

Novonix Limited
(ACN 157 690 830)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of NOVONIX Limited (ACN 157 690 830) (the **Company**) for 2021 will be held on 30 November 2021 at 8:00am (AEST) via the online platform at <https://meetings.linkgroup.com/NVXAGM21> (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, submit written questions and vote online. Further instructions for attending via the online platform are set out in the Voting Notes below and in the Virtual Meeting Online Guide, which will be made available on the Company's website. All Shareholders and proxyholders will have an equal opportunity to participate in the Meeting regardless of their physical location.

Shareholders and proxyholders will also be able to participate in the Meeting, including asking questions either online or via telephone. 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.

Please contact Link Market Services on 1800 990 363 or +61 1800 990 363 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.

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.

Important: The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice of Meeting.

Agenda

Financial Statements and Reports

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 30 June 2021 (**Annual Report**).

Resolution 1: Remuneration Report (Non-Binding)

To consider and, if thought fit, to pass the following resolution as a non-binding Ordinary 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 30 June 2021.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

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

Resolution 2: Re-election of Director – Mr Andrew N. Liveris AO

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

'That, Mr Andrew N. Liveris AO who retires by rotation in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's Constitution and offers himself for re-election, be re-elected as a Director.'

Resolution 3: Re-election of Director – Zhanna Golodryga

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

'That, Ms Zhanna Golodryga who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's Constitution, being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 4: Approval of Performance Rights 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 all other purposes, the Company's Performance Rights Plan, as set out in Explanatory Memorandum, and the issue of securities under the Company's Performance Rights Plan, be approved.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 5: Issue of Performance Rights to Nick Liveris

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 200,000 Performance Rights under the Performance Rights Plan to the Chief Financial Officer, Nick Liveris or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 6: Issue of Performance Rights to Admiral Robert Natter

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 200,000 Performance Rights under the Performance Rights Plan to the Executive Director, Admiral Robert Natter or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 7: Issue of Performance Rights to 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 200,000 Performance Rights under the Performance Rights Plan, to the Chairman, Anthony Bellas or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 8: Issue of Share Rights to Andrew N. Liveris AO

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 66,000 Share Rights in the capital of the Company, to Non-Executive Director Andrew N. Liveris AO or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 9: Issue of Share Rights to Robert Cooper

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 66,000 Share Rights in the capital of the Company, to Non-Executive Director Robert Cooper or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 10: Issue of Share Rights to Anthony Bellas

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 66,000 Share Rights in the capital of the Company, to Non-Executive Director Anthony Bellas or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 11: Issue of Share Rights to Greg Baynton

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 66,000 Share Rights in the capital of the Company, to Non-Executive Director Greg

Novonix Limited
ACN 157 690 830

Baynton or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 12: Issue of Share Rights to Trevor St Baker AO

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 66,000 Share Rights in the capital of the Company, to Non-Executive Director Trevor St Baker AO or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 13: Issue of Share Rights to Zhanna Golodryga

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 17,549 Share Rights in the capital of the Company, to Non-Executive Director Zhanna Golodryga or her nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 14: Increase in Director Fee Pool Limit

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

That, for the purposes of Listing Rule 10.17 and rule 19.5 of the Company's Constitution, the maximum aggregate annual directors' fees that may be paid by the Company to the Non-executive Directors be increased from A\$400,000 per annum to US\$600,000¹ per annum.

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

¹ This represents A\$797,236 based on the AUD/USD exchange rate as at 27 October 2021.

Novonix Limited
ACN 157 690 830

By order of the Board of Directors



Suzanne Yeates
Company Secretary

29 October 2021

Dated

For personal use only

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 8:00am (AEST) on 28 November 2021 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

HOW TO VOTE

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- using the online platform;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

ATTENDING AND VOTING AT THE VIRTUAL MEETING

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/NVXAGM21>. 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.

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/NVXAGM21> 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.

Online voting will be open between 15 minutes before the commencement of the Meeting at 8:00 (AEST) on 30 November 2021 and the time that is five minutes after the Chair closes the Meeting.

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

Voting by Proxy

An eligible Shareholder can vote in person 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 8:00am (Brisbane time) on 28 November 2021.

Novonix Limited

ACN 157 690 830

Proxy Forms can be submitted in four ways:

- **Online** at www.linkmarketservices.com.au
- By **mail** to Link Market Services at the following postal address using the enclosed return envelope:
NOVONIX 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

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

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

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to Link Market Services.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

The Corporations Act prohibits votes being cast (in any capacity) on the Resolution 1: Remuneration Report by any of the following persons:

Novonix Limited
ACN 157 690 830

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

However, a person 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 vote is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the vote is the Chair of the Meeting and the appointment of the Chair as proxy:
- (ii) 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.

