

Date: 17 October 2023

Announcement authorised by:

Samuel Weiss
Chairman
Altium Limited

ALT I U M L I M I T E D

ACN 009 568 772

Level 6, Tower B
The Zenith
821 Pacific Highway
Chatswood NSW 2067
Australia

Investor Relations
Contact Details:

Kim Besharati
Chief of Staff (US based)
Mobile: +1 760 828 3567

Notice of 2023 Annual General Meeting

Sydney, Australia – 17 October 2023 – Altium Limited (ASX: ALU) attaches the Notice of 2023 Annual General Meeting (AGM) and Proxy Form for its AGM to be held at 1:30pm (AEDT) on Thursday, 16 November 2023 at the Water Room, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW, 2000, Australia.

Prior to the meeting, an Investor Presentation will be delivered by Altium senior management for investment funds and analysts, which shareholders are also welcome to attend. This will commence at 9:30am (AEDT) (also at the Water Room, Pier One Sydney Harbour), and is expected to run for approximately three hours, followed by lunch.

Investor Relations Contact Details:

Kim Besharati - Chief of Staff (US based)
Email: Kim.Besharati@altium.com
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Sam Weiss - Chairman (Aus based)
Email: Sam.Weiss@altium.com
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ENDS

About Altium

Altium ([ASX:ALU](#)) is a multinational software corporation headquartered in San Diego, California, that focuses on electronics design systems for 3D PCB design and embedded system development. Altium products are found everywhere from world leading electronic design teams to the grassroots electronic design community.

With a unique range of technologies, Altium helps organizations and design communities to innovate, collaborate and create connected products while remaining on time and on budget. Products provided are ACTIVEBOM®, ActiveRoute®, Altium 365®, Altium Concord Pro™, Altium Designer®, Altium NEXUS®, Altium Vault®, Autotrax®, Camtastic®, Ciiva™, CIIVA SMARTPARTS®, CircuitMaker®, CircuitStudio®, Common Parts Library™, Draftsman®, DXP™, Easytrax®, EE Concierge®, NanoBoard®, NATIVE 3D™, OCTOMYZE®, Octopart®, P-CAD®, PCBWORKS®, PDN Analyzer™, Protel®, Situs®, SmartParts™, Upverter®, X2®, XSignals®, PCB:NG®, and Gumstix®.

Founded in 1985, Altium has offices worldwide, including US locations in San Diego, Boston, Dallas, New York City and New Jersey. European locations in Karlsruhe, Munich, Markelo and Zug, and Asia Pacific locations in Shanghai, Beijing, Shenzhen, Tokyo and Sydney. For more information, visit www.altium.com. You can also follow and engage with Altium via [Facebook](#), [Twitter](#), [LinkedIn](#) and [YouTube](#).

