through the issue of Shares are included in the total amount of Directors' fees approved by Shareholders under Listing Rule 10.17.

Based upon the above assumptions and no other Shares are issued, the issues will dilute existing Shareholders by 0.35%.

10.2 Regulatory requirements

Listing Rule 7.2 exception 13 provides an exception to the 15% limit in Listing Rule 7.1 where securities have been issued under an incentive scheme approved by shareholders in the previous 3 years.

Listing Rule 10.11 is summarised in section 7.2. Listing Rule 10.14 provides that a company must not permit certain persons, including directors, from acquiring securities under an employee incentive scheme without prior shareholder approval. Resolution 10 seeks Shareholder approval to vary the Plan to allow Shares to be issued under it, and Resolutions 11 to 16 seek Shareholder approval under Listing Rule 10.14 for Shares to be issued to the Directors under the Plan.

Resolutions 11 to 16 are dependent upon Resolution 10 being approved, and Resolutions 11 to 16 will be withdrawn if Resolution 10 is not approved. Resolutions 11 to 16 are not inter-conditional upon each other.

If Resolutions 11 to 16 are approved then Shares can be issued under the Plan to Directors in part payment of their Directors' fees, with the issues not reducing the Company's 15% placement capacity under Listing Rule 7.1. If approval is not given the Directors can only be remunerated in cash, with a subsequent depletion of the Company's cash reserves.

The Directors consider the Share issues to be, as the issue price is equal to the 14 day VWAP for Shares and there is no increase in Directors' remuneration, reasonable

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remuneration in the Company and Directors' circumstances so that Shareholder approval is not required under Chapter 2E.

10.3 Information required by Listing Rule 7.2 exception 13

For the purposes of Listing Rule 7.2 exception 13, the following information is provided about the approval of an amendment to the Option Incentive Plan:

(a) A summary of the terms of the scheme is in SCHEDULE 5, with the proposed amendment to the Plan tracked.

(b) Since its approval in 2019, 4,350,000 Options have been issued under the Option Incentive Plan.

(c) The maximum number of equity securities proposed to be issued under the scheme following the approval is 16,392,897 equity securities.

(d) A voting exclusion statement is included in the Notice.

10.4 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided about the proposed issue of Shares to the Directors under Resolutions 11 to 16:

(a) Name of person to who securities will be issued to

(i) Resolution 11 – Anthony Bellas, or nominee

(ii) Resolution 12 – Belinda Lajoie, or nominee

(iii) Resolution 13 – Greg Baynton, or nominee

(iv) Resolution 14 – Ilona Charles, or nominee

(v) Resolution 15 – Jamie Duffield, or nominee

(vi) Resolution 16 – David Slocomb, or nominee

(b) The persons are Directors.

(c) The number of Shares to be issued will be determined as follows:

$$Number\ of\ Shares\ issued = \frac{Share\ component\ of\ Directors' fees}{14\ day\ VWAP\ for\ Shares}$$

(d) The securities to be issued are fully paid ordinary shares in the capital of the Company.

(e) Shares will be issued as soon as practicable following the Meeting with respect to Directors' fees accrued for the period up to November 2021. Thereafter to November 2022 Shares will be issued on a monthly basis with respect to Directors' fees for the preceding month.

(f) The issue price for Shares issued will be the VWAP for Shares for the 14 days immediately prior to the issue upon which trades in Shares took place on ASX.

(g) A summary of the material terms of the scheme are set out in SCHEDULE 5.

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(h) No loans will be made available under the scheme.

(i) Details of any securities issued under the scheme will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(j) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after Resolutions 11 to 16 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

(k) A voting exclusion statement is included in the Notice.

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SCHEDULE 1 GLOSSARY

AEDT	means Australian Eastern Daylight Time.
AEST	means Australia East Standard Time.
Annual General Meeting or **Meeting**	means the meeting convened by this Notice (as adjourned from time to time).
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chair or Chairperson	means the chair of the Company.
Closely Related Party of a member of the Key Management Personnel	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).
Company or IHR	means IntelliHR Limited ACN 600 548 516.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the *Corporations Act 2001* (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the same meaning given in the Listing Rules.
Explanatory Statement	means this Explanatory Statement.
intelliHR Employee Share Option Incentive Plan or **Plan**	has the meaning given in section 10.1.
Key Management Personnel	has the same meaning given in the Listing Rules.
Listing Rule	means the listing rules of the ASX.
Notice	means this notice of meeting.

