

# ASX Announcement

25 October 2023

## 2023 AGM Letter of Access, Notice of Meeting and Proxy

Pureprofile Limited (ASX: PPL or the Company) attaches the following documents in relation to FY2023 Annual General Meeting (AGM):

- Letter of Access;
- AGM Notice of Meeting; and
- Proxy Form.

The Company advises that Shareholders will be sent the relevant AGM documents on Thursday, 26 October 2023. Shareholders can lodge their proxy voting instructions for the AGM from Thursday, 26 October 2023.

This announcement has been authorised for release to the ASX by the Managing Director.

- ENDS -

**For further information, please contact:**

**George Kopsiaftis, IR Department**

[george.kopsiaftis@irdepartment.com.au](mailto: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 industry-leading online research solutions to agencies, marketers, researchers and brands & businesses.

Our research delivers rich insights into real human behaviour and provides the "Why" behind the "What" through our unique ResTech and SaaS solutions.

We build in-depth profiles of consumers via our proprietary and partner panels and give businesses the ability to understand, target, and ultimately engage with their audiences.

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 750 clients.



**Pureprofile Limited**  
ABN 37 167 522 901

[www.pureprofile.com](http://www.pureprofile.com)  
[investor@pureprofile.com](mailto:investor@pureprofile.com)

Sydney Melbourne New Zealand London Netherlands New York Singapore  
Thessaloniki Mumbai Malaysia Indonesia

# 2023 AGM Letter of Access

23 October 2023

## 2023 Annual General Meeting Letter of Access

**Sydney, Australia, 23 October 2023**, Pureprofile Limited (ASX: PPL or the Company) advises that the 2023 Annual General Meeting ("AGM") will be held at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting at 9:00am AEDT on Monday, 27 November 2023, pursuant to section 249R(b) of the Corporations Act 2001.

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 Notice in the physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

### Notice of AGM

The full Notice of AGM ("Notice of Meeting") is available:

1. at <https://business.pureprofile.com/asx-announcements/>
2. at <https://www.asx.com.au/markets/company/ppl>
3. by contacting the Company Secretary on [robyn.slaughter@automicgroup.com.au](mailto:robyn.slaughter@automicgroup.com.au) or +61 2 8072 1435.

### Business and Resolutions at the Annual General Meeting

The Business and resolutions at the Annual General Meeting, as outlined in the Notice of Meeting, are:

- Financial Statements and Reports
- Resolution 1 – Adoption of Remuneration Report
- Resolution 2 – Spill Resolution (Condition Item)
- Resolution 3 – Election of Elizabeth Smith as Director
- Resolution 4 – Election of Linda Jenkinson as Director

Pureprofile 

Pureprofile Limited  
ABN 37 167 522 901

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[investor@pureprofile.com](mailto:investor@pureprofile.com)

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- Resolution 5 – Election of Mark Heeley as Director
- Resolution 6 – Approval of Issue of Director Options to Linda Jenkinson, Chair and Directory of the Company

### **Virtual Meeting**

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 <https://investor.automic.com.au/#/home> 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 Annual General Meeting 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 Meeting.

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 of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

|                |   |
|----------------|---|
| <b>Online</b>  | <p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.</p> <p>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a></p> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001  |
| <b>By hand</b> | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000   |



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[investor@pureprofile.com](mailto:investor@pureprofile.com)

**Sydney Melbourne New Zealand London Netherlands New York Singapore**  
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**By email**

Completing the enclosed Proxy Form and emailing it to: [meetings@automicgroup.com.au](mailto: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 the resolution, where permitted, except for Resolution 2, where the Chair will vote against the resolution.**

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](mailto: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 industry-leading online research solutions to agencies, marketers, researchers and brands & businesses.

Our research delivers rich insights into real human behaviour and provides the "Why" behind the "What" through our unique ResTech and SaaS solutions.

We build in-depth profiles of consumers via our proprietary and partner panels and give businesses the ability to understand, target, and ultimately engage with their audiences.

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 750 clients.

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

[www.pureprofile.com.au](http://www.pureprofile.com.au)



# Pureprofile Ltd

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

Monday, 27 November 2023

**09:00AM AEDT**

**Held at:**

Level 5, 126 Phillip Street,  
Sydney, NSW 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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## Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 23 October 2023. 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 09:00AM AEDT on Monday, 27 November 2023 at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a **virtual 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](https://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](https://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 [robbyn.slaughter@automicgroup.com.au](mailto:robbyn.slaughter@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 virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by Proxy

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

|                |  |
|----------------|--|
| <b>Online</b>  | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.<br><br>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001   |
| <b>By hand</b> | 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 09:00AM AEDT on Monday, 27 November 2023 at Level 5, 126 Phillip Street, Sydney, NSW 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 09:00AM AEDT on Saturday, 25 November 2023.