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 4: Approval of Performance Rights Plan	Any person who is eligible to participate in the Performance Rights Plan.
Resolution 5: Approval of issue of Performance Rights to Nick Liveris	<ul style="list-style-type: none"> Nick Liveris and any other Director of the Company who is eligible to participate in the Performance Rights Plan any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 6: Approval of issue of Performance Rights to Admiral Robert Natter	<ul style="list-style-type: none"> Admiral Robert Natter and any other Director of the Company who is eligible to participate in the Performance Rights Plan any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 7: Approval of issue of Performance Rights to Anthony Bellas	<ul style="list-style-type: none"> Anthony Bellas and any other Director of the Company who is eligible to participate in the Performance Rights Plan any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 8: Approval of issue of Share Rights to Andrew N. Liveris AO	<ul style="list-style-type: none"> Andrew N. Liveris AO and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy

Resolution	Persons excluded from voting
Resolution 9: Approval of issue of Share Rights to Robert Cooper	<ul style="list-style-type: none"> Mr Robert Cooper and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 10: Approval of issue of Share Rights to Anthony Bellas	<ul style="list-style-type: none"> Anthony Bellas and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 11: Approval of issue of Share Rights to Greg Baynton	<ul style="list-style-type: none"> Greg Baynton and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 12: Approval of issue of Share Rights to Trevor St Baker AO.	<ul style="list-style-type: none"> Trevor St Baker AO and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 13: Approval of issue of Share Rights to Zhanna Golodryga.	<ul style="list-style-type: none"> Zhanna Golodryga and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 14: Increase in director fee pool limit	A Director of the Company.

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 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

Novonix Limited
ACN 157 690 830

- (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.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Extraordinary General Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the notice convening the Annual General Meeting of Novonix Limited to be held virtually at 8:00am (AEST) on 30 November 2021.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the period ended 30 June 2021) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, PwC, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the business of the annual financial report to be considered at the meeting.

Written questions from Shareholders must be submitted by no later than 5 Business Days before the Meeting to the Company at the Company's registered office.

Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the year ended 30 June 2021:

- explains the Board's policy for determining the nature and amount of remuneration of the Company's Directors and executive officers;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- 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; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and other executive officers.

The Remuneration Report, contained in the Company's 2021 Annual Report, is available on the Company's website at <https://www.novonixgroup.com/>.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Ordinary Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

Resolution 2: Re-Election of Director – Mr Andrew N. Liveris AO

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 19.2(b) 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 at which the Director was last elected or re-elected.

On 21 November 2017, Mr Andrew Liveris was appointed under clause 19.2 of the Company's Constitution, by the other Directors as an addition to the Board, and was subsequently approved by way of resolution of the Company's shareholders at the 2018 Annual General Meeting.

In accordance with the Listing Rules and the Company's Constitution, Mr Andrew N. Liveris AO retires from office and offers himself for re-election

Directors' recommendation

The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Andrew N. Liveris AO's re-election as a Director.

Resolution 3: Re-election of Director – Ms Zhanna Golodryga

As announced to ASX on 10 August 2016, The Company entered into a subscription agreement with Phillips 66 Company (**Subscription Agreement**), pursuant to which the Company agreed to issue, and Phillips 66 Company agreed to subscribe for, 77,962,578 Shares. Shareholder approval for the issue of Shares under the Subscription Agreement was obtained at an extraordinary general meeting of Shareholders on 24 September 2021, and the Shares were issued to Phillips 66 on 30 September 2021.

Under the terms of the Subscription Agreement, Phillips 66 has the right to have a nominee Director on the Board of the Company for so long as it holds more than 10% of Company's issued Shares.

In accordance with the terms of the Subscription Agreement, P66 has nominated Zhanna Golodryga to be a Director of the company. On 20 October 2021, Zhanna Golodryga was appointed by the Board as a Non-Executive Director.

Listing Rule 14.4 and rule 19.2 of the Company's Constitution provides that a Director appointed by the Board will hold office until the conclusion of the next AGM following his or her appointment. Accordingly, Zhanna Golodryga (being eligible) offers herself for re-election at this Meeting.

Ms. Golodryga serves as the Senior Vice President and Chief Digital and Administrative Officer of Phillips 66 (NYSE: PSX), a diversified energy manufacturing and logistics company.

Phillips 66 is the largest shareholder of NOVONIX. It is also working with NOVONIX in the development of specialty coke technology.

Through her role at Phillips 66, Ms. Golodryga is responsible for Global Information Technology, Global Procurement, Real Estate and Facilities. Ms. Golodryga is leading the digital transformation at Phillips 66 by developing and executing a program focused on delivering more agile, efficient, and smart ways of working.

Prior to joining Phillips 66, Ms. Golodryga served as Chief Information Officer and Senior Vice President, Services at Hess Corporation with responsibility for managing the company's service organizations including global supply chain, global business transformation program, and global office services, as well as information management, enterprise architecture, infrastructure, and cybersecurity.