Performance Rights	has the meaning given in section 7.1 of the Explanatory Statement.
Proxy Form	means the proxy form attached to this Notice.
Relevant Period	has the meaning given in Listing Rule 7.1, being (a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or (b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Securities	has the meaning given in the Listing Rules.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Spill Meeting	has the meaning given in section 4.2 of the Explanatory Statement.
Spill Resolution	has the meaning given in section 4.2 of the Explanatory Statement.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means volume weighted average price as defined in the Listing Rules.

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SCHEDULE 2 INFORMATION REQUIRED BY LISTING RULE 7.3A.6(B)

	Issue 1
Names of persons who received securities or basis on which those persons was determined:	A number of Australian and offshore institutional and sophisticated investors introduced by the joint lead managers, Petra Capital and Morgans Corporate.
Number and class of equity securities issued	28,144,568 Shares
Price:	$0.23 per Share, being a 20.7% discount to the closing price of $0.29 per Share on 14 September 2021, being the day of the agreement for the issue on 17 September 2021.
Cash received and use of proceed	$6,473,250, which was part of a total raising of approximately $11.5 million (before costs) from the issue of 50 million Shares. The funds were used for continued investment in: (a) Expanding intelliHR's global integrations and referral partnership channels; (b) Accelerating growth in domestic and global customer business development; (c) Building out enterprise customer platform capabilities, advanced AI analutics, eco-system engineering capacity; (d) Working capital. As of the date of this Notice, all the funds raised have been used for the purposes set out above.

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SCHEDULE 3 TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The Performance Rights entitle the holder to subscribe for Shares on the terms and conditions set out below.

1. Entitlement

Each Performance Right entitles the holder of the Performance Right to be issued one fully paid ordinary share in the Company, for no cash consideration, on these terms of issue including the performance condition(s) set out below.

2. Vesting

The 650,759 Performances Rights will vest subject to achieving the following performance hurdles (with vesting to occur after 30 June 2022):

(a) $5.1 million contracted annual recurring revenue; and

(a) key performance indicators set by the Board which consist of four components as follows:

(i) individual goals (20% weighted): deliver individually set and agreed goals - (20% weighted);

(ii) financial performance (50% weighted):

(A) delivering Board approved capital budget - (15% weighted);

(B) delivering board approved cash balance target for FY2022 - (10% weighted);

(C) delivering an agreed contracted annual recurring revenue target - (25% weighted);

(iii) customer and brand advocacy (15% weighted):

(D) reaching an agreed net promoter score (average for FY 2022) - (10% weighted);

(E) reaching an agreed customer account retention - (5% weighted);

(iv) people (15% weighted):

(F) reaching an agreed net promoter score (average for FY 2022) - (10% weighted);

(G) maintaining business wide attrition target - (5% weighted);

The 650,759 Performances Rights will automatically lapse if the above performance hurdles are not achieved by 30 June 2024.

3. Lapse/Forfeiture

If the performance condition is not satisfied by 30 June 2024, then the relevant class of Performance Rights will automatically lapse. The Performance Rights will be

forfeited if the holder ceases to be an employee or Director of the Company before the Performance Rights have vested.

4. Vesting

   Subject to clauses 2 and 3, Performance Rights will vest upon the relevant performance condition being met.

5. Shares issued on vesting

   Shares issued upon vesting will rank equally in all respects with the Company's ordinary shares on issue. The Company will apply to the ASX for official quotation of the Shares after they are issued.

6. A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.

7. A Performance Right does not entitle the holder to any dividends.

8. The holder is not entitled to participate in the surplus profits or assets of the Company upon the winding up of the Company.

9. Shareholder and regulatory approvals

   Notwithstanding any other provision of these terms and conditions, if vesting of Performance Rights would result in any person being in contravention of section 606(1) of the Corporations Act then the vesting of each Performance Right that would cause the contravention will be deferred until such time or times that the vesting would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the vesting of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the vesting of the Performance Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.

10. Participation in new issues

    There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

11. Adjustment for bonus issues of Shares

    If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the vesting of an Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the bonus issue.

12. Adjustment for rights issue

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If the Company makes a rights issue of Shares pro rata to existing Shareholders, there will be no adjustment to these terms and conditions.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation

The Company will not apply for quotation of the Performance Rights on ASX.