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 2023 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 2023."*

**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.

## 2. Resolution 2 – Spill Resolution (Conditional Item)

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

*“That, for the purposes of section 250V(1) of the Corporations Act 2001 (Cth), subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:*

- a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this resolution;*
- b) all of the Directors of the Company in office (excluding the Managing Director) at the time when the Board resolution to make the Directors’ Report for the financial year ended 30 June 2023 was passed, and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting.”*

Note: this Resolution will only be considered and voted on if the outcome of Resolution 1 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Resolution 2 of the Explanatory Memorandum for further details.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 2 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 2; 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 2 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 2. If you do not want your vote exercised in favour of Resolution 2, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Election of Directors**

### **3. Resolution 3 – Election of Elizabeth Smith as Director**

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

*“That Elizabeth Smith, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her 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 – Election of Linda Jenkinson as Director**

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

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

### **5. Resolution 5 – Election of Mark Heeley as Director**

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

*“That Mark Heeley, a Director appointed as an additional Director and holding office until the next 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”*

### **6. Resolution 6 – Approval of Issue of Director Options to Linda Jenkinson, Chair and Director of the Company**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 15,000,000 Director Options under Company’s Equity Plan to Linda Jenkinson (or her nominee), Chair 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 6 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 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:

- For personal use only
- 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 6 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.

**BY ORDER OF THE BOARD**

**Robyn Slaughter**  
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 09:00AM AEDT on Monday, 27 November 2023 at Level 5, 126 Phillip Street, 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 2023 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 <https://business.pureprofile.com/asx-announcements/>.

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 Monday, 22 November 2023.

# 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 <https://business.pureprofile.com/asx-announcements/>.

At the 2022 Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the 2022 Remuneration Report were against the resolution (known as a '**First Strike**').

Shareholders should note that while the vote on this Resolution 1 is advisory only, if more than 25% of the votes cast are against the adoption of the Remuneration Report at this Meeting, the contingent Spill Resolution (**Resolution 2**) will be put to a vote (**Spill Resolution**) 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. Please refer to Resolution 2 for further information.

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 & Voting Exclusions**

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. Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to this Resolution.

#### **Chair's Voting Direction**

The Chair intends to vote in favour of this Resolution.

## Resolution 2 – Spill Resolution (Conditional Item)

*This Resolution is conditional and will only be put to the Meeting if more than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, which will constitute as a 'second strike'.*

The Corporations Act requirements for this Resolution (**Spill Resolution**) to be put to vote are set out in the Explanatory Statement to Resolution 1.

At the 2022 Annual General Meeting, the Company's Remuneration Report, contained in the Company's 2022 Annual Report, was passed by a majority less than 75%. Accordingly, this Spill Resolution is required to be included in this Notice of Meeting in accordance with section 250V(1) of the Corporations Act 2001 (Cth).

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and 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. Any vacating Directors will cease to hold office immediately before the end of the Spill Meeting.

If Resolution 1 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

### Majority Required for Spill Resolution

If the Spill Resolution is put to the meeting, the Spill Resolution will be carried if it is passed by an ordinary majority of votes cast (more than 50%).

In the event that a Spill Meeting is required, the date of the Spill Meeting will be notified to Shareholders in due course and a separate notice of meeting will be distributed to Shareholders with details about those persons who will seek election as Directors of the Company at the Spill Meeting. Nominations for Director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company, and may include the Directors listed below.

### The Spill Meeting

If a Spill Meeting is held, pursuant to section 250V(1)(b)(i) of the Corporations Act 2001 (Cth), the Directors listed below, being the Directors who were in office when the Directors' Report for the year ended 30 June 2023 was approved, will cease to hold office immediately before the end of the Spill Meeting\* (unless they resign before the Spill Meeting):

1. Albert Hitchcock
2. Elizabeth Smith
3. Linda Jenkinson

\* This assumes these directors are elected/re-elected at this Meeting pursuant to Resolutions 3 & 4.

Each of these Directors are eligible to stand for re-election at the Spill Meeting.

A voting exclusion statement will not apply to the Spill Meeting and all Shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

### Chair's Voting Direction

The Chair intends to vote all undirected proxies against this Resolution.

## **Election of Directors**

### **Resolution 3 – Election of Elizabeth Smith 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.

Elizabeth (Liz) Smith was appointed as an additional Director of the Company on 1 March 2023 and has since served as a Director of the Company.