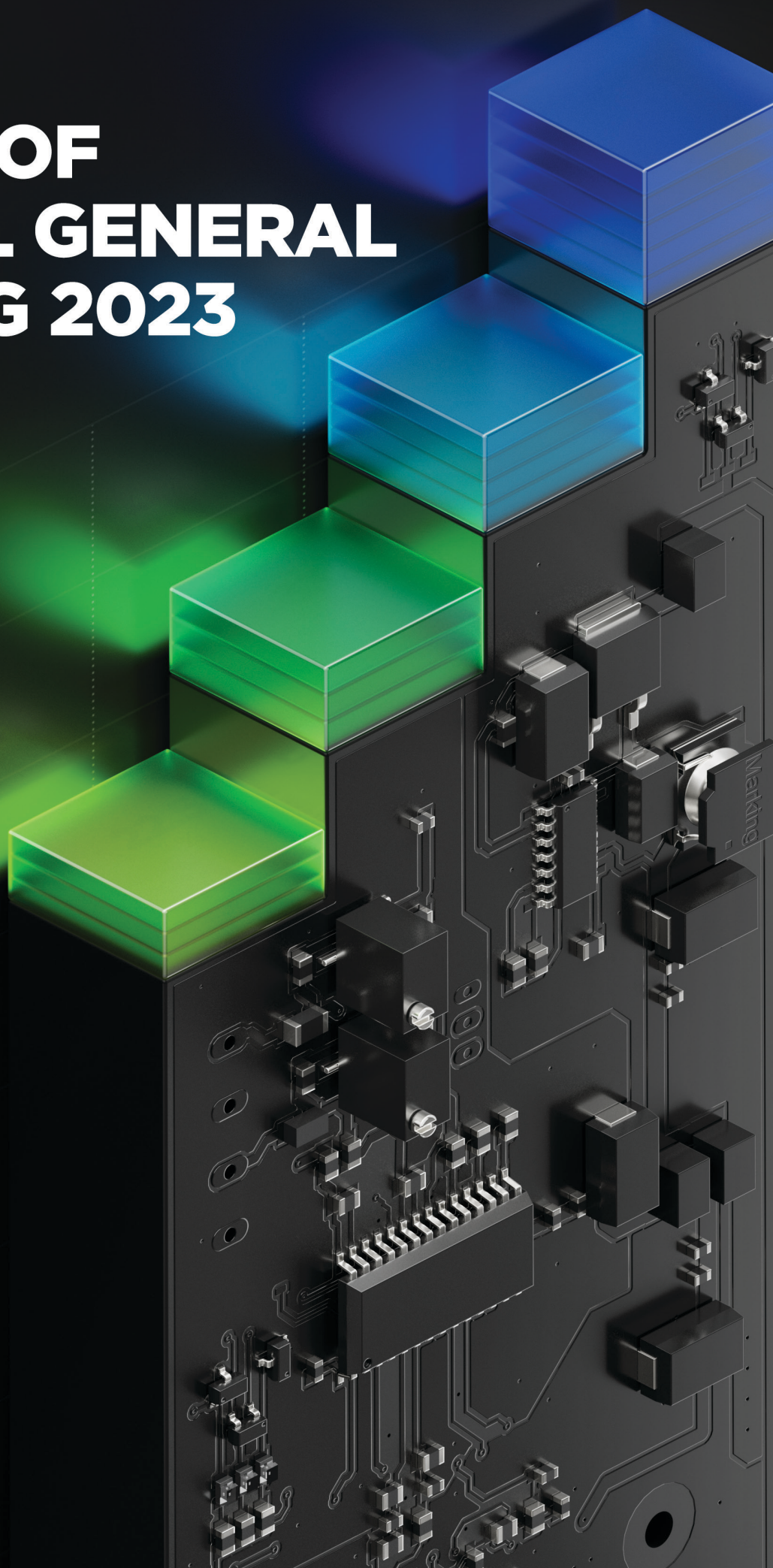
www.altium.com

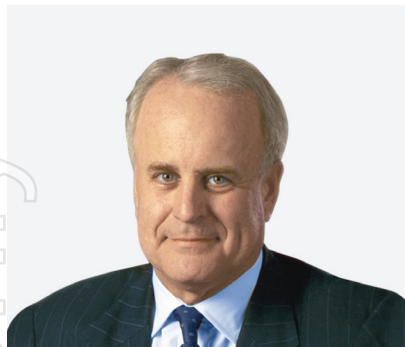
Altium[®]

NOTICE OF ANNUAL GENERAL MEETING 2023

Altium Limited
ACN 009 568 772

For personal use only





Samuel Weiss

Chairman

17 October 2023

Dear Shareholders

On behalf of the Directors of Altium Limited (Altium), I am pleased to invite you to attend our 2023 Annual General Meeting (AGM) that will be held on Thursday, 16 November 2023 commencing at 1:30pm (AEDT) at the Water Room, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW, 2000.

