

ASX Announcement

21 October 2022

Notice of Annual General Meeting and related documents

Pureprofile Limited (ASX: PPL) advises that the following documents, in relation to its Annual General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

This announcement has been authorised for release to the ASX by the Board of Directors.

- ENDS -

For further information, please contact:

George Kopsiaftis, IR Department

george.kopsiaftis@irdepartment.com.au | +61 409 392 687

About Pureprofile

Pureprofile's vision is to deliver more value from the world's information.

We are a global data and insights organisation providing online research and digital advertising services for agencies, marketers, researchers and publishers.

The Company, founded in 2000 and based in Surry Hills, Australia, now operates in North America, Europe and APAC and has delivered solutions for over 700 clients.

21 October 2022

Dear Shareholder,

Re: Annual General Meeting – Letter to Shareholders

Pureprofile Limited (ASX: PPL) (“PPL” or the “Company”) advises that its 2022 Annual General Meeting (**AGM**) will be held at 3.00pm (AEDT) on Monday, 21 November 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://business.pureprofile.com/asx-announcements-reports/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX:PPL)

Virtual Meeting

In addition to being able to attend the AGM in person, the Company is pleased to provide Shareholders with the opportunity to attend and participate virtually through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, participate and vote online.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the AGM** to avoid any delays on the day of the AGM. An account can be created via the following link: investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the AGM.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,



Lee Tamplin
Company Secretary

About Pureprofile

We want to keep you informed on our progress, subscribe to get the latest investor updates and ASX announcements from Pureprofile: <https://business.pureprofile.com/investor-centre/#subscribe-investor>.

Alternatively, you can visit our investor website to discover more about Pureprofile's strategy, read ASX Announcements, see our latest investor videos, and read blogs and news articles about how the data and insights market is changing: <https://business.pureprofile.com/investor-centre/>.

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Pureprofile Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 167 522 901

www.pureprofile.com.au



Pureprofile Ltd

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Monday, 21 November 2022

3.00pm AEDT

Address

Automic Group
Level 5, 126 Phillip Street
Sydney 2000

and as a virtual meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	4
Notice of Annual General Meeting – Explanatory Statement	12
Glossary	34
Annexure A – Material Terms of Employee Share Rights	36
Annexure B – Material Terms of Equity Incentive Plan	37
Annexure C – Material Terms of Hyde Park Partners Agreement	40
Proxy Form	Attached

Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 21 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://business.pureprofile.com/asx-announcements/>

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3.00pm (AEDT) on 21 November 2022 at Level 5, 126 Phillip Street, Sydney 2000 and as a virtual meeting (**Meeting**).

To be able to hold this Meeting at both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.

4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at: lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Pureprofile Ltd ACN 167 522 901 will be held at 3.00pm (AEDT) on 21 November 2022 at Level 5, 126 Phillip Street, Sydney 2000 and as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 3.00pm (AEDT) on 19 November 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary 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 contained in the Company’s Annual Financial Report for the financial year ended 31 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 on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Election/Re-election of Directors

2. **Resolution 2 – Election of Tim Hannon as Director**

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

“That Tim Hannon, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

3. **Resolution 3 – Election of Albert Hitchcock as Director**

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

“That Albert Hitchcock, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

4. **Resolution 4 – Re-election of Andrew Edwards as Director**

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

“That Andrew Edwards, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

5. **Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Equity Securities

6. Resolution 6 – Ratification of Prior Issue of Share Rights

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 31,306 Share Rights issued on 15 February 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Ratification of Prior Issue of Share Rights

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 40,225 Share Rights issued on 23 March 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (c) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- For personal use only
- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (v) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (vi) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8** – Ratification of Prior Issue of Unlisted Options to the Nominees of Hyde Park Partners

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 3,000,000 Unlisted Options issued on 15 August 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9** – Ratification of Agreement to Issue of Unlisted Options to Hyde Park Partners (or its nominee)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior agreement to issue 2,000,000 unlisted options to Hyde Park Partners (or its nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Adoption of Equity Plan

10. **Resolution 10** – Adoption of Equity Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of an Equity Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 100 by or on behalf of:

- (a) a person who is eligible to participate in the Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 100 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
- (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Incentive Securities to a Director under the Company's Equity Plan

11. Resolution 11 – Approval of Issue of Performance Rights to Martin Filz

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of unlisted performance rights under the Company's Equity Plan to Martin Filz, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution **Error! Reference source not found.**1 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution **Error! Reference**

source not found.1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Constitutional Changes

12. Resolution 12 – Amendment to Constitution which includes insertion of Proportional Takeover Provisions

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

"That, for the purposes of section 136(2) and s648G(4) of the Corporations Act and for all other purposes, in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective from the end of the Meeting, the Shareholders approve the amendments to the Constitution as described in the Explanatory Statement

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3.00pm (AEDT) on 21 November 2022 at Level 5, 126 Phillip St Sydney NSW 2000 and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <http://www.pureprofile.com>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 14 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <http://www.pureprofile.com>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Election/Re-election of Directors

Resolution 2 – Election of Tim Hannon as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Tim Hannon was appointed as an additional Director of the Company on 1 January 2022 and has since served as a Director of the Company.

Under this Resolution, Tim Hannon seeks election as a Director of the Company at this AGM.