Novonix Limited

ACN 157 690 830

Prior to that, Ms. Golodryga served as Chief Information Officer at BHP Billiton Petroleum, Vice President of Information Technology at TeleCheck International, Manager of Information Systems at Baker Hughes, IT Services Manager at Marathon Oil, and Systems Analyst at 3D/International.

Ms. Golodryga has over 30 years of experience in the energy industry and the information technology field.

Ms. Golodryga currently serves on the boards of Regions Financial Corp., and Memorial Hermann Foundation, and chairs the AspenTech Executive Advisory Board.

Ms. Golodryga holds a master's degree in mechanical engineering from Kiev Engineering and Construction Institute in the Ukraine.

Honors and Recognition:

- 50 Most Powerful Women in Oil and Gas
- Top 50 Multicultural Leaders award from National Diversity Council

Directors' recommendation

The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Ms Zhanna Golodryga's re-election as a Director.

Resolution 4: Approval of Performance Rights Plan

Resolution 4 seeks Shareholder approval of the NOVONIX Limited Performance Rights Plan for the purposes of Listing Rule 7.2, exception 13.

Background to the Performance Rights Plan

The Performance Rights Plan was established in 2015 and was subsequently approved by Shareholders at the 2018 Annual General Meeting. The plan has been developed to assist the Company to better align the interests of its current and future Directors and executive management and senior leadership teams with the interests of its Shareholders, by linking part of their remuneration with the financial performance of the Company and therefore, drive the Company's performance.

Under the Performance Rights Plan, NOVONIX intends to grant Performance Rights to participants at no cost. Each Performance Right, once vested, will entitle the participant to acquire one Share, at no cost to the participant.

Why is Shareholder approval sought in respect of the Performance Rights Plan?

Listing Rule 7.1 restricts the number of new securities which the Company can issue in any 12 month period to 15% of the number of Shares on issue 12 months before the issue date, unless Shareholder approval has been obtained or an exception applies (**15% Limit Rule**).

Listing Rule 7.2, exception 13 provides an exception to the 15% Limit Rule. The operation of exception 13 is two-fold. Firstly, the Company will be permitted to issue securities under the Performance Rights Plan in circumstances where that issue would otherwise cause the Company to exceed the 15% Limit Rule. Secondly, any Shares issued under the Performance Rights Plan within 12 months of a particular Reference Date will effectively be taken to increase the number of Shares on issue as at that Reference Date for the purposes of determining whether any subsequent issue of securities would comply with the 15% Limit Rule.

Exception 13 will apply to the Performance Rights Plan if, within three years before the issue date of securities under the Performance Rights Plan, Shareholders have approved the issue of securities under the Performance Rights Plan, as an exception to Listing Rule 7.1. As the Performance Rights Plan was last approved three years ago, the Company seeks the approval of Shareholders to the Performance Rights Plan so that it may rely on exception 9 of Listing Rule 7.2 with respect to issues made under the

Novonix Limited

ACN 157 690 830

Performance Rights Plan (other than to Directors and related parties, for which separate approval is required under Chapter 10 of the Listing Rules).

The Board is empowered to operate the Performance Rights Plan and grant Performance Rights to eligible participants in accordance with the Listing Rules and on the terms set out in Annexure A of this Explanatory Memorandum. Number of securities issued under the Performance Rights Plan

Information required by ASX Listing Rule 7.2, Exception 13

- (a) A summary of the terms of the Performance Rights Plan is provided in Annexure A to this Explanatory Memorandum.
- (b) 9,032,500 Performance Rights have been issued under the Performance Rights Plan since it's inception when the Company listed on ASX.
- (c) The maximum number of equity securities proposed to be issued under the Performance Rights Plan following approval of Resolution 4 shall not exceed 10,000,000.

Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 4.

Resolutions 5 to 7 – Issues of Performance Rights

Introduction

To incentivise Nick Liveris, Admiral Robert Natter and Anthony Bellas to work towards the long term growth of the Company and align their interests with the interests of Shareholders, for FY22 the Company proposes, subject to Shareholder approval, to issue the following Performance Rights under the Performance Rights Plan to these parties:

Name	Number
Nick Liveris	200,000 Performance Rights
Admiral Robert Natter	200,000 Performance Rights
Anthony Bellas	200,000 Performance Rights

The Performance Rights will vest upon Shareholder approval at the Meeting, and upon vesting entitle the holders of the Performance Rights, by written notice to the Company, to subscribe for Shares on the basis of one Share for each Performance Right, for nil cash consideration. Performance Rights that are not exercised before 30 June 2022 will automatically lapse. A summary of the terms of the Performance Rights Plan is set out in Annexure A.

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 the giving of the financial benefit falls within one of the exceptions to the provisions; or prior shareholder approval is obtained to the giving of the financial benefit.