As disclosed to the ASX in September, Altium has worked for the past year with leading specialist technology search firm True Search to identify Non-executive Directors to expand and renew its Board of Directors to oversee and support the Company's strategic direction. In September, Altium announced the appointments of Ms Sylvia Wiggins and Ms Lauren Williams as independent Non-Executive Directors (effective from 18 September 2023) and Mr Michael Hawker as Lead Independent Non-executive Director (effective from 1 November 2023).

After six years of service to Altium, Ms Lynn Mickleburgh notified the Company of her intention to step down as a Non-executive Director. Mr. Simon Kelly also stepped down as a Non-executive Director, with both departures effective from 18 September 2023. The Company wishes Ms Mickleburgh and Mr Kelly well in their future endeavors.

As shareholders are aware, the Company is working with global search firm Russell Reynolds for a Chair to lead and to support our strategic vision for the global electronics industry. An update of this process will be provided at the AGM. I look forward to continuing as Chair while the search is in progress and intend to remain on the Altium Board afterwards as a Director. In due course, the process to renew our Board of Directors will be complete and we are confident that the Board will serve in the best interest of shareholders and the Company for many years to come.

Altium®

Altium Limited
ACN 009 568 772

Registered Office:
Suite 3, Level 6
Tower B, The Zenith
821 Pacific Highway
Chatswood NSW 2067
Australia

Prior to the meeting, an Investor Presentation will be delivered by Altium senior management for investment funds and analysts, which shareholders are also welcome to attend. This will commence at 9:30am (AEDT) and is expected to run for approximately three hours, followed by lunch.

If you are unable to attend the AGM, I encourage you to complete and return a Proxy Form no later than 1:30pm (AEDT) on Tuesday, 14 November 2023 in one of the ways specified in the Notice of Meeting and Proxy Form.

Please read the Notice of Meeting (including the Explanatory Notes) and the Proxy Form and consider lodging a directed proxy in advance of the AGM by following the instructions on the Proxy Form.

During the AGM members of our Executive Leadership Team and I will comment briefly on the performance of Altium during the year ended 30 June 2023 at the AGM. For further information, please also refer to the 2023 Annual Report, which is available on Altium's website.

Subject to the abstentions noted in the Explanatory Notes, the Directors of Altium unanimously recommend that Shareholders vote in favour of all resolutions.

Thank you for your continued support of Altium. We look forward to your attendance and the opportunity to engage with you at our 2023 AGM.

Yours sincerely

A handwritten signature in blue ink that reads "S. Weiss".

Samuel Weiss

Chairman
Altium Limited

Notice is given that the Annual General Meeting (AGM or Meeting) of Shareholders of Altium Limited ACN 009 568 772 (Altium or the Company) will be held:

Date: Thursday, 16 November 2023

Time: 1:30pm (AEDT)

Venue: The Water Room, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW, 2000.

The Explanatory Notes accompanying this Notice of Meeting provide additional information on matters to be considered at the AGM.

General Business

Resolution 1. Financial statements and reports

To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2023.

Resolution 2. Adoption of Remuneration Report

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

To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2023, which forms part of the Directors' Report.

Note: A voting exclusion applies to this resolution. The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

Resolution 3. Election of Mr Michael Hawker as Director

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

Michael Hawker, a director appointed since the last AGM and retiring from office in accordance with Article 7.6 of the Constitution of the Company and the Listing Rules, is elected as a director of the Company.

Resolution 4. Election of Ms Sylvia Wiggins as Director

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

Sylvia Wiggins, a director appointed since the last AGM and retiring from office in accordance with Article 7.6 of the Constitution of the Company and the Listing Rules, is elected as a director of the Company.

Resolution 5. Election of Ms Lauren Williams as Director

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

Lauren Williams, a director appointed since the last AGM and retiring from office in accordance with Article 7.6 of the Constitution of the Company and the Listing Rules, is elected as a director of the Company.