Tim is Managing Director of Gaia Natural Capital, an investment firm dedicated to linking capital markets to the restoration of the natural environment. Tim has 25 years' experience in the investment and securities markets. He was a former partner of Goldman Sachs where he enjoyed an 18-year tenure, holding roles such as Head of Australian Equities, Head of Real Estate and Co-Manager of Global Real Estate Securities portfolios. He was also founder and co-manager of the Goldman Sachs Australian Infrastructure Securities Fund, and co-manager of the award-winning Goldman Sachs Emerging Leaders Fund. Tim holds a Bachelor of Economics, Postgraduate Finance qualifications and an MBA from Melbourne Business School.

Directors' recommendation

The Directors (excluding Tim Hannon) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Albert Hitchcock as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Albert Hitchcock was appointed as an additional Director of the Company on 26 July 2022 and has since served as a Director of the Company.

Under this Resolution, Albert seeks election as a Director of the Company at this AGM.

Albert was the Chief Technology and Operations Officer for Pearson, the world's leading learning company from March 2014 until January 2022. In this role he led Digital product development, Information technology, Operations encompassing Supply chain, Procurement, Customer service, Real Estate and shared services across Finance, HR and Technology. Albert spent a 28-year career in the technology industry working for BAE systems, Racal Electronics and Nortel Networks.

In January 2007, Albert joined Vodafone and was appointed into the role of Vodafone Group Chief Information Officer. He is currently a Non-Executive Director of Nationwide Building Society. Albert is a Fellow of the Institute of Engineering and Technology and a Chartered Engineer.

Directors' recommendation

The Directors (excluding Albert Hitchcock) recommend that Shareholders vote for this Resolution.

Resolution 4 – Re-election of Andrew Edwards as Director

The Company's Constitution requires that at the Company's Annual General Meeting, one-third of the Directors (except the managing director) for the time being must retire from office. The directors to retire at any annual general meeting must be those who have been longest in office since their last election. A retiring director is eligible for re-election.

It has been agreed that Andrew Edwards will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Andrew Edwards was appointed a Director of the Company on 12 June 2015 and was last re-elected as a Director at the Company' 2020 Annual General Meeting .

Under this Resolution, Andrew has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Andrew has more than 30 years of marketing and executive leadership experience. Prior to joining Pureprofile Andrew was Chairman and CEO of internationally renowned Advertising and Marketing Agency Leo Burnett Group UK and Ireland. He was also President of Leo Burnett Central Europe. Andrew was also a Global Board Director with the specific remit of driving mergers and acquisitions in Europe, the Middle East and Africa and Investments and roll out of the groups Social and Mobile strategy. Prior to his roles at Leo Burnett, Andrew ran Australia's most successful and awarded Direct and Database Marketing company, Cartwright Williams. He now focuses his time on Pureprofile and his portfolio of other business interests.

Directors' recommendation

The Directors (excluding Andrew Edwards) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$40.96 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity

to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business; and
- (b) to further develop data partnerships.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.017 50% decrease in issue price	\$0.034 issue price ^(b)	\$0.068 100% increase in issue price
"A" is the number of shares on issue,^(a) being 1,107,022,674 Shares	10% voting dilution^(c)	110,702,267	110,702,267	110,702,267
	Funds raised	\$1,881,939	\$3,763,877	\$7,527,754
"A" is a 50% increase in shares on issue, being 1,660,534,011 Shares	10% voting dilution^(c)	166,053,401	166,053,401	166,053,401
	Funds raised	\$2,822,908	\$5,645,816	\$11,291,631
"A" is a 100% increase in shares on issue, being 2,214,045,348 Shares	10% voting dilution^(c)	221,404,534	221,404,534	221,404,534
	Funds raised	\$3,763,877	\$7,527,754	\$15,055,508

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 4 October 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 4 October 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be

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disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has previously sought Shareholder approval under Listing Rule 7.1A but has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Equity Securities

Resolution 6 – Ratification of Prior Issue of Share Rights

Background

As announced by the Company on 12 April 2022, the Company issued 31,306 Share Rights on 15 February 2022 utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolution 6 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the 31,306 Share Rights (**February Share Rights**).

All of the February Share Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the February Share Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval to subsequently approve the issue of the February Share Rights for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of the February Share Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder

approval over the 12 month period following the Issue Date.

If Resolution 6 is not passed, the issue of the February Share Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The February Share Rights were issued to employees of the Company, who are not KMPs, and having passed probation, were invited to participate in the Company's \$1,000 employee equity plan under the Company's Equity Incentive Plan.
- (b) The Company issued 31,306 Share Rights.
- (c) The material terms of the February Share Rights are set out in Annexure A of this Notice.
- (d) The February Share Rights were issued on 15 February 2022.
- (e) Each of the February Share Rights were issued for nil consideration pursuant to the terms of the Company's Equity Plan. The material terms of the Equity Plan are set out in Annexure B of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote this Resolution.

Resolution 7 – Ratification of Prior Issue of Share Rights

Background

As announced by the Company on 12 April 2022, the Company issued 40,225 Share Rights on 23 March 2022 utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolution 7 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the 40,225 Share Rights (**March Share Rights**).

