

MICRO-X

Addendum to Notice of Annual General Meeting & Explanatory Statement

Micro-X Limited ACN 153 273 735
Date: 30 October 2023

Micro-X Limited (**Company** or **Micro-X**) is today releasing this addendum to the Notice of Annual Generally Meeting and Explanatory Statement dated 16 October 2023 (**Notice of Meeting**) in relation to the Company's AGM for the purposes of adding an additional Resolution 12 (**Addendum**).

To ensure shareholders have sufficient time to consider the additional Resolution 12, the Company has determined to postpone the Annual General Meeting to 30 November 2023 at 1.00PM.

NEW DETAILS:

Held at: Micro-X Limited, A14 6 MAB Eastern Promenade, Tonsley, South Australia 5042 and online via https://us02web.zoom.us/webinar/register/WN_qfbDQF9yR62FAvWrfvPq3w with voting to be conducted at <https://meetnow.global/MWP2JWS>

Held on: 30 November 2023

Commencing: 1.00pm (Adelaide time)

REASON FOR ADDENDUM:

This Addendum is being issued primarily to add an additional Resolution that was inadvertently omitted from the original Notice of Meeting, being:

Additional Resolution 12: Appointment of Auditor. This proposed resolution to appoint BDO Audit Pty Ltd (**BDO**) as auditor of the Company, was flagged in the Company's ASX Announcement on 15 June 2023 'Notification of Change of Auditor'.

The Addendum should be read in conjunction with the Notice of Meeting. Full details on the additional resolution are included in the Addendum. Terms used in this Addendum have the same meaning as defined in the Notice of Meeting unless otherwise stated.

This Notice of Annual General Meeting, the Addendum and Explanatory Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

ADDENDUM to the Notice of Annual General Meeting and Explanatory Memorandum dated 16 October 2023

Time and place

Notice is hereby given that the Annual General Meeting of the Company will be held as follows:

Held at: Micro-X Limited, A14 6 MAB Eastern Promenade, Tonsley, South Australia 5042 and online via https://us02web.zoom.us/webinar/register/WN_qfbDQF9yR62FAvWrfvPg3w with voting to be conducted at <https://meetnow.global/MWP2JWS>.

Commencing at: 1.00pm (Adelaide time) on 30 November 2023.

For the avoidance of doubt, there will not be a general meeting on 16 November 2023. Resolutions 1-12 will be put forward to Shareholders at the Annual General Meeting on 30 November 2023.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Defined terms used in this Addendum have the meanings given to them in the Glossary accompanying the Notice of Meeting at Part C unless stated otherwise.

By this Addendum:

- Additional Resolution 12 as detailed below is added to the Notice of Meeting;
- A new section as detailed below is added to the Explanatory Memorandum to the Notice of Meeting in respect of the additional Resolution 12;
- The definition of "Auditor" in Part C of the Notice of Meeting is deleted and replaced with:
"The Company's auditor from time to time being BDO Audit Pty Ltd (BDO) as at the date of the Notice of Annual General Meeting and for the Financial Report";
- All references to 16 November 2023 as the date of the Annual General Meeting are deleted and replaced with 30 November 2023; and
- All references to 14 November 2023 are deleted and replaced with 28 November 2023.

Replacement Proxy Form

Attached to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**). If shareholders wish to have their votes counted by proxy in respect of Resolution 12, shareholders must use the attached Replacement Proxy Form to vote on **ALL Resolutions**.

Replacement Proxy Forms can be lodged electronically, by fax, email, mail or in person using the details on the Replacement Proxy Form. The deadline for lodging the Replacement Proxy Form is 48 hours before commencement of the AGM i.e. by 1:00PM (Adelaide time) on Tuesday, 28 November 2023.

Eligibility to vote

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 that are registered Shareholders at 7:00pm (Adelaide time) on 28 November 2023. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

What happens if you lodge a Replacement Proxy Form

In the event that a shareholder provides a Replacement Proxy Form, any previous proxy form (in the form dispatched with the original Notice of Meeting) (**Previous Proxy Form**) which has been completed by that shareholder will be disregarded.

