

HEXIMA LIMITED

# ASX ANNOUNCEMENT



27 October 2023

## 2023 ANNUAL GENERAL MEETING – NOTICE OF MEETING

MELBOURNE, AUSTRALIA (27 October 2023): Attached is the Notice of Meeting and Proxy Form in respect of the 2023 Annual General Meeting (**AGM**) for Hexima Limited (ASX:HXL) which is being held at the offices of The CFO Solution, Suite 1, Level 3, 62 Carlton Street, Carlton South, VIC 3053 and via an audio webcast on Tuesday, 28 November 2023 at 10.00am AEDT.

Details on how to participate in the AGM are outlined in the Notice of Meeting and the Virtual Meeting Online Guide. These documents are available at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre).

The Annual Report for the year ended 30 June 2023 is also available at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre).

**This announcement is authorised for release to ASX by Board of Hexima Limited.**

***Enquiries:***

Leanne Ralph

Company Secretary

[info@hexima.com.au](mailto:info@hexima.com.au)

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# Hexima Limited

ACN 079 319 314

## Notice of Annual General Meeting

**Tuesday 28 November 2023**  
**10.00am AEDT**

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## Participation in the AGM

The Annual General Meeting (AGM) of Hexima Limited (**Hexima** or **Company**) will be held on Tuesday, 28 November 2023 commencing at 10.00am AEDT.

To make the meeting as accessible as possible for all Shareholders, we are offering the following options.

### Shareholders can participate in the AGM in the following ways:

#### Before the AGM

##### AGM Notice of Meeting

Access online at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre)

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

##### Vote or appoint proxy

Return the hard copy Proxy Form or vote online at <https://investorcentre.linkgroup.com>

To be valid, your Direct Vote or proxy appointment must be received by **10.00am AEDT on Sunday, 26 November 2023**

##### Ask a question or make a comment

Submit questions or comments online at <https://investorcentre.linkgroup.com> by **5.00pm AEDT on Friday, 24 November 2023**

#### At the AGM

##### Attend the AGM in person

The AGM will be held at the offices of The CFO Solution, Suite 1, Level 3, 62 Carlton Street, Carlton South, VIC 3053.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

##### Join online

- Enter [meetings.linkgroup.com/HXL23](https://meetings.linkgroup.com/HXL23) into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that Link will email to you 12 hours before the AGM

##### Vote online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.
- Once you have registered via the portal, your voting card will appear on your screen
  - Voting will open at the start of the AGM
  - Select 'Get a Voting Card' to vote

##### Ask a question or make a comment online

- Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.
- Click on the 'Ask a Question' box at the top or the bottom of the webpage
  - Select the Resolution to which your question relates from the 'Regarding' menu and type your question or comment
  - Questions will be read aloud to the AGM



### Attend and ask questions or make comments by telephone

If you wish to ask a question or make a comment orally rather than via the online platform, you can participate in the AGM via telephone. Only Shareholders, proxyholders, body corporate representatives or attorneys can listen to the AGM and ask questions or make a comment. Further, it will not be possible to vote by telephone. To utilise the telephone option please call Link on +61 1800 990 363 **by 10.00am AEDT on Sunday, 26 November 2023** to register your participation and obtain the required access code.

Once registered, you will then be able to ask a question at the Meeting by:

- Pressing \*1 on your keypad
- When it is time to ask your question, the moderator will introduce you to the Meeting, your line will be unmuted and you can then start speaking
- Your line will be muted once your question is answered

Please refer to the Virtual Meeting Online Guide at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre) for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.



## Chair's message

27 October 2023

**Dear Hexima Shareholder,**

On behalf of the Board, I am pleased to invite you to attend the AGM of Hexima Limited. The AGM will be held on Tuesday, 28 November 2023 commencing at 10.00am AEDT at the offices of The CFO Solution, Suite 1, Level 3, 62 Carlton Street, Carlton South, VIC 3053.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the AGM. We do, however, encourage you to attend the meeting in person if you are able to.