All of the March Share Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the March Share Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to subsequently approve the issue of the March Share Rights for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the March Share Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 7 is not passed, the issue of the March Share Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The March Share Rights were issued to an employee of the Company, who is not a KMP, and having passed probation, was invited to participate in the Company's \$1,000 employee equity plan under the Company's Equity Incentive Plan.
- (b) The Company issued 40,225 Share Rights.
- (c) The material terms of the March Share Rights are set out in Annexure A of this Notice.
- (d) The March Share Rights were issued on 23 March 2022.
- (e) Each of the March Share Rights were issued for nil consideration pursuant to the terms of the Company's Equity Plan. The material terms of the Equity Plan are set out in Annexure B of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote this Resolution.

Resolution 8 – Ratification of Prior Issue of Unlisted Options to Hyde Park Partners (or their Nominees)

Background

As announced by the Company on 15 August 2022, the Company entered into a consulting agreement (**Agreement**) with Hyde Park Partners (**HPP**). Under the Agreement, the Company issued 3,000,000 unlisted options to HPP's nominees in lieu of services provided. The Company also agreed to issue a further 2,000,000 unlisted options to HPP for services yet to be provided. Both the issue and agreement to issue unlisted options utilised the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolution 8 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 3,000,000 unlisted options (**Issued HPP Options**), which were issued on 15 August 2022 (**Issue Date**).

All of the 3,000,000 Issued HPP Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the Issued HPP Options did not fit within any of the exceptions to Listing Rule 7.1 and, as they have not been approved by the Company's Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue

Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 8 seeks Shareholder approval to subsequently approve the issue of the Issued HPP Options for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Issued HPP Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 8 is not passed, the issue of the Issued HPP Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) On 15 August 2022, the Company entered into an agreement to issue 5,000,000 unlisted options to Hyde Park Partners (or its nominees) as consideration for services both rendered and to be rendered.
- (b) The Company issued 3,000,000 unlisted options on 15 August 2022, being the Issued HPP Options to HPP's nominees, Mr Philip Bread and Mr Edward Delaney
- (c) The material terms of the Issued HPP Options are:
 - a. Each Issued HPP Option entitles the holder to subscribe for one Share by submitting an exercise notice and paying the Exercise Price prior to the Expiry Date;
 - b. **Exercise Price:** The Issued HPP Option have an Exercise Price of \$0.06 per Issued HPP Option.
 - c. **Expiry Date:** The Issued HPP Option have an Expiry Date 30 June 2025.
- (d) The Issued HPP Options were issued (under an agreement between the Company and Hyde Park Partners. The material terms of the agreement are set out in Annexure C of this Notice.
- (e) The Issued HPP Options were issued in consideration for services rendered by Hyde Park Partners, and as such, funds were not raised from the issue of Issued HPP Options.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 9 – Ratification of Prior Agreement to Issue Unlisted Options to Hyde Park Partners (or their Nominees)

Background

As announced by the Company on 15 August 2022, the Company entered into a consulting agreement (**Agreement**) with Hyde Park Partners (**HPP**). Under the Agreement, the Company issued 3,000,000 unlisted options to HPP's nominees in lieu of services provided. The Company also agreed to issue a further 2,000,000 unlisted options to HPP for services yet to be provided. Both the issue and agreement to issue unlisted options utilised the Company's existing capacity

under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolution 9 proposes that Shareholders of the Company approve and ratify the prior agreement to issue 2,000,000 unlisted options (**Proposed HPP Options**), which was made on 15 August 2022.

All of the 2,000,000 Proposed HPP Options are agreed to be issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The agreement to issue the Proposed HPP Options did not fit within any of the exceptions to Listing Rule 7.1 and, as they have not been approved by the Company's Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 9 seeks Shareholder approval to subsequently approve the agreement to issue the Proposed HPP Options for the purposes of Listing Rule 7.4.

If Resolution 9 is passed, the agreement to issue the Proposed HPP Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 9 is not passed, the agreement to issue the Proposed HPP Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) On 15 August 2022, the Company entered into an agreement to issue 5,000,000 unlisted options to Hyde Park Partners (or its nominees) as consideration for services both rendered and to be rendered.
- (b) The Company has agreed to issue 2,000,000 unlisted options to Hyde Park Partners (or its nominees) being the Proposed HPP Options. The Proposed HPP Options are expected to be issued on or about 31 December 2022.
- (c) The material terms of the Proposed HPP Options are:
 - a. Each Proposed HPP Option entitles the holder to subscribe for one Share by submitting an exercise notice and paying the Exercise Price prior to the Expiry Date;
 - b. **Exercise Price:** The Proposed HPP Options have an Exercise Price of \$0.053 per Issued HPP Option
 - c. **Expiry Date:** The Proposed HPP Options will have an Expiry Date of 3 years after the date the Proposed HPP Options are issued (anticipated to be 31 December 2025).

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- (d) The Proposed HPP Options were agreed to be issued under an agreement between the Company and Hyde Park Partners. The material terms of the agreement are set out in Annexure C of this Notice.
 - (e) The Proposed HPP Options are agreed to be issued in consideration for services to be rendered to the Company by Hyde Park Partners, and as such, funds will not be raised from the issue of the Proposed HPP Options.
 - (f) If approved, the Proposed HPP Options will be issued within 3 months of the date of this meeting.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Adoption of Equity Plan

Resolution 10 – Adoption of Equity Plan

Background

The Company's Equity Plan (**Incentive Plan**) was last approved by Shareholders of the Company on 29 January 2021.