2023 Annual Report and Corporate Governance Statement:

- The 2023 Altium Limited Annual Report is available at:
www.altium.com/company/investor-relations/publications-and-reports/annual-reports
- The 2023 Corporate Governance Statement is available at:
www.altium.com/corporate-governance

Dated 17 October 2023

By Order of the Board

Natasha Davidson

Natasha Davidson

Company Secretary

Notes to the Notice of Meeting

Explanatory Notes

The Company's Shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Meeting for more details on the resolutions to be voted on at the Meeting. The information provided is intended to assist Shareholders in understanding the reasons for and the effect of the resolutions, if passed.

Voting Exclusion Statement – there is a voting exclusion in place on Item 2

A vote must not be cast on Item 2, by or on behalf of Key Management Personnel (KMP) whose remuneration details are disclosed in Altium's 2023 Remuneration Report or closely related parties of such a member, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, such a person described above may cast a vote on Item 2 as a proxy if the vote is not cast on behalf of such member or their closely related party and:

- a. it is cast by a person as a proxy for a person who is entitled to vote on Item 2, in accordance with the written direction on the Proxy Form; or
- b. it is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote on that Item 2, the Proxy Form does not specify the way the proxy is to vote on the resolution and the Chairman is expressly authorised to exercise the proxy.

In addition, a vote must not be cast on Item 2 by a member of the KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on the resolution. However, this voting exclusion does not apply if the KMP is the Chairman of the Meeting acting as proxy and their appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of the KMP.

Voting Exclusion Statement – further details

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on these Items on the Proxy Form (this is known as an "undirected proxy"), you are directing the Chairman to vote as he decides, even if that resolution is connected directly or indirectly with the remuneration of the Chairman or other KMPs. Therefore, if you do not wish to have the Chairman voting on these Items as he decides, you should direct the Chairman how to vote by marking either the "for", "against" or "abstain" box for each Item.

For the purposes of the voting exclusion statement:

- KMP are those persons of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly, including the Company's Directors (whether executive or otherwise): and
- closely related parties of a member of the KMP include any of the following:
 - a. the spouse, children or dependents of a member;
 - b. the children or dependents of the member's spouse;
 - c. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
 - d. a company controlled by the member.

If you cannot attend the Meeting and plan to appoint a proxy to attend and vote on your behalf, please note that the above voting exclusion could affect whether or not your proxy is able to vote on your behalf. Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form.

Voting at the Meeting by poll

Voting on each of the proposed resolutions at the Meeting will be conducted by poll.

Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete a Proxy Form. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer or attorney.

A Shareholder entitled to attend and vote is entitled to appoint a proxy and, if entitled to cast two or more votes at the Meeting, may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion or number is specified, each proxy may exercise half of the Shareholder's votes. A proxy can be an individual or a body corporate and need not be a member of the Company.

Subject to any applicable voting restrictions, where an appointment specifies the way the proxy is to vote on the resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way; and
- if the proxy is the Chairman, the proxy must vote on a poll and must vote that way.

In addition, there are now some circumstances where the Chairman will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman is not named as the proxy;
- a poll is being called on the resolution; and
- either of the following applies:
 - a. the proxy is not recorded as attending the Meeting; or
 - b. the proxy attends the Meeting but does not vote on the resolution.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either a "For", "Against" or "Abstain" box when lodging their Proxy Form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

The Proxy Form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 850 505) no later than 1.30pm (AEDT), Tuesday, 14 November 2023. Please note that the Company's registered office and the Company's share registry office are closed outside of regular business hours.

The completed Form of Proxy may be lodged:

ONLINE:	Share Registry	www.investorvote.com.au or by scanning QR Code found on the enclosed Proxy Form with your mobile device.
BY MAIL:	Share Registry	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
BY FAX:	Share Registry	(within Australia) 1800 783 447 (overseas) +61 3 9473 2555

Custodian Voting

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the Meeting is 7pm (AEDT), Tuesday, 14 November 2023.

Shareholder Questions – Submitted Prior to the Meeting

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so at www.investorvote.com.au. This includes any questions for the Chairman or KPMG (our external auditor).