You can participate in the AGM through the online platform at [meetings.linkgroup.com/HXL23](https://meetings.linkgroup.com/HXL23). Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available on our website at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre).

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Hexima recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the AGM, I encourage you to vote online no later than 10.00am AEDT on Sunday, 26 November 2023.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this is outlined in the attached Notice of Meeting.

Thank you for your continued support of Hexima. I look forward to the opportunity to provide you with a update and to hear your views at our AGM.

Yours sincerely,

**Geoffrey Kempler**  
Chair

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Hexima Limited (**Company** or **Hexima**) will be held on Tuesday, 28 November 2023 at 10.00am (AEDT) at the offices The CFO Solution, Suite 1, Level 3, 62 Carlton Street, Carlton South, VIC 3053. Shareholders can also participate in the Meeting via an audio webcast on the online platform at [meetings.linkgroup.com/HXL23](https://meetings.linkgroup.com/HXL23), or via telephone (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Proxy Form comprise part of this Notice.

### Items of business

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#### Item 1: Financial statements and reports

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

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2023, at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre).

#### Item 2: Remuneration Report

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

*"To adopt the Remuneration Report for the year ended 30 June 2023."*

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

#### Item 3: Election of Mr Geoffrey Kempler

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

*"That Mr Geoffrey Kempler, being a Director who was appointed by the Board on 05 September 2023 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company."*

#### Item 4: Election of Mr Phillip Hains

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

*"That Mr Phillip Hains, being a Director who was appointed by the Board on 18 September 2023 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company."*



#### Item 5: Issue of Options to Mr Geoffrey Kempler

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

*"That, for the purposes of Listing Rule 10.14, and for all other purposes, approval is given for the grant and issue of 3,350,000 Options to Mr Geoffrey Kempler (or his nominee), the Chair and Managing Director of the Company, and the subsequent issue of Shares on the exercise of these Options, under the Company's Long Term Incentive Plan, and on the terms set out in the Explanatory Memorandum."*

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

#### Item 6: Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

To consider, and if thought fit, pass the following as a special resolution of the Company:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum."*

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

#### Item 7: Spill Resolution

Note: this Resolution will only be considered and voted on if the outcome of Item 2 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Item 7 of the Explanatory Memorandum for further details.

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

*"That, subject to and conditional on at least 25% of the votes cast on the resolution proposed in Item 2 (Remuneration Report) 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 at the time when the Board resolution to make the Directors' Report for the financial year ended 30 June 2023 was passed (other than the Managing Director), 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."*

A voting exclusion applies to this resolution (see Explanatory Memorandum for details).



# Voting Procedures

## All resolutions will be by poll

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In accordance with clause 20.9 of the Company's Constitution (**Constitution**) the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

## Entitlement to vote

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The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Sunday, 26 November 2023 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## How to vote – before the AGM

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### Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2 and 5 (see the Explanatory Memorandum):

- If a Shareholder has not directed their proxy how to vote on Items 2 or 5 the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

### Submitting your Proxy Form

To be valid, a Proxy Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Proxy Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed, signed and lodged Proxy Form (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) must be received by the Company's Share Registry, Link Market Services, no later than 10.00am (AEDT) on Sunday, 26 November 2023 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the AGM by using the online platform.





Proxy forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry at <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (SRN) or Holding Identification Number (HIN) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.
- By fax:** (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).
- By hand delivery:** Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

#### Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

#### Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Hexima's share registry or online at <https://investorcentre.linkgroup.com> (under Resources then Forms).

## How to vote – during the AGM

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#### Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions and vote at the meeting.

#### Using the Online Platform

Shareholders can vote directly using the online platform ([meetings.linkgroup.com/HXL23](https://meetings.linkgroup.com/HXL23)) at any time between the commencement of the AGM (10.00am AEDT on Tuesday 28 November 2023) and the closure of voting as announced by the Chair during the AGM.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre). If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.



## Proxy Voting by the Chair

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For Item 2 (Remuneration Report) and Item 5 (Grant of Options to Mr Geoffrey Kempler) where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Items 2 and 5 the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2 and 5 are connected directly or indirectly with the remuneration of Key Management Personnel (KMP).