Novonix Limited

ACN 157 690 830

Related party is widely defined under the Corporations Act, and includes directors of a company and the children of a director. 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 under the Performance Rights Plan constitutes the giving a financial benefit, and each of Nick Liveris (who is the son of the director Andrew N. Liveris AO), Admiral Robert Natter and Anthony Bellas is a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights because the grant of the Performance Rights forms part of the remuneration package of these individuals and is considered reasonable remuneration in the circumstances.

Shareholder Approval

Listing Rule 10.14 provides that a listed company must not issue or agree to issue equity securities to a related party under an employee incentive scheme unless it obtains the approval of its shareholders. The proposed issue of the Performance Rights to the above-mentioned parties under the Performance Rights Plan falls within Listing Rule 10.14.1 and therefore requiring Shareholder approval under Listing Rule 10.14.

Resolutions 5 to 7 seek Shareholder approval under Listing Rule 10.14 for the issue of Performance Rights to the above-mentioned parties.

If Shareholder approval is given under Listing Rule 10.14, Shareholder approval is not required under Listing Rule 7.1, and the issue of the Performance Rights will not count towards the Company's Placement Capacity.

If Resolutions 5 to 7 are passed, the Company will be able to validly issue the Performance Rights to the above mentioned parties and without those securities being counted towards the Company's Placement Capacity.

If Resolutions 5 to 7 are not passed, the Company will not be able to proceed with the issue, and will seek alternative arrangements to compensate/incentivise these parties.

Resolution 5 - Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- (a) The person participating in the issue is Nick Liveris (or his nominee).
- (b) Nick Liveris is the son of a Director, Mr Andrew N. Liveris AO, and therefore a related party of the Company and subject to Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Nick Liveris, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 200,000 Performance Rights. The value of the Performance Rights is equal to A\$440,000, being the number of performance rights multiplied by A\$2.20 (being the closing share price of the Company on 30 June 2021).
- (d) Nick Liveris' current total remuneration package consists of:
 - (i) Total Fixed Remuneration (TFR) of USD 400,000 (comprising base salary);
 - (ii) Short Term Incentive target of 100% of TFR; and

Novonix Limited
ACN 157 690 830

(iii) 3,500,000 Options currently on issue.

Further details regarding Nick Liveris' remuneration package are set out in the Remuneration Report in the Company's FY21 Annual Report.

- (e) 1,000,000 of Performance Rights have previously been issued to Nick Liveris under the Performance Rights Plan. These Performance Rights were awarded to Nick Liveris for nil consideration.
- (f) A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights is set out above. Nick Liveris' Performance Rights have been structured as an issue of Performance Rights because Performance Rights create share price alignment between Nick Liveris and Shareholders.
- (g) The Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Performance Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (i) A summary of the material terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Nick Liveris in relation to the issue of the Performance Rights.
- (k) Details of any securities issued to Nick Liveris under the Performance Rights Plan 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. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

A voting exclusion statement has been included in this Notice.

Resolution 6 - Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- (a) The person participating in the issue is Admiral Robert Natter (or his nominee).
- (b) Admiral Robert Natter is a director, and therefore a related party of the Company and subject to Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Admiral Robert Natter, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 200,000 Performance Rights. The value of the Performance Rights is equal to A\$440,000, representing the number of Performance Rights multiplied by A\$2.20 (being the closing share price of the Company on 30 June 2021).
- (d) Admiral Robert Natter's current total remuneration package consists of:
- (i) Total Fixed Remuneration (TFR) of USD 150,000 (comprising base salary);
 - (ii) Short Term Incentive target of 100% of TFR; and
 - (iii) 1,500,000 Options currently on issue.

Further details regarding Admiral Robert Natter's remuneration package are set out in the Remuneration Report in the Company's FY21 Annual Report.

Novonix Limited
ACN 157 690 830

- (e) 0 Performance Rights have previously been issued to Admiral Robert Natter under the Performance Rights Plan. These Performance Rights were awarded to Admiral Robert Natter for nil consideration.
- (f) A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights is set out above. Admiral Robert Natter's Performance Rights have been structured as an issue of Performance Rights because Performance Rights create share price alignment between Admiral Robert Natter and Shareholders.
- (g) The Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Performance Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (i) A summary of the material terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Admiral Robert Natter in relation to the issue of the Performance Rights.
- (k) Details of any securities issued to Admiral Robert Natter under the Performance Rights Plan 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. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

A voting exclusion statement has been included in this Notice.

Resolution 7 - Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 7:

- (a) The person participating in the issue is Anthony Bellas (or his nominee).
- (b) Anthony Bellas is a Director, and therefore a related party of the Company and subject to Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Chris Burns, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 200,000 Performance Rights. The value of the Performance Rights is equal to A\$440,000, representing the number of Performance Rights multiplied by A\$2.20 (being the closing share price of the Company on 30 June 2021).
- (d) Anthony Bellas' current total remuneration package for his role as Chairman and Non-Executive Director is USD 106,000.