The Company established the Incentive Plan to encourage its employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees and shareholders.

The purpose of the Incentive Plan is to assist in the reward, retention and motivation of key employees and to align those employees' interests with those of the Company shareholders.

A summary of the key terms of the Incentive Plan is set out in Annexure B, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

If this Resolution is not approved any securities issued by the Company under the Incentive Plan will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date

Since the Incentive Plan was last approved by Shareholders on 29 January 2021, the Company advises that it has issued 155,463,739 options and 44,873,611 share or performance rights. If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 150,000,000 incentive securities under the Incentive Plan during the three year period following approval for the purposes of listing rule 7.2, exception 13.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Incentive Securities to a Director under the Company's Equity Plan

Resolution 11 – Approval of Issue of Performance Rights to Martin Filz (or his nominee)

Background

The Company seeks to invite the Company's Managing Director, Martin Filz (**Allottee** and/or **Director**), subject to Shareholder approval that is sought under this Resolution to participate in the Incentive Plan by subscribing for securities under the Company's Incentive Plan.

The incentive securities consist of an issue of unlisted performance rights which are subject to both performance and retention based vesting conditions designed to align the interests of Mr Filz to the Shareholders of the Company, and where appropriate remunerate Mr Filz appropriately (**Unlisted Performance Rights**). The Unlisted Performance Rights consist of both short-term incentives (**STI Performance Rights**) and long-term incentives (**LTI Performance Rights**).

A summary of the material terms of the Unlisted Performance Rights are included in the Information Required by ASX Listing Rules 10.15 section below.

The maximum number of Unlisted Performance Rights that may be granted to Mr Filz will be calculated as 120% of \$800,000 divided by the value of the Unlisted Performance Rights. The value of the Unlisted Performance Rights (**Performance Rights Value**) will be calculated based on the volume weighted average price (**VWAP**) of the Company's Shares over the 5 trading days immediately prior to the date of issue (**Pricing Period**).

The Unlisted Performance Rights will be split equally between the STI Performance Rights and LTI Performance Rights. It is proposed the following Unlisted Performance Rights be issued.

Allottee	STI Performance Rights	LTI Performance Rights	Total Unlisted Performance Rights
Martin Filz	120% of \$400,000 divided by the Performance Rights Value	120% of \$400,000 divided by the Performance Rights Value	STI Performance Rights plus LTI Performance Rights

To give shareholders a better understanding of the potential number of Unlisted Performance Rights that Mr Filz could receive, the Company has calculated the VWAP of the Shares over the 5 trading days between 12 September 2022 and 16 September 2022 which equalled \$0.04 (**Theoretical VWAP**).

Based on the Theoretical VWAP, the number of Unlisted Performance Rights that the Company would grant to Mr Filz would be:

1. 12,000,000 STI Performance Rights; and
2. 12,000,000 LTI Performance Rights.

The number of Unlisted Performance Rights that will actually be granted to Mr Filz may be more or less than this depending on the VWAP during the Pricing Period.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

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- (a) a director of the Company;
 - (b) an associate of a director of the Company; or
 - (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As the Allottee is a Director of the Company, the proposed issue of Unlisted Performance Rights to the Allottee constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Unlisted Performance Rights to the Allottee under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolution 11 is passed, the Company will be able to proceed with the proposed issue of Unlisted Performance Rights Securities to the Allottee.

If Resolution 11 is not passed, the Company will not be able to proceed with the proposed issue of Unlisted Performance Rights which may result in the Company finding less cash-less effective means of incentives being considered.

Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Unlisted Performance Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew Edwards, Sue Klose, Tim Hannon and Albert Hitchcock) carefully considered the issue of these Unlisted Performance Rights to Martin Filz and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Unlisted Performance Rights, and the responsibilities held by Mr Filz in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Unlisted Performance Rights to Mr Filz fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Unlisted Performance Rights to Mr Filz requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Unlisted Performance Rights to Martin Filz is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The Allottee is Martin Filz.
- (b) The Allottee is a current Director of the Company and therefore falls under category 10.14.1 of the Listing Rules.

- (c) The maximum number of Unlisted Performance Rights that may be acquired by the Allottee is as follows:

Allottee	Unlisted Performance Rights
Martin Filz	120% of \$800,000 divided by the Performance Rights Value

- (d) The current total remuneration package, including the proposed Unlisted Performance Rights (based on the Theoretical VWAP), received by the Allottee would be as follows:

Allottee	Current Fees	Value of STI Unlisted Performance Rights proposed to be issued *	Value of LTI Unlisted Performance Rights proposed to be issued *	Total Remuneration*
Martin Filz	\$400,000	\$400,000 **	\$400,000 **	\$1,200,000

* Based on a value of \$0.04 per Unlisted Performance Right calculated on the 5 day VWAP of the Company's underlying securities between 12 September 2022 and 16 September 2022, being the Theoretical VWAP.

** The value attributed is based on the Theoretical VWAP and on Mr Filz achieving 100% of the vesting conditions attached to the Unlisted Performance Rights. The total number of Unlisted Performance Rights provides for a further outperformance of 20% which if achieved would increase this value by a further 20%.