The Chair intends to vote all undirected proxies in favour of the resolutions in Items 2 to 6, including Items 2 and 5, and against the resolution in Item 7.

## Questions and Comments

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### Before the AGM

Shareholders can submit questions in advance of the AGM via the Share Registry website at <https://investorcentre.linkgroup.com>.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm on Friday, 24 October 2023.

Questions will be collated and the Chair will seek to address as many of the more frequently raised topics as possible during the AGM. Please note that individual responses will not be sent to Shareholders.

### During the AGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make comments during the Meeting.

Questions or comments can be submitted at any time during the Meeting:

- If attending the Meeting in person: by raising your hand and waiting for the Chair to call on you.
- If attending online: by using the 'Ask a Question' tab on the screen. We encourage you to ask your questions as early as possible in the Meeting. The questions will be read out to the Meeting on your behalf.
- If attending by telephone (once registered via the process described earlier in this Notice and in the Virtual Meeting Online Guide): by pressing \*1 on your handset. When it is time to ask your question, the moderator will introduce you to the Meeting, your line will be unmuted and you can then start speaking. Your line will be muted once your question is answered.

BY ORDER OF THE BOARD

**Leanne Ralph**  
Company Secretary  
27 October 2023



## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held at 10.00am AEDT on Tuesday, 28 November 2023.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3, 4 and 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 6 is a special resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The contingent resolution in Item 9 is also an ordinary resolution.

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### Item 1: Financial statements and reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Hexima Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company and to ask questions about, or make comments on, the Annual Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

### Item 2: Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report is set out in the Company's Annual Report for the year ended 30 June 2023. The Annual Report is available on the Company's website at [hexima.com.au/investor-centre](https://hexima.com.au/investor-centre).

An opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with section 250R of the Corporations Act, the vote on the resolution in Item 2 is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration Committee of the Board when evaluating the remuneration arrangements of the Company.

Shareholders will be given the opportunity to ask questions about, and to make comments on, the Remuneration Report at the Meeting.

#### Board recommendation

The Board recommends that Shareholders vote FOR the resolution in Item 2.



### Voting exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2023 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

### Item 3: Election of Mr Geoffrey Kempler

The Board appointed Mr Geoffrey Kempler as a Director of the Company on 08 September 2023.

Clause 24.6 of the Constitution and ASX Listing Rule 14.4 states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting but is eligible for election at that annual general meeting. In accordance with this requirement, Mr Kempler now retires from the Board and offers himself for election.

Mr Kempler has been Chairman of Alterity Therapeutics Limited (ASX:ATH) Board of Directors since 1997 and served as a Chairman and Non-Executive Director of Opthea Limited, an ASX and NASDAQ listed drug development company, from November 2015 until October 2020. He was appointed Chairman of Ausbiotech, Australia's biotechnology organization, in November 2021.

Mr. Kempler is one of the founders of Alterity Therapeutics Limited.

Mr Kempler was appointed as Chair and Managing Director on his appointment as a Director of the Company.

The Company confirms that appropriate checks into Mr Kempler's background and experience were carried out prior to his appointment with no information of concern raised during the recruitment process. An entity related to Mr Kempler has been engaged by the Company to:

- (a) identify and screen opportunities for Hexima to enter into a Transaction;
- (b) negotiate any Transaction approved in principle by the Board of Hexima;
- (c) oversee all steps required to be taken by Hexima to obtain any necessary approval of its shareholders for Hexima to undertake and complete any Transaction approved in principle by the board of Hexima; and
- (d) all other related, incidental or ancillary services as agreed with Hexima from time to time.

There is no other known interest, position or relationship that will influence or reasonably be perceived to influence Mr Hains' capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Mr Kempler to be a non-independent director due to his executive position with the Company. Prior to submitting himself for election, Mr Kempler confirmed that he would continue to have sufficient time to properly fulfil his Director duties for the Company.