Further details regarding Anthony Bellas' remuneration package are set out in the Remuneration Report in the Company's FY21 Annual Report.
- (e) 0 Performance Rights have previously been issued to Anthony Bellas under the Performance Rights Plan. These Performance Rights were awarded to Anthony Bellas for nil consideration.
- (f) A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights is set out above. Anthony Bellas' Performance Rights have been structured as an issue of Performance Rights because Performance Rights create share price alignment between Anthony Bellas and Shareholders.

Novonix Limited
ACN 157 690 830

- (g) The Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Performance Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (i) A summary of the material terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Anthony Bellas in relation to the issue of the Performance Rights.
- (k) Details of any securities issued to Anthony Bellas under the Performance Rights Plan 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. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

A voting exclusion statement has been included in this Notice.

Directors' recommendation

The Directors (other than Nick Liveris, who has a special interest in Resolution 5) recommend that Shareholders approve Resolution 5.

The Directors (other than Admiral Robert Natter, who has a special interest in Resolution 6) recommend that Shareholders approve Resolution 6.

The Directors (other than Anthony Bellas, who has a special interest in Resolution 7) recommend that Shareholders approve Resolution 7.

Resolutions 8 to 13 – Issues of Share Rights

Introduction

As a result of the Company's increased focus and expansion on operations in the United States, in FY21 the Company undertook an independent assessment of its remuneration framework for Non-Executive Directors. The assessment concluded that, consistent with Non-Executive Director remuneration and governance practices based on peer group companies in the United States, moving forward Non-Executive Director remuneration should include the grant of annual equity awards using a value-based approach. The Board has decided to adopt this recommendation by issuing share rights to Non-Executive Directors of the Company for each financial year with a fixed US dollar value (**Share Rights**), subject to approval of Shareholders at each annual general meeting of the Company. For FY22, the Company proposes, subject to Shareholder approval, to issue the following Share Rights to the Non-Executive Directors of the Company:

Name	Number
Andrew N. Liveris AO	66,000 Share Rights
Robert Cooper	66,000 Share Rights

Anthony Bellas	66,000 Share Rights
Greg Baynton	66,000 Share Rights
Trevor St Baker AO	66,000 Share Rights
Zhanna Golodryga	17,549 Share Rights

Value of Share Rights – Current Non-Executive Directors

The Share Rights to be issued to each Non-Executive Director (excluding those Share Rights proposed to be issued to Zhanna Golodryga) each have a fixed value of USD 110,000. The number of Share Rights to be issued has been calculated by dividing the value of the Share Rights (USD 110,000) by the closing share price of the Company's Shares on ASX on 30 June 2021 (\$2.22 per Share) and the US/AUD spot rate as at 30 June 2021.

The Share Rights for FY22 will automatically vest on 30 June 2022 (**Vesting Date**), provided that the relevant Non-Executive Director holds office as a Director at the Vesting Date, and upon vesting entitles the holder of the Share Rights, by written notice to the Company, to subscribe for Shares on the basis of one Share for each Share Right, for nil cash consideration. Share Rights that are not exercised before 30 June 2023 will automatically lapse.

If a Non-Executive Director ceases to hold office as a Director prior to the Vesting Date, that person's Share Rights will lapse, and they will be entitled to a pro-rata amount of Shares representing the proportion of the relevant financial year that such person was appointed as a Non-Executive Director. For example, if a Non-Executive Director who is issued Share Rights under Resolutions 8 to 13 ceases to hold office on 31 December, then that Non-Executive Director's Share Rights will lapse and that Non-Executive Director will be entitled to 33,000 Shares for nil consideration (rather than the 66,000 Shares they would have been entitled to had they remained as a Director as at the Vesting Date).

There are otherwise no performance or vesting conditions attached to the Share Rights.

Value of Share Rights – New Non-Executive Director

Zhanna Golodryga, as newly appointed Non-Executive Director of the Company, will receive 17,549 Share Rights.

The number of Share Rights to be issued to Zhanna Golodryga comprises a pro-rata amount of the USD 110,000 value of the Share Rights, based on the date of Zhanna Golodryga's appointment as a Non-Executive Director as a proportion of the FY22 Financial Year. As Zhanna Golodryga was appointed on 20 October 2021, the value of Zhanna Golodryga's Share Rights is equal to USD 76,247.

The number of Share Rights to be issued to Zhanna Golodryga has been calculated by dividing the value of the Share Rights, as noted above, by the closing share price of the Company's Shares on ASX (\$5.82) and the US/AUD spot rate as at 19 October 2021, being the trading day immediately prior to the date that Zhanna Golodryga was appointed to the Board.

Share Rights – Other terms

Novonix Limited

ACN 157 690 830

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

If the Company makes a bonus issue of Shares to Shareholders, the number of Shares which must be issued on the exercise of a Share Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Share Right before the record date for the bonus issue. If the Company makes a rights issue of Shares pro rata to existing Shareholders, there will be no adjustments to these terms and conditions.