- (e) The Allottee has previously been issued the following Unlisted Performance Rights under the Incentive Plan:

Allottee	Performance Rights	Unlisted Options
Martin Filz	19,875,000	32,867,707

- (f) The material terms of the Unlisted Performance Rights are as follows:

Terms	Unlisted Performance Rights
Description	Each vested Unlisted Performance Right entitles the holder to subscribe for one Share upon exercise of the Unlisted Performance Right.
Exercise Price	Nil
Expiry Date	Unexercised Unlisted Performance Rights will expire on the 5 th anniversary of the date of grant.
Vesting conditions	STI Unlisted Performance Rights: The number of STI Unlisted Performance Rights which will be eligible to vest will be determined by reference to performance against set objectives in each of the following strategic priorities, each measured

during the period 1 July 2022 to 30 June 2023 (**STI Performance Period**):

- Revenue Growth
- Profitability
- Key Clients and Partnerships
- Growth Initiatives
- Technology and Innovation

Once performance against the strategic priorities described above has been tested, the number of STI Unlisted Performance Rights will be eligible to vest will be determined (**Eligible Awards**). STI Unlisted Performance Rights will vest following the release of the FY23 audited results.

The total number of STI Unlisted Performance Rights proposed to be issued provides for outperformance of an additional 20%. If at the end of the STI Performance Period, Mr Filz is determined to have achieved 100% of his strategic objectives, 100% will vest.

STI Unlisted Performance Rights will vest provided that Mr Filz remains continuously employed or engaged by a member of the Group at all times from the date of grant of the STI Unlisted Performance Rights to 30 June 2023.

LTI Unlisted Performance Rights:

The LTI Unlisted Performance Rights will become eligible to vest (**Eligible Awards**) equally over three years, for example:

- one-third will become eligible to vest on 1 July 2023;
- one-third will become eligible to vest on 1 July 2024; and
- one-third will become eligible to vest on 1 July 2025.

The Eligible Awards will only vest provided that Mr Filz remains continuously employed or engaged by a member of the Group at all times from the date of grant of the LTI Unlisted Performance Rights to the relevant vesting date.

The number of Eligible Awards which vest will be determined by the Company's Total Shareholder Return (**TSR**) in comparison to the ASX Small Ordinaries Index (**Index**) at the end of the third year i.e. 30 June 2025.

The TSR will be calculated as the 30-day WVAP at year-end (1 June 2025 to 30 June 2025, calculated on 1 July 2025) and when compared to the Index will vest as follows:

Business Result	LTI Outcome
Compound annual growth TSR 20% below benchmark	0% vest
Compound annual growth TSR 10% below benchmark	25% vest
Compound annual growth	50% vest

	TSR equal to benchmark	
	Compound annual growth TSR 10% above benchmark	75% vest
	Compound annual growth TSR 20% above benchmark	100% vest
	Compound annual growth TSR >20% above benchmark	Up to 120% vest, at same ratio as 20% over benchmark
Amounts that fall between rows will be scaled pro-rata to determine the exact payout.		
Disposal Restriction	The Unlisted Performance Rights are non-transferable (and consequently will not be quoted on ASX or any other exchange); Shares delivered to Mr Filz upon the exercise of the Awards will not be subject to disposal restrictions.	
Return of Capital	The Unlisted Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise	
Wind up	The Unlisted Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up	
Change of Control	If a change of control occurs, the number of Unlisted Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares;	
Right to vote/Participate	The Unlisted Performance Rights do not: (i) confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; or (ii) entitle a holder (in their capacity as a holder of a Unlisted Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.	

The Company is proposing to grant the Unlisted Performance Rights described above because they assist with aligning the interests of the Allottee with the interests of the ordinary shareholders. In addition, they do not provide the Allottee with the full benefits of share ownership (such as dividend and voting rights) unless and until the Unlisted Performance Rights vest and are exercised. The Company believes that the grant of Unlisted Performance Rights provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses). The value of the Unlisted Performance Rights is provided in the table under paragraph (d) above.

- (g) If approved by Shareholders of the Company, the Company intends to grant the Unlisted Performance Rights as soon as practicable after the date of this Meeting and in any event no later than 3 years after the date of this Meeting.
- (h) The Unlisted Performance Rights are being issued for nil consideration pursuant to the terms of the Incentive Plan.

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- (i) The material terms of the Incentive Plan are set out in Annexure B of the Notice of Meeting.
 - (j) No loan will be provided in relation to the issue of the Unlisted Performance Rights.
 - (k) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Constitutional Changes

Resolution 13 – Amendment to Constitution which includes insertion of Proportional Takeover Provisions

The Company's current constitution was adopted by the Company prior to listing on 27 July 2015.

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain changes to corporate governance practices, the Corporations Act 2001 and Listing Rules primarily to achieve efficient and flexible administration of the Company and relations with Shareholders, and to facilitate virtual general meetings. Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the amendments set out below.

Amendments

1. Use of Technology for General Meetings

A number of amendments are proposed to be made to facilitate the use of virtual meetings by the Company, with the law having recently changed to allow the use of virtual or hybrid meetings. The changes include clarifying that Directors may determine that a meeting be held by means of virtual meeting technology or other communication facilities that gives the members as a whole a reasonable opportunity to participate and vote.