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

Liz currently holds Director positions with BikeExchange (ASX:BEX), Hub Australia; and the Australian Red Cross. She brings a wealth of knowledge, and expertise to the Pureprofile Board, having worked in the corporate finance sector for over 20 years, and with the finance, audit and risk committees of various public and private companies.

Liz holds a Bachelor of Commerce from the University of Melbourne and a Master of Business Administration from La Trobe University. She is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of the Financial Services Institute of Australasia, a Fellow of the Governance Institute and a graduate of the Australian Institute of Company Directors.

#### **Chair's Voting Direction**

The Chair intends to vote in favour of this Resolution.



## Resolution 4 – Election of Linda Jenkinson 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.

Linda Jenkinson was appointed as an additional Director and Chairperson of the Company on 15 May 2023 and has since served as a Director of the Company.

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

Linda Jenkinson is a pioneer as a founder and CEO of high growth businesses. Having founded multiple companies over the last 20 years, including being the first woman founder/CEO to list a company on NASDAQ, offered services in more than 80 countries, employed 8,500 employees in technology, on-demand courier, online wine, customer and employee experience and sustainability. She is featured in case studies by both Harvard and Stanford Business Schools. Based in the US for over 30 years, Linda divides her time between the US and Australia/New Zealand.

Linda is an experienced public and private company director. She is currently the Chair of ASX publicly listed Medadvisor (ASX:MDR) and Jaxsta (ASX:JXT) and Non-Executive Director of FleetPartners Group (ASX:FPR), and a former Non-Executive Director of Air New Zealand (ASX:AIZ). She is also the Chair of Guild Trustee Services and Non-executive Director of Harbour Asset Management.

### Chair's Voting Direction

The Chair intends to vote in favour of this Resolution.

## **Resolution 5 – Election of Mark Heeley 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.

Mark Heeley was appointed as an additional Director of the Company on 17 October 2023 and has since served as a Director of the Company.

Mark Heeley is a highly accomplished executive with a wealth of experience and expertise in building and fostering businesses in the media, marketing, software, consumer intelligence and social media management spaces.

Between 1990 and 2002, Mark founded and was joint CEO of Claydon Heeley, a London based, direct marketing agency. The business had offices in London and Beijing with 100+ employees when it was acquired in 1998 by Omnicon.

In the early 2000's, he became an advisor and early-stage investor in media and technology businesses, taking an active role on the boards of investee companies. He was appointed Chairman of Improveline, a UK based start-up providing property related services to the insurance industry and a Non-Executive Director of Hometrack, a digital business providing automated valuations, risk and insights to the property industry.

More recently, Mark was an early investor and Board member of Brandwatch, serving as Chairman for 12 years. Brandwatch grew rapidly from a five-person start-up to an international market leader in consumer research, employing 1000+ people, with offices in seven countries. Brandwatch's technology provides real time consumer insights to clients using a SaaS based platform. The Company was acquired by private equity firm Platinum in 2021 for \$450m USD.

Mark Heeley holds a Bachelor degree from Durham University, United Kingdom and resides in Sydney, Australia.

### **Chair's Voting Direction**

The Chair intends to vote in favour of this Resolution.

## Resolution 6 – Approval of Issue of Director Options to Linda Jenkinson, Chair and Director of the Company

### Background

On 15 May 2023 the Company announced that it had appointed Linda Jenkinson as a Non-Executive Director and Chairperson of the Company. Pursuant to the terms of Linda's engagement, Linda is to be remunerated as follows:

- (a) \$175,000 per annum (inclusive of superannuation and any GST); and
- (b) A grant of 15,000,000 unlisted options for which Shareholder approval is being sought under this Resolution of this Notice of Meeting (**Director Options**).

The terms of the Director Options are as follows:

| Type of Incentive Security  | Material terms   |
|-----------------------------|--|
| 15,000,000 Unlisted Options | <ul style="list-style-type: none"> <li>• Director Options to vest in three tranches as follows:               <ul style="list-style-type: none"> <li>○ 5,000,000 Director Options to vest on 01.12.2023</li> <li>○ 5,000,000 Director Options to vest on 01.12.2024</li> <li>○ 5,000,000 Director Options to vest on 01.12.2025</li> </ul> </li> <li>• Should a significant event occur before the shares have fully vested but after they have been granted, then that year's award will vest:               <ul style="list-style-type: none"> <li>○ before 01.12.23, 5m shares will vest</li> <li>○ before 01.12.24, 10m shares will vest</li> <li>○ before 01.12.25, 15m shares will vest.</li> </ul> </li> <li>• Should a significant event occur before the options have been granted and have fully vested:               <ul style="list-style-type: none"> <li>○ You will be paid the cash equivalent of the value of options (equivalent to the event/sale price per share less the exercise price)</li> <li>○ Before 1.12.23 cash equivalent of 5m shares at event price less the above exercise price</li> <li>○ Before 1.12.24 cash equivalent of 5m shares at event price less the above exercise price</li> <li>○ Before 1.12.25 cash equivalent of 5m shares at event price less the above exercise price</li> </ul> </li> <li>• The Director Options are each exercisable at \$0.028 per Director Option and expire five (5) years from the date of allotment.</li> <li>• The Director Options will rank equally in all aspects with other unlisted options previously issued by the Company. Shares issued on conversion of the Director Options will rank equally in all aspects with all existing full paid ordinary shares previously issued by the Company.</li> </ul> |