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.

The Share Rights are not transferable, assignable or able to be otherwise disposed of or encumbered.

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 the giving of the financial benefit falls within one of the exceptions to the provisions; or 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 and the children of a director. 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 Share Rights constitutes the giving a financial benefit to each of the Non-Executive Directors as they are related parties of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Share Rights because the grant of the Share Rights forms part of their remuneration package and is considered reasonable remuneration in the circumstances.

Shareholder Approval

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 unless it obtains the approval of its shareholders. The proposed issue of the Share Rights to the above-mentioned parties falls within Listing Rule 10.11.1 and none of the exceptions under Listing Rule 10.12 applies, therefore requiring Shareholder approval under Listing Rule 10.11.

Resolutions 8 to 13 seek Shareholder approval under Listing Rule 10.11 for the issue of Share Rights to the above-mentioned related parties.

If Shareholder approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1, and the issue of the Share Rights will not count towards the Company's Placement Capacity.

If Resolutions 8 to 13 are passed, the Company will be able to validly issue the Share Rights to the above mentioned parties and without those securities being counted towards the Company's Placement Capacity.

If Resolutions 8 to 13 are not passed, the Company will not be able to proceed with the issue, and will seek alternative arrangements to compensate/incentivise those related parties.

Resolution 8 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) The person participating in the issue is Andrew N. Liveris AO (or his nominee).
- (b) Andrew N. Liveris AO is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 66,000 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Andrew N. Liveris AO. Details of Andrew N. Liveris AO's current total remuneration package for his role as Non-Executive Director consists of:
 - (i) Director's fees of USD 56,750; and
 - (ii) 9,000,000 Options currently on issue.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 9 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- (a) The person participating in the issue is Robert Cooper (or his nominee).
- (b) Robert Cooper is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 66,000 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (f) The securities will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Robert Cooper. Details of Robert Cooper's current total remuneration package for his role as Non-Executive Director consists of:
 - (i) Director's fees of USD 82,500; and
 - (ii) 200,000 Options currently on issue.

Novonix Limited
ACN 157 690 830

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

A voting exclusion statement has been included in this Notice.

Resolution 10 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- (i) The person participating in the issue is Anthony Bellas (or his nominee).
- (j) Anthony Bellas is a Director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (k) The maximum number of securities to be issued is 200,000 Share Rights.
- (l) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (m) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (n) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (o) The issue is intended to remunerate Anthony Bellas. Details of Anthony Bellas' current total remuneration package for his role as Chairman and Non-Executive Director is USD 106,000.
- (p) Other than those set out in in this Explanatory Memorandum; there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 11 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 11:

- (a) The person participating in the issue is Greg Baynton (or his nominee).
- (b) Greg Baynton is a Director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 66,000 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Greg Baynton. Details of Greg Baynton's current total remuneration package for his role as a Non-Executive Director is USD 62,500.

Novonix Limited
ACN 157 690 830

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

A voting exclusion statement has been included in this Notice.

Resolution 12 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 12:

- (a) The person participating in the issue is Trevor St Baker AO (or his nominee).
- (b) Trevor St Baker AO is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 66,000 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Trevor St Baker AO. Details of Trevor St Baker AO's current total remuneration package for his role as a Non-Executive Director is USD 50,000.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 13 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 13:

- (a) The person participating in the issue is Zhanna Golodryga (or his nominee).
- (b) Zhanna Golodryga is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 17,549 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights 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) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Zhanna Golodryga. Details of Zhanna Golodryga's current total remuneration package for her role as a Non-Executive Director is USD 50,000.

Novonix Limited
ACN 157 690 830

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

A voting exclusion statement has been included in this Notice.

Directors' recommendation:

The Directors (other than Andrew N. Liveris, who has a special interest in Resolution 8) recommend that Shareholders approve Resolution 8.

The Directors (other than Robert Cooper, who has a special interest in Resolution 9) recommend that Shareholders approve Resolution 9.

The Directors (other than Anthony Bellas, who has a special interest in Resolution 10) recommend that Shareholders approve Resolution 10.

The Directors (other than Greg Baynton , who has a special interest in Resolution 11) recommend that Shareholders approve Resolution 11.

The Directors (other than Trevor St Baker AO, who has a special interest in Resolution 12) recommend that Shareholders approve Resolution 12.

The Directors (other than Zhanna Golodryga, who has a special interest in Resolution 13) recommend that Shareholders approve Resolution 13.

Resolution 14: Approval of an increase in fees paid to Non-Executive Directors

Under rule 19.5 of the Company's 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 of A\$400,000 was approved by Shareholders at the 2020 Annual General Meeting.

Shareholder approval is being sought to increase the Fee Pool by A\$397,236 from A\$400,000 to US\$600,000 per annum. In accordance with Listing Rule 10.17, the Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice on a pre-tax basis.