### Board recommendation

The Board (with Mr Kempler abstaining) supports the re-election of Mr Geoffrey Kempler and recommends that Shareholders vote FOR Mr Kempler's election as a Director of the Company.



## Item 4 – Election of Mr Phillip Hains

The Board appointed Mr Phillip Hains as an independent non-executive Director on 18 September 2023.

Clause 24.6 of the Constitution and ASX Listing Rule 14.4 states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting but is eligible for election at that annual general meeting. In accordance with this requirement, Mr Hains now retires from the Board and offers himself for election.

Mr Hains is a Chartered Accountant operating a specialist public practice, The CFO Solution, now part of Acclime Australia. The CFO Solution focuses on providing back-office support, financial reporting and compliance systems for listed public companies. A specialist in the public company environment, Mr Hains has served the needs of a number of company boards and their related committees. He has over 30 years' experience in providing businesses with accounting, administration, compliance and general management services.

The Company confirms that appropriate checks into Mr Hains background and experience were carried out prior to his appointment with no information of concern raised during the recruitment process. In addition, he has no known interest, position or relationship that will influence or reasonably be perceived to influence his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Having had regard to the ASX Principles, the Board considers Mr Hains to be an independent director. Prior to submitting himself for election, Mr Hains confirmed that he would have sufficient time to properly fulfil his Director duties for the Company.

### Board recommendation

The Board (with Mr Hains abstaining) supports the re-election of Mr Phillip Hains and recommends that Shareholders vote FOR Mr Hains' election as a Director of the Company.

## Item 5: Grant of Options to Mr Geoffrey Kempler

The resolution in Item 5 seeks Shareholder approval for the purposes of Listing Rule 10.14 and for all other purposes, for the issue of 3,350,000 Options (including the issue of Shares on exercise of the Options) to Mr Geoffrey Kempler, executive director of the Company, under the Company's Long Term Incentive Plan (LTIP) and on the terms set out below.

### Reason why Shareholder approval is being sought – Listing Rule 10.14

Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of equity securities, including Options, to Directors of the Company under the LTIP.

The Board has considered the application of Chapter 2E of the Corporations Act to the proposed issue of Options to the Mr Kempler and considers such issue constitutes reasonable remuneration, given the circumstances of the Company.

Therefore the Company is not seeking Shareholder approval under Chapter 2E, in addition to the approval being sought under Listing Rule 10.14.

### Background to Item 5

The Company is proposing to issue Options to Mr Geoffrey Kempler, executive Director, under the LTIP to provide an incentive linked to the performance of the Company. The LTIP enables the Company to issue Options to non-executive Directors on the terms determined by the Board from time to time.

In determining the terms of the Options, the Board has ensured that the terms do not cause conflict with their obligations to bring independent judgment to their role. Consistent with Principle 8 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the issue of Options will better align the interests of the non-executive Directors with the interests of Shareholders by creating an incentive to achieve Share price growth and providing an opportunity for Directors to acquire Shares in the Company. In accordance with these governance recommendations, the Options are not subject to performance-based vesting conditions.



### Details of the proposed issues

It is proposed that the Options be granted to Mr Kempler on the following terms, subject to receiving Shareholder approval.

|                    |  |
|--------------------|--|
| Number of Options: | 3,350,000  |
| Vesting Date:      | The options will be exercisable at any time five years from the date of their grant.   |
| Exercise Price:    | \$0.0575 being 150% of the greater of the 60 day VWAP and the closing price of Hexima's share price on the date of Mr Kempler's appointment as a Director. |
| Term:              | 5 years  |

The Options will be issued for nil consideration. On exercise of an Option, the holder must pay to the Company, the exercise price multiplied by the number of Options being exercised by the holder. The Company will issue the holder with a Share for each Option that the holder validly exercises.

The maximum number of Shares that may be issued to Mr Kempler (or their nominees) on exercise of the Options, if Shareholder approval is given for the resolution in Item 5, is 3,350,000 Shares.

If the resolution in Item 5 is approved, the Options will be issued on or shortly after 28 November 2023, being the date of this Meeting, and in any case, no later than three years after the date of the Meeting.