### 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:

- (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 Linda Jenkinson is a Director of the Company, the proposed issue of Director Options 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 Director Options to Linda Jenkinson 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 this Resolution is passed, the Company will be able to proceed with the proposed issue of Director Options as outlined in this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Director Options, 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 Director Options 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 following non-conflicted Directors of the Company by majority (being Mark Heeley, Liz Smith and Albert Hitchcock) (**Non-Conflicted Directors**) carefully considered the issue of these Director Options to Linda Jenkinson, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Director Options, and the responsibilities held by Linda Jenkinson in the Company.

Accordingly, the Non-Conflicted Directors of the Company believe that the issue of these Director Options to Linda Jenkinson 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 Director Options to Linda Jenkinson 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 Director Options to Linda Jenkinson is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Linda Jenkinson (or her nominee).
- (b) Linda Jenkinson is a Director of the Company and therefore falls under category 10.14.1 of the ASX Listing Rules.
- (c) The maximum number of Director Options that may be acquired by Linda Jenkinson is 15,000,000.
- (d) The current total remuneration package received by the relevant Director is outlined above.
- (e) The Company has not issued any securities under the Incentive Plan to Linda Jenkinson to date.
- (f) The material terms of the Director Options are outlined above.

The Company has chosen this type of security because it assists with aligning the interests of Linda Jenkinson with the interests of the Shareholders. In addition, they do not provide Linda Jenkinson with the full benefits of share ownership (such as dividend and voting rights) unless and until the Director Options vest and are exercised. The Company believes that the grant of the Director Options provides a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses). The Director Options are valued at \$201,227. The valuation has been assessed using the Black Scholes model assuming 15,000,000 options issued using an estimated 5-day VWAP preceding Linda's appointment date of \$0.02918, risk free rate of 3.83% and volatility of 75.6%.

- (g) The Director Options will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.
- (h) The Director Options are being issued for nil cash consideration pursuant to the terms of the Incentive Plan.
- (i) The material terms of the Incentive Plan are set out in Annexure A of this Notice of Meeting.
- (j) The Director Options are to be issued under an agreement between Linda Jenkinson and the Company. The key terms of the agreement are summarised above.
- (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.

#### **Chair's Voting Direction**

The Chair intends to vote in favour of this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary at [robyn.slaughter@automicgroup.com.au](mailto:robyn.slaughter@automicgroup.com.au) 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 FY2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 28 September 2023.

**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 28 September 2023 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 Ltd ACN 167 522 901.

**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.

**Director Options** means the Securities that may be granted by the Company under Resolution 6 of this Notice of Meeting pursuant to the terms of the Incentive Plan.

**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".

**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 23 October 2023 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 Pty Ltd.

**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.

**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.

**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 the Equity Incentive Plan

| Summary of the Plan                               |  |
|---|--|
| <b>Approval</b>                                   | <ul style="list-style-type: none"> <li>The Equity Plan (<b>Plan</b>) was approved by the Board on 11<sup>th</sup> December 2020 and last adopted by Shareholders on 29 January 2021. Shareholder approval of the Plan at the 2022 Annual General Meeting was not received and therefore any issue of securities under the Plan after three years from the date that shareholder approval was last sought 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 date of issue.</li> </ul>  |
| <b>Types of securities</b>                        | <ul style="list-style-type: none"> <li>The Plan provides the Company with the ability to grant performance rights, options or share rights (each an <b>Award</b>).</li> <li>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).</li> </ul>   |
| <b>Grants and eligibility</b>                     | <ul style="list-style-type: none"> <li>Awards may be granted under the Plan to eligible participants from time to time in the absolute discretion of the Board.</li> <li>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.</li> <li>If the Board permits, participants will be able to nominate another party (<b>Nominated Affiliate</b>) to receive their grant of Awards under the Plan.</li> </ul>   |
| <b>Issue price</b>                                | <ul style="list-style-type: none"> <li>No payment is required for a grant of Awards unless the Board determines otherwise.</li> </ul>  |
| <b>Vesting &amp; Exercise of Awards</b>           | <ul style="list-style-type: none"> <li>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 <b>Vesting Conditions</b>) are satisfied or waived and the Company has given (or is deemed to have given) the participant a vesting notice.</li> <li>Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the <b>Exercise Conditions</b>) 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.</li> </ul> |
| <b>Exercise price</b>                             | <ul style="list-style-type: none"> <li>As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.</li> </ul>  |
| <b>Issue, allocation or acquisition of Shares</b> | <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>   |