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

- (a) to enable the company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-executive directors;
- (b) to ensure the Fee Pool can accommodate payment of fees to any additional Non-executive Directors appointed to the Board, including Zhanna Golodryga, 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 Remuneration and Nomination 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 emphasised that the Fee Pool 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 adoption by resolution of Shareholders at every Annual General Meeting.

For the purposes of Listing Rule 10.17, the following information is provided about Resolution 10:

Novonix Limited

ACN 157 690 830

- (a) the amount of the increase: A\$397,236 / US\$298,960 per annum
- (b) the maximum aggregate amount of director's fees that may be paid to all of the Company's Non-executive directors: US\$600,000²
- (c) Details of securities the Company has issued to Non-executive Directors under Listing Rule 10.11 or 10.14 with Shareholder approval within the last 3 years is set out in Annexure B.
- (d) A voting exclusion statement is included in the Notice.

Directors' recommendation

As the Non-Executive Directors have an interest in the outcome of Resolution 14, the Board does not believe it is appropriate to make a recommendation to Shareholders as to how to vote in relation to this Resolution.

² This represents A\$ 797,236 based on the AUD/USD exchange rate as at 27 October 2021.

Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

ASX means the ASX Limited or the securities exchange operated by it (as the case requires).

Board means the board of Directors of the Company from time to time.

Chairman means the person appointed Chairman of the Meeting.

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 means Novonix Limited ACN 157 690 830.

Constitution means the constitution of the Company as amended from time to time.

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

Directors means the directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning given in the Listing Rules.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the Annual General Meeting of Shareholders to be held on 18 November 2021 as convened by the accompanying Notice.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Performance Right means a performance right issued under the Performance Rights Plan.

Performance Rights Plan means the Company's Performance Rights Plan.

Proxy Form means the proxy form accompanying the Notice.

Shareholder means a holder of Shares.

Share means a fully paid ordinary share in the Company.

Share Right has the meaning given to that term in the Explanatory Memorandum.

Vesting Date has the meaning given to that term in the Explanatory Memorandum.

Novonix Limited
ACN 157 690 830
Proxy Form

For personal use only

Annexure A

Summary of the terms of the Performance Rights Plan

Term	Summary of term
Administration and terms of grant	A grant of Performance Rights under the Performance Rights Plan is subject to the rules of the Performance Rights Plan and if relevant, the terms of the specific grant. The Board has a wide discretion to determine any vesting conditions, and the terms of, Performance Rights granted under the Performance Rights Plan.
Eligibility to participate	The Performance Rights Plan will be open to eligible participants (including Directors, employees and consultants) of the Company or any of its subsidiaries who the Board designates as being eligible.
Grant of Performance Rights	Performance Rights will be offered to eligible participants for no consideration under the Performance Rights Plan. The offer must be in writing, dated and specify, amongst other things, the number of Performance Rights for which the participants may accept and the date for acceptance, the date on which the Performance Rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.
Permitted Nominee	A participant that receives an offer for the grant of Performance Rights may nominate a body corporate Controlled by that participant, or any other entity to hold the rights on their behalf and the Board has discretion whether or not to accept such a nomination.
Vesting of Performance Rights	The Performances Rights vest upon satisfaction of any vesting conditions and any other conditions contained in the offer, provided any acquisition of Shares does not breach Corporations Act or the Listing Rules, if applicable. Each vested Performance Right entitles the holder to be issued one Share after the vesting date.
Cash settlement	The Board may, in its discretion, substitute the issue of Shares on vesting of Performance Rights by making a cash payment in an amount equivalent in value to the number of Shares to which the holder would otherwise be entitled on vesting of the Performance Rights multiplied by the market value of the Share on the date the Performance Rights vested.
Lapse	Unless the Board determines otherwise, unvested Performance Rights shall lapse immediately upon lawful termination or resignation of employment or consultancy arrangement, or if the rights are held by a permitted nominee and the grantee of the rights loses 'control' of that nominee, those rights will lapse immediately.
Rights of participants	Performance Rights issued under the Performance Rights Plan do not entitle the holder to notice of, or to vote at, or attend shareholders' meetings, or to receive any dividends declared by the Company. Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the number of Shares over which a Right exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.
Quotation	Performance rights will not be quoted on the ASX. the Company will apply for official quotation of any Shares issued under the Performance Rights Plan in accordance with the Listing Rules and having regard to any disposal restrictions.
Assignment	Performance rights are not transferable or assignable without the prior written consent of the Board.

Termination or amendment	The Performance Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Performance Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Performance Rights.
Change of control	In the event of a change of control event, the Board has discretion to determine whether unvested Performance Rights (or a pro-rata proportion of such rights) will automatically vest. If the Board determines that the rights will not vest, the rights will lapse or the Board may arrange for rights in the bidder to be granted to the holders on terms decided by the Board. If the Board determines that unvested rights will vest, the Board may issue shares to the holders of such rights, or arrange for shares or rights to be issued to holders of Performance Rights by the bidder, or any combination of the foregoing.