What if you have already lodged a proxy and do not lodge a replacement Proxy Form

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote the additional Resolution 12 or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

In the event that a shareholder provides the Company with a Previous Proxy Form and does not subsequently provide a Replacement Proxy Form the Company reserves the right to accept Previous Proxy Forms received for any such Shareholders. Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 16 October 2023. The Australia Securities Exchange (ASX) takes no responsibility for the contents of this Addendum.

Further Information

This Addendum 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. Should you wish to discuss the matters in this Addendum or the Notice of Meeting please do not hesitate to contact the Head of Corporate Communications, Ms Rebecca Puddy, on +61 8 7099 3966.

This Addendum is authorised by order of the Board

Yours sincerely



David Knox
Chair
Micro-X Limited

ORDINARY BUSINESS

Additional Resolution 12 – Appointment of Auditor

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

“That for the purposes of Section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of BDO Audit Pty Ltd as auditor of the Company.”

Voting exclusion:

There are no voting exclusions on this Resolution.

Explanatory Statement

Additional Resolution 12 – Appointment of Auditor

Background

On 15 June 2023, the Company lodged an ASX Announcement titled “NOTIFICATION OF CHANGE OF AUDITOR”. In that ASX Announcement, the Company advised that BDO Audit Pty Ltd (**BDO**) had been appointed as auditor of the Company with effect from that date.

The appointment of BDO as auditor followed a planned review of the Company’s external audit and risk arrangements, and subsequent recommendation of the Audit and Risk Committee. The Company selected BDO based on their reputation and experience including operations and capabilities in international markets where Micro-X operates and plans to sell its products.

Since that time, BDO has undertaken and completed the audit of the Company and the related reports of the Directors, for the Financial Year ended 30 June 2023, the subject of Agenda Item 1 of this AGM.

In conjunction with the process of rotation of auditors, the Company’s previous auditors, Grant Thornton Audit Ltd, resigned as the Company’s auditors on 15 June 2023, immediately prior to the appointment of BDO. The Company thanks Grant Thornton for its past assistance and services as auditor.

ASIC’s consent to the resignation in accordance with Section 329(5) of the Corporations Act had been received and accordingly, the Director’s resolved to appoint BDO as auditor pursuant to Section 327C of the Corporations Act.

Recommendation of the Board

The Board recommends that Shareholders vote in favour of the appointment of BDO as auditor of the Company. The Chair of the meeting intends to vote undirected proxies in favour of BDO’s appointment.

MICRO-X

Micro-X Limited
ABN 21 153 273 735

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

MX1

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

Micro-X Limited Annual General Meeting

The Micro-X Limited Annual General Meeting will be held on Thursday, 30 November 2023 at 1:00pm (ACDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 1:00pm (ACDT) on Tuesday, 28 November 2023.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit https://us02web.zoom.us/webinar/register/WN_qfbDQF9yR62FAvWrfvPq3w

To vote online during the meeting you will need to visit <https://meetnow.global/MWP2JWS>
For instructions refer to the online user guide www.computershare.com.au/onlinevotinguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
A14 6 MAB Eastern Promenade, Tonsley, South Australia 5042

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

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ABN 21 153 273 735



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Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (ACDT) on Tuesday, 28 November 2023.**

Replacement Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
 FLAT 123
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 SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Replacement Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Micro-X Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Micro-X Limited to be held at A14 6 MAB Eastern Promenade, Tonsley, South Australia 5042 and as a virtual meeting on Thursday, 30 November 2023 at 1:00pm (ACDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5, 6, 7, 8, 9 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain		For	Against	Abstain	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval of issue of Shares to Mr Patrick O'Brien in Lieu of Cash Payments for Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Patrick O'Brien as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of issue of Shares to Dr Alexander Gosling in Lieu of Cash Payments for Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Andrew Hartmann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of issue of Shares to Ms Ilona Meyer in Lieu of Cash Payments for Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Mr David Knox as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of issue of Shares to Mr David Knox in Lieu of Cash Payments for Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Adoption of the Proposed Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of issue of Shares to Mr James McDowell in Lieu of Cash Payments for Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3

Sole Director & Sole Company Secretary Director Director/Company Secretary / / Date

Update your communication details (Optional)

Mobile Number Email Address

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