15. Non-Transferable

Subject to the ASX Listing Rules, the Performance Rights are only transferable, assignable or able to be otherwise disposed or encumbered:

(a) in Special Circumstances with the consent of the Board (which may be withheld in its absolute discretion); or

(b) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.

Special Circumstances means:

(a) death or total or permanent disability of the holder; or

(b) retirement or redundancy the holder;

(c) the holder suffering severe financial hardship;

(d) any other circumstance stated to constitute "Special Circumstances" in the terms of the relevant offer made to and accepted by the holder; or

(e) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant holder which circumstances may relate to the holder, a class of holder, including the holder or particular circumstances or class of circumstances applying to the holder.

16. Compliance with laws

If the Corporations Act, the Listing Rules or the Constitution conflicts with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, the Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

17. No other rights

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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SCHEDULE 4 ISSUES OF SECURITIES TO NON-EXECUTIVE DIRECTORS IN THE LAST THREE YEARS UNDER LISTING RULES 10.11 AND 10.14

Date of issue	Details of the issue	Date of Shareholder approval
29 October 2020	2,727,273 Performance Rights to Robert Bromage (or his nominee) as remuneration for nil cash consideration.	29 October 2020
11 September 2020	1,500,000 Shares to Robert Bromage (or his nominee) as remuneration for nil cash consideration.	10 September 2020
9 August 2019	666,666 Shares to Anthony Bellas (or his nominee) at an issue price of $0.075 per Share under a placement.	5 August 2019
9 August 2019	833,333 Shares to Robert Bromage (or his nominee) at an issue price of $0.12 per Share under a placement	5 August 2019
9 August 2019	416,666 Options to Robert Bromage (or his nominee) attaching to the April 2020 share placement.	5 August 2019
9 August 2019	416,666 Options to Robert Bromage (or his nominee) attaching to the April 2020 share placement.	5 August 2019
29 October 2018	306,600 Shares to Robert Bromage (or his nominee) as remuneration for nil cash consideration.	26 October 2018
29 October 2018	410,627 Shares to Jeremy Fong (or his nominee) as remuneration for nil cash consideration.	26 October 2018

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SCHEDULE 5 INTELLIHR OPTION INCENTIVE PLAN

A summary of the terms of the Option Incentive Plan are as follows:

(a) Eligibility Criteria

The Plan will be open to eligible participants (including full-time and part time employees, executives, Directors and consultants) of intelliHR or any of its subsidiaries who the Board designates as being eligible.

(b) Issue of Shares

Subject to the Listing Rules, the Company may offer fully paid ordinary shares (**Shares**) to eligible participants under the Plan. The offer must be in writing and specify, amongst other things, the number of Shares for which the participants may apply, the issue or deemed issue price, any vesting conditions and, in the event the consideration is non-cash, the nature of the consideration provided for the Shares.

(c) Grant of Options

All Options are to be offered to participants for no consideration. The offer must be in writing and specify, amongst other things, the number of Options for which the participants may apply, the period within which the Options may be exercised and any conditions to be satisfied before exercise, the Option expiry date (as determined by the Board) and the exercise price for the Options.

(d) Exercise

The Options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full.

(e) Lapse

The Options shall lapse upon the earlier of the date specified by the Board or events contained in the Option Incentive Plan rules in certain circumstances.

(f) Rights of Participants

Once Shares are allotted upon exercise of the Options, the participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Options will be correspondingly changed to the extent necessary to comply with the Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the Options, including allowing accelerated vesting or the issue of Options in the substituted corporation. A holder of Options is not entitled to participate in a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options.

(g) Assignment

The Options are not transferable or assignable without the prior written approval of the Board.

(h) Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules, if applicable) in addition to those set out in the Option Incentive Plan.

(i) Termination and Amendment

The Option Incentive Plan may be terminated or suspended at any time by the Board. The Option Incentive Plan may be amended at any time by the Board except where the amendment reduces the rights of the holders of Options.

(j) Restriction on Disposal

A participate must not dispose of any interest in an Option or share issue on exercise of an Option granted under the Option Incentive Plan until the end of the three year period commencing on the date of the grant of the Option.

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LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
intelliHR 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

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

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

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 above by **10:00am (AEST) on Sunday, 28 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) or Holder Identification Number (HIN).