Annexure B

Date of approval	Name	Security	Number	Listing rule
22/11/2018	Tony Bellas	Options	750,000	10.11
22/11/2018	Robert Cooper	Options	200,000	10.11
22/11/2018	Philip St Baker	Performance Rights	1000000	10.14
22/11/2018	Greg Baynton	Performance Rights	500000	10.14
8/03/2019	St Baker Energy Innovation Fund	Loan notes	25000000	10.11
31/07/2019	Tony Bellas	Options	1,000,000	10.11
31/07/2019	Andrew Liveris	Options	9,000,000	10.11
31/07/2019	Nick Liveris	Options	1000000	10.11
31/07/2019	Philip St Baker	Options	2000000	10.11
31/07/2019	Greg Baynton	Options	1000000	10.11
31/07/2019	St Baker Energy Innovation Fund	Loan notes	10000000	10.11
30/06/2020	St Baker Energy Innovation Fund	Shares	67085100	10.11
27/04/2021	Andrew Liveris	Shares	1,034,483	10.11
27/04/2021	Robert Cooper	Shares	68,966	10.11

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE 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 **8:00am (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:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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



X99999999999

PROXY FORM

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

APPOINT A PROXY

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

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **8:00am (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/NVXAGM21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14: 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, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Share Rights to Robert Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Andrew N. Liveris AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Share Rights to Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Zhanna Golodryga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of Share Rights to Greg Baynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Issue of Share Rights to Trever St Baker AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Performance Rights to Nick Liveris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Issue of Share Rights to Zhanna Golodryga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Performance Rights to Admiral Robert Natter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Increase in Director Fee Pool Limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Performance Rights to Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Issue of Share Rights to Andrew N. Liveris AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

NVX PRX2103N

Virtual Meeting Online Guide

Before you begin

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

Supported browsers are:

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

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

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

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

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NVX21>

Step 2

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

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

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

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

1. Get a Voting Card

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

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

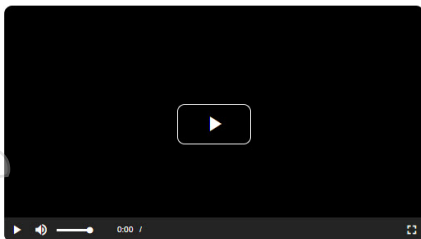
SUBMIT DETAILS AND VOTE

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

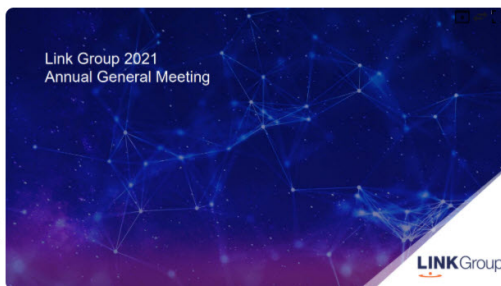
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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

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



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



+
Get a Voting Card

?
Ask a Question

Downloads

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

ABC COMPANY PTY LTD

X123456789

Voting Card

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

Full Vote **Partial Vote**

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

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

Partial Votes

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

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

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

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

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

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

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

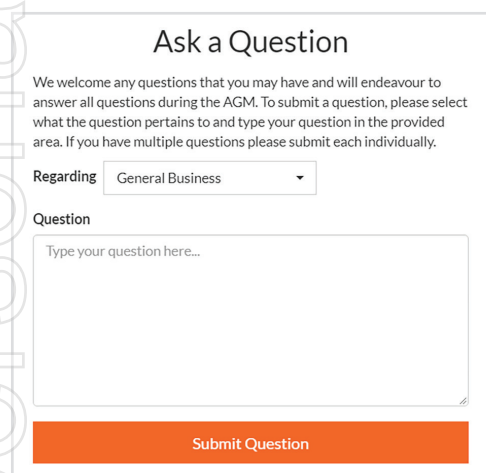
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

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

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



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

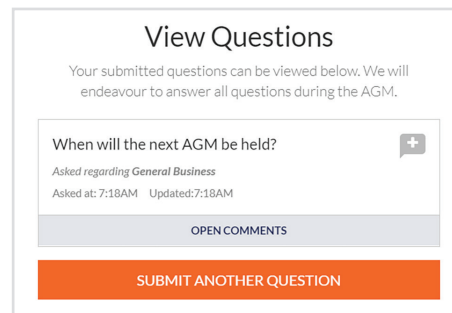
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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

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

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

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



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

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

5. Phone Participation

What you will need

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

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: +612 7201 7807 or 1800 316 512

Step 2

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

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

Step 3

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

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

Step 4

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

Asking a Question

Step 1

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

Step 2

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

Step 3

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

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

Step 4

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

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au