The Board of the Company wishes to amend its existing Constitution so that the Company can in the future have the option to hold virtual general meetings using technology that gives the shareholders as a whole a reasonable opportunity to participate.

Accordingly, the New Constitution incorporates the following amendment:

- Re-number existing clause 9.2 to 9.2(a) and inserts a new clause 9.2(b) as follows:

Subject to Corporations Act, the Listing Rules and any applicable law:

- (i) *a meeting may be held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate;*
- (ii) *a meeting may be hybrid (virtual and in-person) held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate; or*
- (iii) *a meeting may be held virtually only using any technology that gives the shareholders as a whole a reasonable opportunity to participate; and*
- (iv) *any reference to a "place" when used in the context of a meeting may be, but need not be, a physical place.*

If, before or during a general meeting of members, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the chair of the meeting may:

- (i) adjourn the meeting until the technical difficulty is remedied; or
- (ii) where a quorum remains present (either at the place at which the chair is present or by technology contemplated by this Rule) and able to participate, subject to the Corporations Act, continue the meeting (in which case no member may object to the meeting being held or continuing).

Participation in a hybrid or virtual meeting using any technology that gives the shareholders as a whole a reasonable opportunity to participate shall constitute presence in person or 'personally' at such meeting (including for the purpose of any quorum requirements in this Constitution).

2. Directors: Rotation Requirements and Nomination

The following amendments are proposed to clarify the operation of certain existing provisions under the Constitution concerning the (i) rotation requirements of Directors and (ii) Director Nominations, to reflect the requirements under the ASX Listing Rules.

- i. Amend existing clause 11.3 as follows:

~~Subject to Clause 13.39, at the Annual General Meeting in every year, one-third of the Directors for the time being, or if their number is not 3 nor a multiple of 3, then the number nearest one-third, and any other any director (except the Managing Director) to whom clause 11.6 applies, who has held office for 3 years or more (except the Managing Director) shall retire from office.~~

The Directors must retire from office at the Annual General Meeting in accordance with the following: in the following circumstances:

- ~~(a) One third of directors; or~~
- ~~(b) The nearest on-third of Directors if a Director's number is no 3 nor a multiple of 3; and~~
- ~~(a) any other Director not in such one-third who has held office for 3 years or more (except the Managing Director); and~~
- (a) no Director must hold office past the third annual general meeting following the directors' appointment, or three years, whichever is the longer; and**
- (b) an election of Directors must be held at each annual general meeting. If no election of directors is scheduled to occur at an annual general meeting under this clause 11.3, 11.7 or 11.10, then one Director must retire from office at the annual general meeting.**

This clause is subject to Clause 13.39

- ii. Amend existing clause 11.7 as follows:

Election of Directors

- 11.7 No person other than a Directors seeking re-election shall be eligible for election to the office of Director at any general meeting unless he or some shareholder intending to propose him **has not less than 35 Business Days (and in the case of a meeting that members have requested Directors to call, 30 Business Days) before the date of a general meeting at which directors may be elected, later than 5 Business Days after the date shown on the notice to the Home Exchange referred to in Clause 9.10(a),** left at the Registered Office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention

of such Shareholder to propose him. Notice of each and every candidature for election as a Director shall be given to each shareholder with or as part of the notice of the Meeting at which the election is to take place. The Company shall observe the requirements of Section 201E of the Corporations Act with respect to the election of Directors.

~~In order for a person to be eligible for election to the office of Director, that person or a shareholder intending to propose him must do the following:~~

- ~~(a) Prepare a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Shareholder to propose him; and~~
- ~~(b) Leave the notice at the Registered office no later than 5 Business Days after the date shown on the notice to the Home Exchange referred to in Clause 9.10(a).~~

~~Notice of each and every candidature for election as a Director must be given to each Shareholder with or as part of the notice of Meeting at which the election is to take place. When electing Directors, compliance with section 201E of the Corporations Act is required.~~

- iii. Amend existing clause 11.11 as follows:

Any Director appointed under Clause 11.10 holds office until the next annual general meeting of the Company and is then eligible for re-election but is not to be taken into account in determining the Directors who are to retire by rotation at that meeting.

3. Ad Hoc Amendments

- i. Restricted Securities – existing Clause 27.1 complies with the requirements of Listing Rule 15.12. It is proposed existing clause 27 be moved to replace in its entirety existing clause 3.20.
- ii. Voting on Substantive Resolutions to be decided by Poll - it is proposed that the Constitution be amended, in accordance with the Listing Rule, to provide that all substantive resolutions be decided by way of a Poll. Accordingly, the following amendments are proposed to existing clause 10.14:
 - (i) existing clause 10.14 is to be made subject to new clause 10.14A; and
 - (ii) a new clause 10.14A is to be inserted which provides:

At any general meeting a substantive resolution put to the vote of the meeting shall be decided on a poll.
- iii. Transfer fee – it is proposed that clause 6.1(d) be amended to permit the Company to charge a reasonable fee for a transfer, as permitted under the Listing Rules. Accordingly, it is proposed that 6.1(d) be amended as follows:

*The Company must register all registerable transfer forms, renunciations and transfers, issue transmission receipts and mark (if marked within 2 Business Days after the transfer form is lodged) or note transfer forms, ~~without charge~~. **Subject to the Listing Rules, the Company may charge a reasonable fee for the registration of transfers.***

4. Insertion of Proportional Takeover Provisions

In addition, pursuant to section 648G(4) of the Corporations Act, the Company wishes to insert the proportional takeover provisions.