### Additional information required by Listing Rule 10.15

Listing Rule 10.15 requires that the following additional information be provided to Shareholders in relation to the proposed issue of Options under the Resolution in Item 5. Other disclosure requirements of this Listing Rule have been disclosed earlier in this Explanatory Memorandum

- (a) No equity securities have been previously issued to Mr Kempler.
- (b) Mr Kempler's remuneration as a Director is A\$52,000 per annum plus superannuation.
- (c) If, and to the extent, that Shareholders approve the Resolution in Item 5, the relevant Options will be issued on or shortly after 28 November 2023, being the date of the Meeting (and in any event within three years after the Meeting).
- (d) The material terms of the LTIP are summarised in Annexure A.
- (e) This is no loan from the Company in connection with the grant of the Options.
- (f) Details of any equity securities issued to Directors under the LTIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under Listing Rule 10.14.
- (g) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of equity securities under the LTIP and who are not named in the Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.

### No additional approval under Listing Rule 7.1

If Shareholders approve the resolution in Item 5, separate approval will not be required under Listing Rule 7.1 for the issue of Options (or the Shares on exercise of those Options).

### Consequences of Item 5

If Shareholders approve resolution in Item 5 the issue of Options will not reduce the Company's capacity to issue equity securities under Listing Rules 7.1.

### If Shareholder approval is not obtained

If Shareholders do not approve the proposed grant of Options to Mr Kempler, the proposed grant of Options will not proceed. Instead, the Company may need to incentivise Mr Kempler via a cash bonus in an amount that is actuarially comparable to the grant of Options, subject to the Company's cash position.

Limited Audience



### **Voting exclusion**

The Company will disregard any votes cast in favour of Item 5 by Mr Kempler or any Associate of Mr Kempler any other person referred to in rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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

- (a) Mr Kempler or any associate of Mr Kempler as a proxy or attorney for a person who is entitled to vote on Item 5, in accordance with the directions given to the proxy or attorney to vote on these resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chair to vote on these resolutions as the Chair decides; or
- (c) 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 Item 5; and
  - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 5 unless the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution in Item 5.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on the resolution in Item 5 because the Company's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of KMP of the Company.

For the purpose of section 200E of the Corporations Act, a vote on the Resolutions in Item 5 must not be cast (in any capacity) by or on behalf of Mr Kempler, or any of his associates, other than where the vote is cast as proxy for a person who would not themselves be precluded from voting on Item 5, in accordance with directions given to the proxy to vote on Item 5 in that way.

### **Board recommendation**

The Board, (with Mr Kempler abstaining), recommends that Shareholders vote FOR the resolution in Item 5.



## Item 6: Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

### Background

Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an annual general meeting to issue an additional 10% of its issued capital by way of placements over a 12-month period (**10% Placement Capacity**). The additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve the resolution in Item 6, the effect will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

Item 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### Eligibility

An eligible entity under Listing Rule 7.1A is one which (at the date of the relevant annual general meeting) has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The Company hereby seeks Shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$$(A \times D) - E$$

Where:

**A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities (including convertible notes and options) within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the 12-month period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the 12 months under an agreement within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the 12-month period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval. This may include fully paid ordinary securities issued in the 12-month period under an agreement to issue securities within Listing Rule 7.2 exception 17 where the issue is subsequently approved under Listing Rule 7.1;





- less the number of fully paid ordinary securities cancelled in the 12 months;

Note that **A** has the same meaning in the Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that has not subsequently been approved by the holders of ordinary securities under Listing Rules 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: HXL).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rule 7.1A.4:

- give to the ASX immediately after the issue a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- state in an announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A.

#### **Required information**

The following information is provided to Shareholders to allow them to assess the resolution in Item 6, including for the purposes of Listing Rule 7.3A.

#### **Minimum price**

Any equity securities issued by the Company under Listing Rule 7.1A can only be issued for cash consideration per share and at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- the date on which the securities are issued if the securities are not issued within ten trading days of the date on which the issue price is agreed.

