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SKYFII LIMITED

ACN 009 264 699

NOTICE OF 2022 ANNUAL GENERAL MEETING

TIME: 10.00am (AEDT)

DATE: Tuesday, 15 November 2022

VENUE: Level 40, 2 Park St, SYDNEY NSW 2000

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This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Notice is given that the 2022 Annual General Meeting of the shareholders of Skyfii Limited to which this Notice relates will be held at 10:00am (AEDT) on Tuesday, 15 November 2022 at Level 40, 2 Park St, SYDNEY NSW 2000.

1.1 Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the 2022 Annual General Meeting are those that are registered shareholders at 7.00pm (AEDT) on 11 November 2022.

1.2 Voting In Person

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

1.3 Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

(a) each member has a right to appoint a proxy;

(b) the proxy need not be a member of the Company; and

(c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act apply to this Annual General Meeting. Broadly, they provide that:

(a) if proxy holders vote, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

(c) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(d) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(e) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(f) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(g) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(h) the appointed proxy is not the Chair of the meeting; and

(i) at the meeting, a poll is duly demanded on the resolution and either of the following applies:

(i) the proxy is not recorded as attending the meeting; or

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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Agenda

1 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an advisory resolution:

"*That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Company's Annual Financial Report for the financial year ended 30 June 2022.*"

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

Voting Exclusion Statement:

In accordance with the Corporations Act, the Company will disregard any votes cast in favour of this resolution by Key Management Personnel and any Closely Related Party of any Key Management Personnel as those terms are defined in section 9 of the Corporations Act. However, the Company need not disregard a vote if:

(a) it is cast by a person who is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) it is cast by the Chair of the meeting and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on the resolution; and

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

2 Re-election of a Director – Mr John Rankin

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of the Company's Constitution and for all other purposes, Mr John Rankin, who retires in accordance with the Company's Constitution, and being eligible, is re-elected as an Executive Director."

3 Election of a Director – Mr Mark Devadason

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of the Company's Constitution and for all other purposes, Mr Mark Devadason, who was appointed to the Board since the last Annual General Meeting of the Company to fill a casual vacancy in accordance with the Company's Constitution, and being eligible, offers himself for election, be elected as a Non-Executive Director."

4 Election of a Director – Mr Robert Alexander

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of the Company's Constitution and for all other purposes, Mr Robert Alexander, who was appointed to the Board since the last Annual General Meeting of the Company to fill a casual vacancy in accordance with the Company's Constitution, and being eligible, offers himself for election, be elected as a Non-Executive Director."

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Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held at 10:00am (AEDT) on Tuesday, 15 November 2022 at Level 40, 2 Park St, SYDNEY NSW 2000.

Resolution 1 – Adoption of Remuneration Report

1.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. Such a resolution is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on this resolution are voted against adoption of the Remuneration Report at the 2022 Annual General Meeting, and then again at the Company's 2023 Annual General Meeting, the Company will be required to put to shareholders a resolution proposing the calling of a general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2023 Annual General Meeting. All of the Directors who were in office when the Company's 2022 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the 2022 Annual General Meeting.

1.2 Proxy restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Parties of that member on how to vote on this Resolution, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

1.3 Definitions

Closely Related Party of the Key Management Personnel means:

(a) A spouse or child of the member;

(b) A child of the member's spouse;

(c) A dependent of the member or the member's spouse;

(d) Anyone else who is one of the member's family and may be expected to influence themember, or be influenced by the member, in the member's dealing with the entity;

(e) A company the member controls; or

(f) A person prescribed by the *Corporations Regulations 2001* (Cth).

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's Annual Financial Report for the year ended 30 June 2022.

Resolution 2 – Re-election of a Director – Mr John Rankin

The Board currently comprises Mr Andrew Johnson (Chairman), Mr Wayne Arthur (CEO and Executive Director), Ms Susan O'Malley (Non-executive Director), Ms Kirsty Rankin (Non-executive Director), Mr Mark Devadason (Non-executive Director), Mr Robert Alexander (Non-executive Director), and Mr John Rankin (COO and Executive Director).

Mr Wayne Arthur, as Chief Executive Officer of the Company, is excluded from the normal rotation and re-election of the Director process.

Mr Mark Devadason and Mr Robert Alexander will be seeking election at resolutions 3 and 4, respectively and Ms Susan O'Malley retires by rotation however is not seeking re-election and therefore will retire at the end of this AGM dated 15 November 2022.

As a result, Mr John Rankin retires by rotation and is eligible for re-election.

Mr John Rankin personal details are provided in the Company's 2022 Annual Report, which was released to ASX on 29 August 2022 and is available on the Company's website at http://www.skyfii.com.

Resolution 3 – Election of a Director – Mr Mark Devadason

Mr Mark Devadason was appointed as a Non-Executive Director of the Company by the Board on 1 July 2022 pursuant to Rule 13.3 of the Company's Constitution. In accordance with Rule 13.3 of the Company's Constitution, Mr Devadason retires and offers himself for election at the first Annual General Meeting since his appointment.

Mr Devadason's personal details are provided in the Company's 2022 Annual Report, which was released to ASX on 29 August 2022 and is available on the Company's website at http://www.skyfii.com.

Resolution 4 – Election of a Director – Mr Robert Alexander

Mr Robert Alexander was appointed as a Non-Executive Director of the Company by the Board on 1 July 2022 pursuant to Rule 13.3 of the Company's Constitution. In accordance with Rule 13.3 of the Company's Constitution, Mr Alexander retires and offers himself for election at the first Annual General Meeting since his appointment.

Mr Alexander's personal details are provided in the Company's 2022 Annual Report, which was released to ASX on 29 August 2022 and is available on the Company's website at http://www.skyfii.com.

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All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Sunday 13 November 2022.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/skyfiiagm2022

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

Sample

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Sunday, 13 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/skyfiiagm2022
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Skyfii Limited
ACN 009 264 699

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000 on Tuesday, 15 November, 2022 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS

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

Sample

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	To re-elect Mr John Rankin as a Director	☐	☐	☐
Resolution 3	To elect Mr Mark Devadson as a Director	☐	☐	☐
Resolution 4	To elect Mr Robert Alexander as a Director	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….... Contact Daytime Telephone……..... Date / / 2022

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