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a

proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- a. in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- b. the majority decision of the Company's members will be binding on all Shareholders

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

- a. if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- b. the bidder and persons associated with the bidder may not vote;
- c. approval of the bid will require a simple majority of the votes cast;
- d. the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- e. if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- f. the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- g. if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- h. the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

Inclusion of the Proportional Takeover Provisions in the Company's Constitution will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at lee.tamplin@automicgroup.com.au. A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 30 August 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 30 August 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Pureprofile Limited ACN 167522901.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Equity Plan" for which Shareholder approval is being sought for the adoption of under Resolution 10 of this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the

terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 21 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A - Material Terms of Employee Share Rights

The material terms attaching to the Employee Share Rights referred to in Resolutions 6 & 7 are as follows:

Material Terms of Employee Share Rights	
Description	Each vested Share Right constitutes the right to receive, subject to the terms and conditions of Company's Equity Plan, one Share.
Exercise Price	Nil
Expiry Date	5 th anniversary of the date the Employee Share Right is granted
Vesting/ Exercise Conditions	<p>Each Employee Share Right is not subject any Vesting Conditions or Exercise Conditions (as defined in the Plan). Each Employee Share Right will be deemed exercised:</p> <p>(a) on the first anniversary of the grant date of the security; or</p> <p>(b) if on this date in (a), exercise of the Employee Share Right is not permitted under the terms of the Company's Securities Trading Policy, then the Employee Share Right shall be deemed to be exercised on the first subsequent day that exercise is permitted.</p>
Disposal Restriction	<ul style="list-style-type: none"> • The Employee Share Rights may not be transferred, encumbered or otherwise disposed of, or a security interest be granted over those awards and Shares; • any Shares received as a result of the vesting and deemed exercise of the Employee Share Rights may not be transferred, encumbered or otherwise disposed of, or a security interest be granted over those awards or Shares until the earlier of: <ul style="list-style-type: none"> (i) the 3 year anniversary of the relevant grant date or such other date as may be determined by the Board of Directors in its discretion so as to satisfy the Reduction Conditions (as that term is defined in the Plan rules); or (ii) the Business Day after the date on which the holder ceases to be employed or engaged by a member of the Company Group, (Holding Lock Period) <p>During the Holding Lock Period, the Company implement any procedure it deems appropriate to ensure compliance with the disposal restrictions, including without limitation, imposing a holding lock on any shares granted under the Plan or requiring such shares to be held through an employee trust.</p>
Voting	During the Holding Lock Period, each Share granted as a result of the exercise of an Employee Share Right entitles the holder to receive notice of, or to vote or attend at, a meeting of the members of the Company, and to receive any dividends declared by the Company during the relevant Holding Lock Period on those Shares.

Annexure B – Material Terms of Equity Incentive Plan

Summary of the Plan	
Approval	<ul style="list-style-type: none"> The Equity Plan (Plan) was approved by the Board on 11th December 2020 and last adopted by Shareholders on 29 January 2021.
Types of securities	<ul style="list-style-type: none"> The Plan provides the Company with the ability to grant performance rights, options or share rights (each an Award). An Award is an entitlement to receive a Share upon satisfaction of the applicable vesting or exercise conditions, the exercise of the Award (if applicable) and the payment of an exercise price (if applicable).
Grants and eligibility	<ul style="list-style-type: none"> Awards may be granted under the Plan to eligible participants from time to time in the absolute discretion of the Board. Eligible participants will include employees, executive directors and non-executive directors of the Company and its subsidiaries, as selected by the Board from time to time. The Company expects, but is not obliged, to make offers in accordance with the requirements of ASIC 14/1000. If the Board permits, participants will be able to nominate another party (Nominated Affiliate) to receive their grant of Awards under the Plan.
Issue price	<ul style="list-style-type: none"> No payment is required for a grant of Awards unless the Board determines otherwise.
Vesting & Exercise of Awards	<ul style="list-style-type: none"> Awards will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the Vesting Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a vesting notice. Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the Exercise Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Exercise price	<ul style="list-style-type: none"> As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.
Issue, allocation or acquisition of Shares	<ul style="list-style-type: none"> Shares to be delivered to participants upon the exercise of vested Awards may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee share trust. The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award. For example, to obtain the benefit of Listing Rule 10.16(b), the Company may limit itself to only sourcing Shares from on-market to fulfil particular vested Awards.
Equity or cash settlement	<ul style="list-style-type: none"> The Plan has the flexibility for vested Awards to be settled in either Shares or cash. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Plan that cash settlement is available.