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 of that individual or body corporate in Step 1. 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:

(a) 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

(b) 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.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

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PROXY FORM

I/We being a member(s) of intelliHR Limited and entitled to attend and vote hereby appoint:

STEP 1 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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **10:00am (AEST) on Tuesday, 30 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://meetings.linkgroup.com/IHR21** (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 6, 7, 10, 11, 12, 13, 14, 15 and 16: 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 1, 6, 7, 10, 11, 12, 13, 14, 15 and 16, 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.

STEP 2 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	Remuneration report (non-binding)	☐	☐	☐
2	Re-election of director – Ilona Charles	☐	☐	☐
3	Re-election of director – Belinda Lajoie	☐	☐	☐
4	Re-election of director – Anthony Bellas	☐	☐	☐
5	Approval of 10% placement facility	☐	☐	☐
6	Approval to issue performance rights to a related party – Robert Bromage	☐	☐	☐
7	Increase of non-executive director fee pool	☐	☐	☐
8	Ratification of issue of shares under the placement	☐	☐	☐
9	Issue of shares to a related party under a placement	☐	☐	☐
10	Amendment to the intelliHR employee share option plan	☐	☐	☐
11	Approval to issue shares under the intelliHR employee share option plan – Anthony Bellas	☐	☐	☐
12	Approval to issue shares under the intelliHR employee share option plan – Belinda Lajoie	☐	☐	☐
13	Approval to issue shares under the intelliHR employee share option plan – Greg Baynton	☐	☐	☐
14	Approval to issue shares under the intelliHR employee share option plan – Ilona Charles	☐	☐	☐
15	Approval to issue shares under the intelliHR employee share option plan – Jamie Duffield	☐	☐	☐
16	Approval to issue shares under the intelliHR employee share option plan – David Slocomb	☐	☐	☐

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

STEP 3 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).

LINK Group

Virtual Meeting Online Guide

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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.

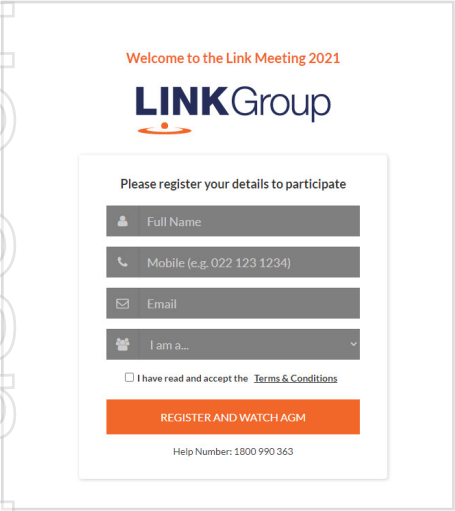
Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide

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Step 1

Open your web browser and go to https://meetings.linkgroup.com/IHR21

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.

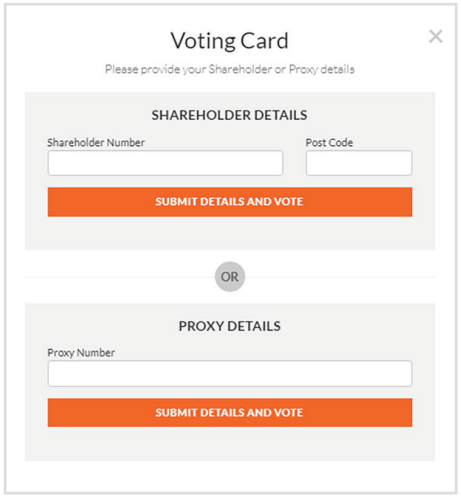
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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.