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on 9 November 2023 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all of the topics raised. Please note that individual responses will not be sent to shareholders.

Conduct of Meeting

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

Explanatory Notes

Item 1: Financial statements and reports

As required by section 317 of the Corporations Act 2001 (Cth) ("**Corporations Act**"), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ("Altium" or the "Company") for the financial year ended 30 June 2023 will be laid before the Meeting. There is no requirement for a formal resolution on this item. Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Item 2: Remuneration Report

Section 300A of the Corporations Act requires listed companies to include a Remuneration Report within the Directors' Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. However, under the Corporations Act, if the Remuneration Report receives a valid "no" vote of at least 25% at the Meeting, and then again at the 2024 Annual General Meeting, a resolution will be required to be put to Shareholders at the 2024 Annual General Meeting as to whether another meeting of Shareholders should be held within 90 days at which all Directors (other than the Chief Executive Officer) who were in office at the date of the relevant Directors' Report must stand for re-election.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Recommendation

Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2.

This resolution is subject to a Voting Exclusion. Please refer to page 4 of this Notice of Meeting for details on the Voting Exclusion.

Items 3 to 5: Election of directors

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting (AGM) following the director's appointment or three years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the entity. This rule does not apply to the Chief Executive Officer.

Retirement and re-election

Under the Constitution at each annual general meeting any Director required to retire under the Listing Rules must retire from office. A Director so retiring is eligible for re-election. While the Listing Rules so require there must be an election of Directors each year. Where the operation of Articles 7.2 and 7.6 do not require a Director to retire in a year, the Director who must retire in that year, to accommodate Article 7.3 is to be determined by the Directors.

Casual vacancy and addition to board

Under Article 7.5 of the Company's Constitution the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the number then most recently fixed in accordance with Article 7.1 of the Company's Constitution.

Item 3: Election of Michael Hawker

Michael Hawker

AM B.SC(SYDNEY), FAICD, SFFIN
LEAD INDEPENDENT DIRECTOR

Experience and Expertise

Mr Hawker was appointed to the Altium Board on 1 November 2023 under Article 7.5 of the Constitution. Mr Hawker is a professional company director with over 35 years' experience in financial services and insurance. He was Chief Executive Officer and Managing Director of Insurance Australia Group from 2001 to 2008. From 1995 to 2001, Mr Hawker held a range of positions at Westpac, including Group Executive of Business and Consumer Banking and General Manager of Financial Markets. Prior to this, he held a number of positions at Citibank, including Deputy Managing Director for Australia and subsequently Executive Director, Head of Derivatives, Europe.

Mr Hawker has been Chairman of the Insurance Council of Australia, Chairman of the Australian Financial Markets Association, a member of the Australian Governments Financial Sector Advisory Committee, and a member of the Business Council of Australia.

Prior to Mr Hawker's appointment, the Company undertook independent checks relevant to his character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Mr Hawker to the Board.

Other current directorships

Mr Hawker is a Non-executive Director of Washington H. Soul Pattinson Limited, Allianz Australia, Vicinity Centres, BUPA Global and is Deputy Chairman of BUPA Australia. He is a member of the board of the Museum of Contemporary Art.

Recommendation

The Board (other than Michael Hawker) unanimously recommends that shareholders vote in favour of Item 3.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 3.

Item 4: Election of Sylvia Wiggins

Sylvia Wiggins

LLB (UNIVERSITY MEDAL), B.JURIS, GAICD
NON-EXECUTIVE DIRECTOR

Experience and Expertise

Ms Wiggins was appointed to the Altium Board on 18 September 2023 under Article 7.5 of the Constitution. Ms Wiggins is an experienced listed company director, audit and risk committee chair, listed company CEO and CFO who brings strong commercial judgment, deep sector expertise and the ability to engage and influence stakeholders at all levels.