Using the three dilution Share prices in the table below for consistency, the minimum hypothetical issue price (at 75%) would be:

\$0.011: \$0.00825

\$0.022: \$0.01650

\$0.044: \$0.03300

#### **Dilution to existing Shareholders**

If the resolution in Item 5 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by Listing Rule 7.3A.4 where the number of the Company's shares on issue (variable "A" in the formula in Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 12 October 2023.



| Number of shares on issue at 12 October 2023<br>Variable "A"            | Additional 10% Dilution - Shares issued & funds raised | Dilution  |  |   |
|---|--|---|--|---|
|   |  | \$0.011<br>Issue price at half current market price | \$0.022<br>Issue price at current market price | \$0.044<br>Issue price at double current market price |
| <b>167,039,629</b><br>Current Variable A<br><br>(see below assumptions) | Shares issued  | 16,703,962  | 16,703,962                                     | 16,703,962  |
|   | Funds raised   | \$183,743   | \$367,487                                      | \$743,974   |
| <b>250,559,443</b><br>50% increase in current Variable A                | Shares issued  | 25,055,944  | 25,055,944                                     | 25,055,944  |
|   | Funds raised   | \$275,615   | \$551,230                                      | \$1,102,461   |
| <b>334,079,258</b><br>100% increase in current Variable A               | Shares issued  | 33,407,925  | 33,407,925                                     | 33,407,925  |
|   | Funds raised   | \$367,487   | \$734,974                                      | \$1,469,948   |

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- (a) the "issue price at current market price" is the closing price of the shares on ASX on 12 October 2023;
- (b) Variable A is 167,039,629 which equates to the number of current shares on issue at 12 October 2023;
- (c) the Company issues the maximum number of securities available under the additional 10% placement;
- (d) the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (e) no options are exercised into shares, or performance rights vest, before the date of issue of equity securities;
- (f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM; and
- (h) funds raised are before any capital raising costs which may be incurred.

#### 10% placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of this annual general meeting until the earlier of:

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

#### Purpose of 10% additional placement

The Company may seek to issue securities under the 10% Placement Capacity for the purpose of raising funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the board), meeting financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.



### Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

### Information provided for compliance with Listing Rule 7.3A.6

The Company last obtained Shareholder approval under Listing Rule 7.1A at the 2021 AGM. The Company has not issued any Equity Securities under the 10% Placement Capacity since that meeting.

### If Shareholder approval is not obtained

If Shareholders do not approve the resolution under Item 6 the Company will not be able to utilise the additional 10% placement capacity under 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.

### Voting exclusion

At the date of this Notice of Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under Listing Rule 7.1A.2, the Company will disregard any votes cast in favour of Item 6 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of securities, except a benefit solely by reason of being a holder of ordinary securities, and any associates of the aforementioned persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with the directions given to the proxy or attorney to vote on these resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chair to vote on these resolutions as the Chair decides; or
- (c) 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 Item 6; and
  - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

### Board recommendation

The Board recommends that Shareholders vote FOR the resolution in Item 6.



## Item 7: Spill Resolution (conditional item)

The Corporations Act now includes a “two strikes” rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, Shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

At last year’s annual general meeting, 47.57% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report (the “first strike”).

Accordingly, Item 7 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because the adoption of the Remuneration Report contained in the Company’s 2020 Annual Report was passed by a majority of less than 75% at the Annual General Meeting held on 16 November 2022.

*Item 7 is a “conditional” resolution. It will only be put to the Meeting if 25% or more of the votes cast on Item 2 are cast against the adoption of the Remuneration Report, which will constitute a “second strike”.*

If Item 2 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%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**). If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

### The Spill Meeting

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

- (i) Mr Geoffrey Kempler\*;
- (ii) Mr Phillip Hains\*;
- (iii) Ms Nicole van der Weerden; and
- (iv) Mr Justin Yap.

\*This assumes these directors are elected at this Meeting pursuant to Items 3 and 4 respectively.

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

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act. 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 above.