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Expiry Date	<ul style="list-style-type: none"> Awards will be issued with an expiry date. If no date is specified, the expiry date will be the Business Day prior to the 5-year anniversary of the date of grant.
Lapse / forfeiture of Awards	<ul style="list-style-type: none"> The Plan contains provisions concerning the treatment of Awards and any Shares issued, allocated or transferred following the exercise of Awards, including without limitation in the event that: <ul style="list-style-type: none"> a participant ceases employment or engagement with the Company or a subsidiary; the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied; a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries; a participant becomes insolvent; a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; and the Awards are not exercised before the applicable expiry date.
Terms and conditions	<ul style="list-style-type: none"> The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Plan and it may set different terms and conditions for different participants in the Plan.
Voting & dividend rights	<ul style="list-style-type: none"> Awards will not carry any voting or dividend rights and participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company.
Quotation	<ul style="list-style-type: none"> Awards will not be quoted on ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.
Change of Control Event	<ul style="list-style-type: none"> If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board), the Board may in its absolute discretion determine the manner in which any or all of a participant's unvested Awards will be dealt with, and may (in limited circumstances) determine a participant's vested but unexercised Awards be cancelled for market value. If, as a result of a Change of Control Event, the Company has or will become a wholly owned subsidiary of another entity listed on an internationally recognised stock exchange, the Board may (but is not obliged to) determine that any or all of a participants unvested Awards, and (in limited circumstances a participant's vested but unexercised Awards) be exchanged for awards issued by the new head company with equivalent value (and so far as if legally practicable) the same rights. A Change of Control Event includes, without limitation, any of the following events provided it occurs after the commencement of the Plan: <ul style="list-style-type: none"> a change in control of the Company; where a person and their associates become the owner or the holder of a relevant interest in more than 50% of the issued share capital of the Company;

	<ul style="list-style-type: none"> ○ where a takeover bid is made, the takeover bid becomes unconditional and the bidder (together with its associates) then has a relevant interest in more than 50% of the issued capital of the Company; ○ a resolution is passed for the voluntary winding-up of the Company or an order is made for the compulsory winding up of the Company; or ○ any other event determined by the Board in good faith to constitute a “Change of Control Event” for the purposes of the Plan, <p>but does not include either of the following:</p> <ul style="list-style-type: none"> ○ any internal reorganisation of the structure, business and/or assets of the Company’s group; and ○ a holder of a relevant interest in more than 50% of the issued capital of the Company (whether held alone or together with their associates) continuing to hold such a relevant interest.
Employee Share Trust	<ul style="list-style-type: none"> • The Company may operate an employee share trust in conjunction with the Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No transfer and no hedging	<ul style="list-style-type: none"> • Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> ○ Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and ○ participants may not enter into any arrangement which hedges or otherwise affects the participant’s economic exposure to the Awards granted to them under the Plan.
Other terms	<ul style="list-style-type: none"> • The Plan contains customary and usual terms having regard to Australian law and the Listing Rules for dealing with the administration, variation and termination of the Plan (including in relation to the treatment of Awards in the event of a reorganisation of the Company’s share capital structure or a bonus share issue).

Annexure C – Material Terms of Hyde Park Partners Agreement

The material terms of the agreement with Hyde Park Partners Limited (**Hyde Park**) referred to in Resolutions 8 and 9 are as follows:

1. *Contracting Party*: Hyde Park Partners Limited
2. *Date of Agreement*: 15 August 2022. The parties agreed to backdate the agreement to commence 2 January 2022 to reflect the original and accurate working relationship and remuneration schedule.
3. *Term*: minimum period of 12 months (ending 31 December 2022). The parties agreed to review the agreement after a year, and each 12 month period thereafter.
4. *Services provided by Hyde Park*: To act as a Consultant and provide the Company with the following certain corporate access and investor engagement services including:
 - a. *Investors*: targeting, education, teach-ins, messaging, arranging meetings and follow up updates and company news;
 - b. *Market advice and Contacts*: general market advice (specific to the UK markets /Northern Hemisphere), introductions to like-minded companies and individuals;
 - c. liaising with the Company's investor relations department, other key partners and the Company's Directors as required; and
 - d. providing other consultancy services as agreed between the parties from time to time.
5. *Remuneration*: In consideration of the services rendered, the Company agreed to grant Hyde Park five million options annually, to be granted in 6 monthly tranches in accordance with the following:
 - a. in respect of services rendered for the initial 12 month period (being the 2022 calendar year), it was agreed:
 - i. 3 million options be issued in respect of the six month period ending 30 June 2022, each option exercisable at 6cents;
 - ii. 2 million options be issued in respect of the six month period ending 31 December 2022, each option exercisable at a price equal to the 20% premium to 45 day VWAP as at 1 July 2022; and
 - b. in respect of each subsequent calendar year, 2.5 million options be granted in respect of every six month period, each option with a strike price equal to a 20% premium to the 45 day VWAP at the beginning of the applicable six month period (being 1 January and 1 July) or as otherwise agreed between the parties.
6. *Other fees*: In the event of a capital raise, the Company has agreed that it will agree with the assigned broker/underwriter that Hyde Park will receive a fee of no less than 50% of the capital raising fee for any participating investor that they have introduced to the Company.
7. *Termination*: This agreement may be terminated at any time by mutual agreement between the parties. It may also be terminated without cause after the initial 12 month minimum service period by either party providing 3 months notice. Once a termination notice has been lodged, any unvested options will vest on completion of the agreement on a pro-rata basis for that period.
8. *Governing Law*: The agreement is governed by the laws of England.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **3.00pm (AEDT) on Saturday, 19 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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