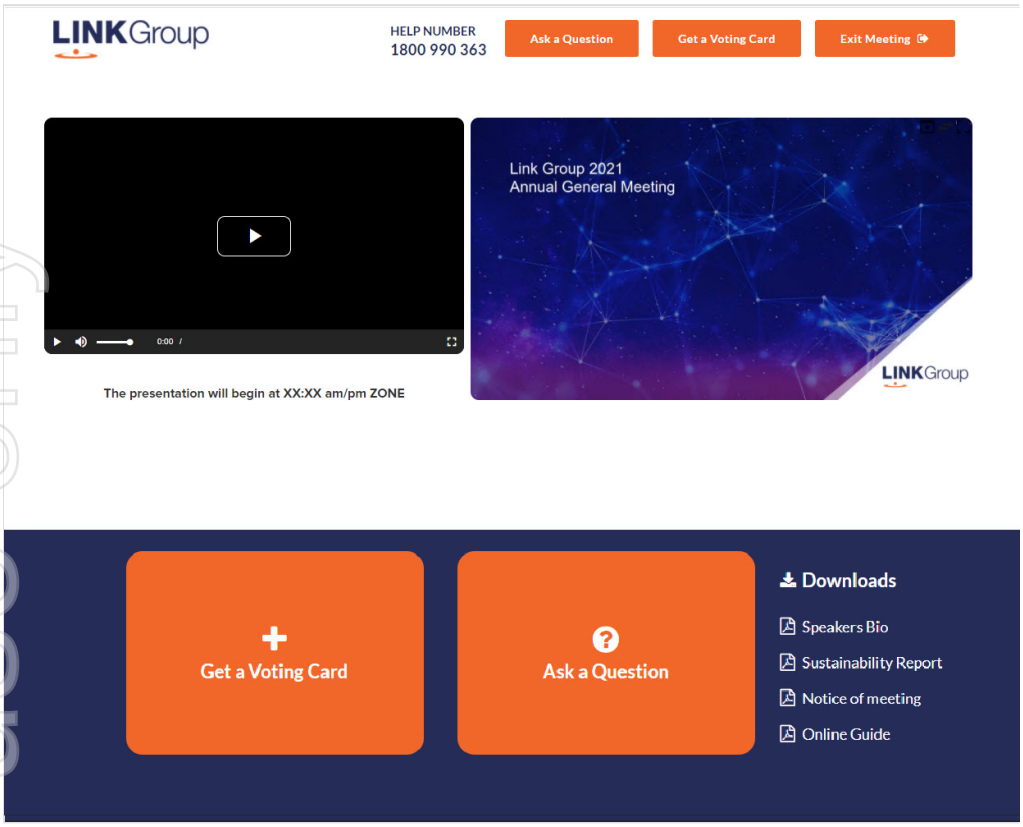


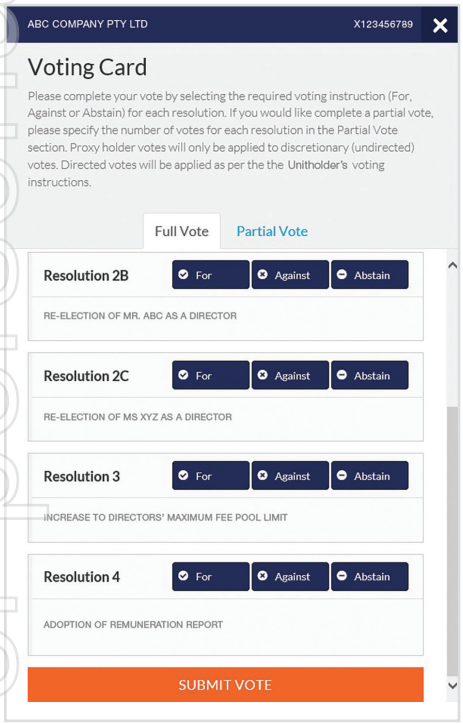
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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.





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.

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Virtual Meeting Online Guide *continued*

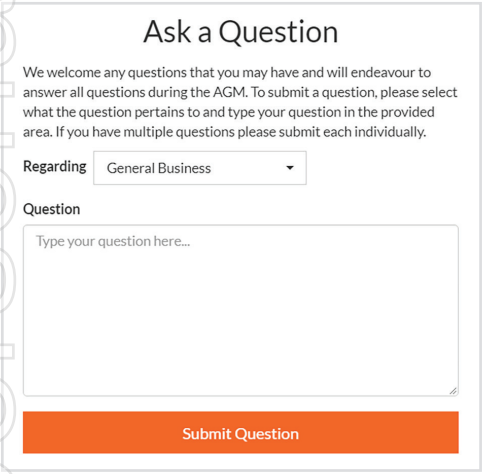
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2. How to ask a question

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.



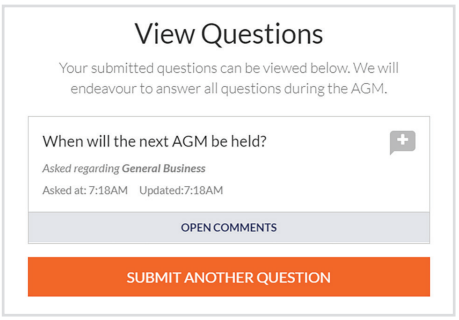
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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.



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.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: +61 2 9189 2034 or 1800 271 204

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.

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Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au