A voting exclusion applies to Item 9 (see below). This voting exclusion will not apply to the Spill Meeting and all Shareholders will be entitled to vote on the director appointments at the Spill Meeting.

### Directors’ Recommendation

The Board unanimously recommends that Shareholders vote **AGAINST** this resolution.



### Voting Exclusion

The Company will disregard any votes cast on Item 7 by a KMP of the Company or a Closely Related Party of such a KMP unless:

- a) the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 7; or
- b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on Item 7 even though the resolution is connected directly or indirectly with the remuneration of the KMP of the Company.

### Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies **FOR the resolutions in Items 2 – 6 and AGAINST the Spill Resolution in Item 7 (if this item is put to the meeting).**



## Glossary of key terms

|  |   |
|--|---|
| <b>10% Placement Capacity</b>  | as described in Item 5 of the Notice  |
| <b>A\$ or \$</b>   | Australian dollars  |
| <b>AEDT</b>  | Australian Eastern Daylight Savings Time as observed in Sydney, Australia   |
| <b>AGM or Meeting</b>  | the meeting convened by the Notice  |
| <b>ASX</b>   | ASX Limited ACN 008 624 691   |
| <b>ASX Principles</b>  | ASX Corporate Governance Principles and Recommendations (4 <sup>th</sup> edition)   |
| <b>Board</b>   | the board of directors of the Company   |
| <b>Closely Related Party</b>   | as defined in section 9 of the Corporations Act   |
| <b>Company or Hexima</b>   | Hexima Limited ACN 079 319 314 (ASX code: HXL)  |
| <b>Constitution</b>  | the Company's constitution  |
| <b>Corporations Act</b>  | <i>Corporations Act 2001</i> (Cth)  |
| <b>Directors</b>   | the current directors of the Company  |
| <b>Eligible Entity</b>   | an entity that at the date of the Meeting:<br><br>(a) is not included in the S&P/ASX 300 Index; and<br><br>(b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of A\$300,000,000 |
| <b>Entitlement Time</b>  | 7.00pm (AEDT) on Sunday, 26 November 2023   |
| <b>Equity Securities</b>   | includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security   |
| <b>Explanatory Memorandum</b>  | the Explanatory Memorandum accompanying and forming part of the Notice  |
| <b>Group</b>   | the Company and subsidiaries of the Company.  |
| <b>Items</b>   | the resolutions set out in the Notice, or any one of them, as the context requires  |
| <b>Key Management Personnel<br/>(or KMP)</b>                               | as defined in section 9 of the Corporations Act   |
| <b>Listing Rules</b>   | the Listing Rules of the ASX  |
| <b>Long Term Incentive Plan<br/>(or LTIP)</b>                              | Hexima Limited Long Term Incentive Plan   |
| <b>Notice or Notice of Meeting or<br/>Notice of Annual General Meaning</b> | this notice of annual general meaning and the Explanatory Memorandum<br>accompanying the Notice and the Voting Form   |
| <b>Proxy Deadline</b>  | 10.00am (AEDT) on Sunday, 26 November 2023  |
| <b>Proxy Form</b>  | the proxy form accompanying the Notice  |
| <b>Options</b>   | the option to acquire a Share under the LTIP  |
| <b>Related Body Corporate</b>  | as defined in section 50 of the Corporations Act  |
| <b>Remuneration Report</b>   | the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2023   |



**Share**

a fully paid ordinary share in the capital of the Company

**Share Registry**

Link Market Services Limited

**Shareholder**

a holder of a Share



## ANNEXURE A

### Summary of Key Terms of the Hexima Long Term Incentive Plan

#### 1. Purpose

The purpose of the LTIP is to:

- (a) assist in the reward, retention and motivation of eligible participants;
- (b) link the reward of eligible participants to performance and the creation of Shareholder value;
- (c) align the interests of eligible participants more closely with the interests of Shareholders by providing an opportunity for eligible participants to receive equity in the form of Awards;
- (d) provide eligible participants with the opportunity to share in any future growth in the value of the Company; and
- (e) provide greater incentive for eligible participants to focus on the Company's long term goals.