In a career spanning over 30 years in Australia and overseas, Sylvia has led transformational business change in a range of sectors, including energy, infrastructure, resources, finance, funds management, transport and government (finance and defence). Prior to her portfolio career Ms Wiggins was the Executive Director – Finance & Commercial at Infigen Energy Group responsible for finance and commercial activities at Infigen Energy which transitioned the operating model for renewable energy gentailers. Ms Wiggins has spent many years as an investment banker working globally in both advisory and principal investment.

Prior to Ms Wiggins appointment, the Company undertook independent checks relevant to her character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Ms Wiggins to the Board.

Other current directorships

Ms Wiggins is a Non-executive Director of Service Stream Limited, where she chairs the Audit and Risk Committee and a Non-executive Director of Aeris Resources Limited where she chairs the Sustainability Committee.

Recommendation

The Board (other than Sylvia Wiggins) unanimously recommends that Shareholders vote in favour of Item 4.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

Item 5: Election of Lauren Williams

Lauren Williams

AB (HONOURS) ECONOMICS, HARVARD COLLEGE, GAICD
NON-EXECUTIVE DIRECTOR

Experience and Expertise

Ms Williams was appointed to the Altium Board on 18 September 2023 under Article 7.5 of the Constitution. Ms Williams has a proven track record in the development and execution of digital strategy and in building high-growth technology businesses. Ms Williams served as a Non Executive Director for the IPO of Cashrewards where she served on the Due Diligence and Remuneration Committees. Prior to her board career, Ms Williams was most recently the CEO of Carsguide/Autotrader, a digital automotive marketplace and media business. Under her guidance, the business experienced significant growth and was acquired by USA-based Cox Automotive, a global software company. Prior to this role, Ms Williams held senior leadership and corporate development positions at BBC Worldwide (London/Sydney), Nine Entertainment Co, and Fairfax Digital. Ms Williams began her career in investment banking in the global technology group at Solomon Smith Barney (Silicon Valley) followed by several years in management consulting. Ms Williams was awarded the Australian Financial Review BOSS Young Executive of the Year in 2014.

Prior to Ms Williams appointment, the Company undertook independent checks relevant to her character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Ms Williams to the Board.

Other current directorships

Ms Williams is a Non-executive Director of Constructiv Technologies Group, where she chairs the Remuneration Committee.

Recommendation

The Board (other than Lauren Williams) unanimously recommends that shareholders vote in favour of Item 5.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

Annual Report and Notice of Meeting Note

- Altium Limited moved to on-line annual reporting after notification to Shareholders in 2007 and on-line Notices of Meeting in 2022 in accordance with the Corporations Act.
- Hard copies of the Annual General Meeting Notice and Annual Report are only sent to Shareholders who have registered to receive one with our share register, Computershare. If in future, you would like to receive a hard copy of the Annual General Meeting Notice and/or the Annual Report, please change your preferences and update your online details at www-au.computershare.com/investor

If you would like a hard copy of the Annual Report, please contact Altium.

Email: investor.relations@altium.com

Phone: +61 2 9474 7890

Post: Attention: Company Secretary
Level 6, Tower B, The Zenith
821 Pacific Highway
Chatswood NSW 2067
Australia

For personal use only



Altium Limited
ABN 93 009 568 772

ALU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective, it must be received by **1:30pm (AEDT) on Tuesday, 14 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item, your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the for, against or abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of Altium Limited.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



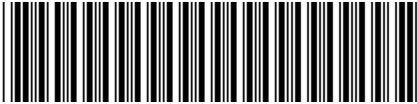
PLEASE NOTE: For security reasons, it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Altium Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held at The Water Room, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW, 2000 on Thursday, 16 November 2023 at 1:30pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 2	Adoption of Remuneration Report	☐	☐	☐
Resolution 3	Election of Mr Michael Hawker as Director	☐	☐	☐
Resolution 4	Election of Ms Sylvia Wiggins as Director	☐	☐	☐
Resolution 5	Election of Ms Lauren Williams as Director	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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