|                                     |   |
|-------------------------------------|---|
| <b>Equity or cash settlement</b>    | <ul style="list-style-type: none"> <li>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.</li> </ul>  |
| <b>Expiry Date</b>                  | <ul style="list-style-type: none"> <li>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.</li> </ul>  |
| <b>Lapse / forfeiture of Awards</b> | <ul style="list-style-type: none"> <li>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"> <li>a participant ceases employment or engagement with the Company or a subsidiary;</li> <li>the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied;</li> <li>a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries;</li> <li>a participant becomes insolvent;</li> <li>a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; and</li> <li>the Awards are not exercised before the applicable expiry date.</li> </ul> </li> </ul>   |
| <b>Terms and conditions</b>         | <ul style="list-style-type: none"> <li>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.</li> </ul>  |
| <b>Voting &amp; dividend rights</b> | <ul style="list-style-type: none"> <li>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.</li> </ul>   |
| <b>Quotation</b>                    | <ul style="list-style-type: none"> <li>Awards will not be quoted on ASX.</li> <li>The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.</li> </ul>   |
| <b>Change of Control Event</b>      | <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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"> <li>a change in control of the Company;</li> </ul> </li> </ul> |

|                                   |   |
|-----------------------------------|---|
|                                   | <ul style="list-style-type: none"> <li>○ 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;</li> <li>○ 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;</li> <li>○ 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</li> <li>○ any other event determined by the Board in good faith to constitute a “Change of Control Event” for the purposes of the Plan,</li> </ul> <p>but does not include either of the following:</p> <ul style="list-style-type: none"> <li>○ any internal reorganisation of the structure, business and/or assets of the Company’s group; and</li> <li>○ 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.</li> </ul> |
| <b>Employee Share Trust</b>       | <ul style="list-style-type: none"> <li>• 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.</li> </ul>   |
| <b>No transfer and no hedging</b> | <ul style="list-style-type: none"> <li>• Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> <li>○ Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and</li> <li>○ 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.</li> </ul> </li> </ul>   |
| <b>Other terms</b>                | <ul style="list-style-type: none"> <li>• 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).</li> </ul>   |

Your proxy voting instruction must be received by **09.00am (AEDT) on Saturday, 25 November 2023**, 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/#/loginsah> 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:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Pureprofile Limited, to be held at **09.00am (AEDT) on Monday, 27 November 2023 as a virtual meeting and as a physical meeting at Automic Group, Level 5, 126 Phillip Street, Sydney 2000** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote, except for Resolution 2 which the Chair will vote AGAINST.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

### VIRTUAL PARTICIPATION AT THE MEETING:

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, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

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**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

| Resolutions   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>IMPORTANT</b> - Please note that if you vote in favour of Resolution 2 and should this resolution be passed, the Company will be required to hold a Spill Meeting at which all directors (except the Managing Director) that were in office at the time the 2023 Directors' Report was approved will cease to hold office.</p> <p>If Resolution 1 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.</p> |                          |                          |                          |
| 2 Spill Resolution (Conditional Item)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of Elizabeth Smith as Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Election of Linda Jenkinson as Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Election of Mark Heeley as Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Approval of Issue of Director Options to Linda Jenkinson, Chair and Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>  |                          |                          |                          |

## STEP 3 – Signatures and contact details

|  |  |                              |
|--|--|------------------------------|
| Individual or Securityholder 1           | Securityholder 2   | Securityholder 3             |
| <input type="text"/>                     | <input type="text"/>   | <input type="text"/>         |
| Sole Director and Sole Company Secretary | Director   | Director / Company Secretary |
| Contact Name:                            |  |                              |
| <input type="text"/>                     |  |                              |
| Email Address:                           |  |                              |
| <input type="text"/>                     |  |                              |
| Contact Daytime Telephone                | Date (DD/MM/YY)  |                              |
| <input type="text"/>                     | <input type="text"/> / <input type="text"/> / <input type="text"/> |                              |

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**