#### 2. Eligibility

Eligibility to participate in the LTIP will be determined by the Board.

Eligible participants include employees, officers or directors of the Company or any related body corporate of the Company, together with any consultant who acts in an advisory capacity for, or is engaged in the provision of services to the Company or its related bodies corporate.

#### 3. Awards

The Board has discretion to issue Shares, Options, performance rights and/or share appreciation rights, to eligible participants (**Award**).

#### 4. Terms and conditions of Awards

The Board may set the terms and conditions on which it will offer or grant an Award, including the number and type of Awards and the vesting conditions, performance hurdles and/or exercise conditions attaching to those Awards.

Any Shares acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.

An Award does not entitle its holder to notice of, or to vote or attend at, a meeting of Shareholders or receive any dividends declared by the Company until the Award is exercised and the participant holds Shares as a result thereof. An Award does not confer the right to participate in a new issue of Shares by the Company, including by way of bonus issue, rights issue or otherwise.

The participant is solely responsible for paying any federal, state, provincial, local or other taxes required by law to be paid in connection with the exercise of an Award.

#### 5. LTIP limit

The number of Shares to be received under the LTIP on the exercise of the Awards (when aggregated with any Shares to be received under any other employee incentive scheme) must not exceed 10% of the total number of issued Shares at the time of granting the Awards.

No Awards may be granted to an employee if the grant would result in that employee holding a beneficial interest in more than 10% of the Company and being in a position to cast, or to control the casting of, more than 10% of the maximum votes that might be cast at a general meeting of the Company.

In addition, in accordance with ASIC Class Order 14/1000, the number of Shares to be issued on exercise of the Awards granted in any three year period (when aggregated with any Shares to be received under any other employee incentive scheme during the same period) must not exceed 5% of the total number of issued Shares at the time of granting the Awards.





The Board may only exceed the 5% capital limit if it can rely on other available exemptions to the need to issue a disclosure document in relation to issues under the LTIP, such as those under sections 708 or 1012D of the Corporations Act.

**6. Transfer restrictions**

An Award may not be assigned, transferred, novated, encumbered or otherwise disposed of without the consent of the Board. An assignment to a participant's legal personal representative by force of law upon death is permissible. Once an Award is exercised and the participant holds Shares, those Shares are subject to the restrictions contained in the Company's Security Trading Policy.

**7. Change of control**

If a Change of Control Event occurs (as that term is defined in the LTIP), the Board may in its absolute discretion, make a determination that some or all of the unvested options, performance rights or share appreciation rights will vest.

**8. Buy-back**

The Company may enter into an agreement with a participant to buy-back the Awards.

**9. Termination**

The Board may by resolution terminate the LTIP or suspend the operation of the LTIP for such period or periods as it sees fit.

**10. Amendment**

The Board may amend the LTIP rules provided that such amendment do not materially prejudice the rights of existing participants.

**11. Listing Rules**

The Board may only exercise its powers in accordance with the Listing Rules.



# hexima

**Hexima Limited**

ABN 64 079 319 314

## LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
Hexima Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

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

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

## PROXY FORM

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

### APPOINT A PROXY

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 28 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the offices of The CFO Solution, Suite 1, Level 3, 62 Carlton Street, Carlton South, VIC 3053** or logging in online at <https://meetings.linkgroup.com/HXL23> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Items 2 & 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 & 5, even though the Items are connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel (**KMP**).

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

### VOTING DIRECTIONS

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

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

#### Items

For Against Abstain\*

For Against Abstain\*

2 Remuneration Report

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

6 Approval of additional 10% capacity to issue equity securities under ASX Listing Rule 7.1A

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

3 Election of Mr Geoffrey Kempler

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

7 Spill Item

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Note: this Resolution will only be considered and voted on if the outcome of Item 2 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Item 7 of the Explanatory Memorandum for further details.

4 Election of Mr Phillip Hains

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

5 Issue of Options to Mr Geoffrey Kempler

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**HXL PRX2302N**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 26 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm)