

NOTICE OF EXTRAORDINARY GENERAL MEETING AND PROXY FORM

Beonic Limited (ASX:BEO) (**Beonic** or the **Company**), advises that an Extraordinary General Meeting of Shareholders will be held at 10.00am (AEST), on Friday, 23 August 2024 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 (**Meeting**).

In accordance with Listing Rule 3.17, attached are the following documents:

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

This announcement was authorised for release to ASX by the Board of the Company.

CONTACT INFORMATION

Billy Tucker
Chief Executive Officer
P: +61 2 8188 1188
E: billy.tucker@beonic.com

Pia Rasal
Company Secretary
P: +61 3 7037 9545
E: @pia.rasal@automigroup.com.au

24 July 2024

2024 Extraordinary General Meeting – Letter to Shareholders

Beonic Limited (ASX: BEO) ('Beonic' or the 'Company') advises that an Extraordinary General Meeting (EGM) of the shareholders will be held at 10.00am (AEST) on Friday, 23 August 2024 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

Accessing Meeting Documents

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. We encourage all shareholders to switch to electronic communications by providing an email address at <https://boardroomlimited.com.au>. This enables the fastest possible flow of information to you in the most secure, sustainable, and cost-effective manner possible.

BEO's Notice which sets out the details of the resolutions being put to the Meeting, important voting information, and an Explanatory Memorandum can be found online at: <https://www.beonic.com/investor-relations>. Alternatively, the Notice will also be available on the Company's ASX market announcements page <https://www.asx.com.au/markets/company/beo>.

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.beonic.com/investor-relations>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Questions must be submitted in writing to the Company Secretary at pia.rasal@automicgroup.com.au at least 48 hours before the EGM.

Participation at the Meeting

Further information on how you can participate in the EGM (including how to register, vote, and ask questions) is set out in the Notice of Meeting.

The business of the Meeting affects your shareholding, and your vote is important. To vote in person, please attend the Meeting on the date and at the place set out above.

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

Online	Lodge the Proxy Form online at https://www.votingonline.com.au/beoegm2024 by following the instructions.
By fax	+ 61 2 9290 9655
By post	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
By hand	Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia

Yours sincerely

Priyamvada (Pia) Rasal
Company Secretary



Beonic Limited

411/50 Holt St Surry Hills
NSW 2011 Australia
ACN: 165 152 241

<https://www.beonic.com/>

Beonic Limited

Notice of 2024 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Friday, 23 August 2024

10.00am (AEST)

Address

Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000

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

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Important Information for Shareholders about the Company's 2024 EGM

This Notice is given based on circumstances as at 24 July 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.beonic.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (AEST) on Friday, 23 August 2024 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

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

Online	Lodge the Proxy Form online at https://www.votingonline.com.au/beoegm2024 by following the instructions, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By fax	+ 61 2 9290 9655
By post	Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
By hand	Boardroom Pty Limited, Level 8, 210 George Street Sydney NSW 2000

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

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Beonic Limited ACN 009 264 699 will be held at 10.00am (AEST) on Friday, 23 August 2024 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 10.00am (AEST) on Wednesday 21 August 2024.

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

Agenda

Resolutions

1. **Resolution 1** – Ratification of Prior Issue of Tranche 1 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 63,674,241 fully paid ordinary shares issued on Wednesday, 26 June 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the placement announced to the ASX on 19 June 2024; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2** – Approval of the Issue of Tranche 2 Placement Shares

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

"That, subject to and conditional upon the passing of Resolutions 3 and 8 as set out in the Notice of Meeting for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 146,553,031 fully paid ordinary shares to institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval of the Issue of Attaching Options under Tranche 1 and Tranche 2 Placement

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

"That, subject to and conditional upon the passing of Resolutions 2 and 8 as set out in the Notice of Meeting for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 105,113,636 Free Attaching Options to institutional and professional investors under Placement Tranche 1 and Tranche 2, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

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

- (b) an Associate of that person or those persons

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4 – Approval to Issue Shares and Attaching Options to Billy Tucker**

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

“That subject to and conditional upon the passing of Resolutions 2, 3 and 8 as set out in the Notice of Meeting, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 10,227,273 Shares and 5,113,637 free attaching options, exercisable at \$0.044, expiring three (3) years from the date of issue to Billy Tucker and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Approval to Issue Shares and Attaching Options to Kirsty Rankin

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

“That, subject to and conditional upon the passing of Resolutions 2, 3 and 8 as set out in the Notice of Meeting pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,704,546 Shares and 852,273 free attaching options, exercisable at \$0.044, expiring three (3) years from the date of issue to Kirsty Rankin and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) by or on behalf of Kirsty Rankin, and any other person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval to Issue Shares and Attaching Options to Michael McConnell

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

“That, subject to and conditional upon the passing of Resolutions 2, 3 8 and 9 as set out in the Notice of Meeting pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,113,637 Shares and 2,556,819 free attaching options, exercisable at \$0.044, expiring three (3) years from the date of issue to Michael McConnell and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Approval to Issue Options to Joint Lead Managers

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

“That, subject to and conditional upon the passing of Resolutions 2, 3 and 8 as set out in the Notice of Meeting, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of a total of 8,182,575 options, exercisable at \$0.044 and expiring three (3) years from the date of issue, to Canaccord Genuity (Australia) Ltd and Alpine Capital Pty Ltd as Joint Lead Managers and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8 – Approval to Issue the Share Purchase Plan Shares and Attaching Options**

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

"That, subject to and conditional upon the passing of Resolutions 2 and 3 as set out in the Notice of Meeting for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of approve the issue a maximum of 22,727,272 Fully Paid Ordinary Shares and 11,363,636 free attaching options, exercisable at \$0.044, expiring three (3) years from the date of issue to existing Shareholders under the Share Purchase Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms the part of this Notice of Meeting."

Voting Statement:

Any Shareholder casting votes on Resolution 8 will be excluded from participating in any shortfall under the Share Purchase Plan. However, the Board has determined that there will be no placement of any shortfall securities arising under the Share Purchase Plan, and therefore all Shareholders are encouraged to cast a vote on Resolution 8.

9. **Resolution 9** – Re-election of Michael McConnell as Director

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

"That, for the purposes of Clause 13.4 of the Constitution and for all other purposes, Mr Michael McConnell, who retires in accordance with the Company's Constitution, and being eligible, is re-elected as a director, effective immediately."

BY ORDER OF THE BOARD

Priyamvada (Pia) Rasal
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10.00am (AEST) on Friday, 23 August 2024 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 (**Meeting**).

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

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

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

Agenda

Resolutions

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares

Background

On 19 June 2024, the Company announced that it had received firm commitments for a Share Placement to raise up to \$1.4 million via the issue of 63,674,241 fully paid ordinary shares at an issue price of \$0.022 per share (**Tranche 1 Placement Shares**). The Tranche 1 Placement Shares represented a 15.4% discount to Beonic's last closing price on 14 June 2024 and a 20.5% discount to the 5-day VWAP. The Tranche 1 Placement Shares were issued on 26 June 2024 using the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the Tranche 1 Placement Shares, which were issued on 26 June 2024 (Issue Date).

The 63,674,241 Tranche 1 Placement Shares were issued under Listing Rule 7.1.

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

The issue of Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

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

To this end, this Resolution seeks Shareholder approval to subsequently ratify the issue of Tranche 1 Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Tranche 1 Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 (15%) without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of Tranche 1 Placement Shares under the Placement will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 (15%) without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- (a) The Tranche 1 Placement Shares were issued to a range of existing institutional and sophisticated investors and a few new institutional investors introduced to the Company by Canaccord Genuity (Australia) Limited ("**Canaccord**") and Alpine Capital Pty Limited ("**Alpine Capital**"), acting as Joint Lead Managers and Joint Bookrunners (together the, "**Joint Lead Managers**") to subscribe for the Placement Shares.
- (b) None of the existing or new investors were, or are a related party of the Company, member of the Company's Key Management Personnel, an adviser to the Company or an Associate of any of these parties.
- (c) The Company issued 63,674,241 Tranche 1 Placement Shares.
- (d) 51,174,243 Shares have been issued to UBS Nominees Pty Ltd. UBS Nominees Pty Ltd is a substantial holder which is currently holding 17.91% voting power in the Company (following the placement). No other participant who acquired 1% or more of the Company's issued capital pursuant to the Placement is a substantial shareholder of the Company.
- (e) The Tranche 1 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Tranche 1 Placement Shares were issued on 26 June 2024.
- (g) Each of the Tranche 1 Placement Shares were issued at a price of \$0.022 per Share, which raised \$1.4 million.
- (h) Funds raised from the issue of the Tranche 1 Placement Shares have been and will be used by the Company to support ongoing operations, working capital and offshore software development.
- (i) The Tranche 1 Placement Shares were not issued under an agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 2 – Approval of the Issue of Tranche 2 Placement Shares

This Resolution seeks Shareholder approval to issue and allot 146,553,031 fully paid ordinary shares (**Tranche 2 Placement Shares**) to institutional and professional investors to support ongoing operations, working capital and offshore software development.

The effect of this Resolution is for Shareholders to approve the issue of these Tranche 2 Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

This Resolution is conditional on the passing of Resolutions 3 and 8 as set out in the Notice of Meeting. The Tranche 2 Placement Shares will therefore only be issued if Resolutions 2, 3 and 8 are all passed.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Tranche 2 Placement Shares are issued.

If this Resolution is not passed, the Company cannot proceed with the issue of the Tranche 2 Placement Shares, as the Company will have already used up its capacity to issue equity securities under Listing Rule 7.1 by issuing the Tranche 1 Placement Shares. **Due to the interconditionality of the Resolutions, the Company will also be unable to proceed with any of the other matters set out in Resolutions 2 to 9 as set out in the Notice of Meeting.**

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are existing and new institutional and professional investors. None of the existing or new investors were, or are a related party of the Company, member of the Company's Key Management Personnel, an adviser to the Company or an Associate of any of these parties. The maximum number of fully paid ordinary shares to be issued is 146,553,031.
- (b) 10,189,394 Shares will be issued to UBS Nominees Pty Ltd. UBS Nominees Pty Ltd is a substantial holder holding 17.91% voting power in the Company. No other participant who acquired 1% or more of the Company's issued capital pursuant to the Placement is a substantial shareholder of the Company.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Tranche 2 Placement Shares are intended to be issued on 26 August 2024 or within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (e) The Tranche 2 Placement Shares will be offered at an issue price of \$0.022 per share, to raise \$3.2 million.
- (f) Funds raised from the issue of the Shares will be used by the Company to support ongoing operations, working capital and offshore software development.
- (g) The Tranche 2 Placement Shares will not be issued under an agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 3 – Approval of the Issue of Attaching Options under Tranche 1 and Tranche 2 Placement

Background

On 19 June 2024, the Company announced that it had received binding commitments from institutional and sophisticated investors to raise AUD\$5.0 million (before costs) by way of a two-tranche institutional placement (**Placement**). Pursuant to the Placement, this Resolution seeks Shareholder approval to issue and allot up to 105,113,636 Free Attaching Options, exercisable at \$0.044, with an expiry date of 18 September 2027 (**Attaching Options**) to sophisticated and other institutional investors. Investors who participated in the Tranche 1 and Tranche 2 Placement were offered Attaching Options, subject to shareholder approval, on the basis of one (1) Attaching Option for every two (2) Shares subscribed for. A copy of the full terms of the Attaching Options are set out in Annexure A to this Notice.

This Resolution is conditional on the passing of Resolutions 2 to 9 as set out in the Notice of Meeting. The Attaching Options will therefore only be issued if Resolutions 2, 3 and 8 are all passed.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

The issue of the Attaching Options does not fall within any of the exceptions to Listing Rule 7.1 (and it exceeds the 15% Placement Capacity) and is conditional upon Shareholder approval (which is being sought pursuant to Resolution 3).

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Attaching Options without using any of the Company's 15% Placement Capacity. In addition, the issue of the Attaching Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Attaching Options or any of the other matters contemplated by Resolutions 2 to 9 as set out in the Notice of Meeting.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are new and existing institutional and professional investors who participated in the Placement. None of the existing or new investors were, or are a related party of the Company, member of the Company's Key Management Personnel, an adviser to the Company or an Associate of any of these parties. The maximum number of Attaching Options that the company may issue is 105,113,636 Options.
- (b) 30,681,819 Attaching Options under Tranche 1 and Tranche 2 Placement will be issued to UBS Nominees Pty Ltd. UBS Nominees Pty Ltd is a substantial holder holding 17.91% voting power in the Company. No other participant who acquired 1% or more of the Company's issued capital pursuant to the Placement is a substantial shareholder of the Company.
- (c) The Attaching Options have an exercise price of \$0.044 each and will expire on 18 September 2027. The terms and conditions of the Attaching Options are detailed in Annexure A.
- (d) The Attaching Options will be issued for nil cash consideration, as they are free attaching options on the basis of one free attaching option for every two shares subscribed to in the Placement.
- (e) The Attaching Options will be issued on 18 September 2024 or within 3 months of the Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) No funds will be raised by the issue of Attaching Options, as they are issued for nil consideration. The Attaching Options are subject to shareholder approval and lodgement of a disclosure document (Prospectus) with the Australian Securities and Investments Commission.
- (g) A voting exclusion statement is included in the Notice for Resolution 3.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 4 - 6 – Approval to issue Shares and Attaching Options to Billy Tucker, Kirsty Rankin and Michael McConnell

Background

On 19 June 2024, the Company announced that it had received binding commitments from institutional and sophisticated investors to raise AUD\$5.0 million (before costs) by way of a two-tranche institutional placement (**Placement**).

The Company received intentions from Billy Tucker, Michael McConnell and Kirsty Rankin to subscribe for up to 10,227,273 shares, 5,113,637 shares and 1,704,546 shares respectively on the same terms as the Placement (**Director Placement Shares**), raising up to \$375,000 in total.

However, as Mr Tucker, Ms Rankin and Mr McConnell are Directors of the Company, the issue of the Director Placement Shares is subject to the Company obtaining Shareholder approval. Resolutions 4, 5 and 6 seek Shareholder approval to issue the Director Placement Shares to Mr Tucker (or his nominee), Ms Rankin (or her nominee) and Mr McConnell (or his nominee).

Resolution 4 to 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 10,227,273 shares to Billy Tucker, 1,704,546 shares to Kirsty Rankin and 5,113,637 shares to Michael McConnell, and one free attaching option for every two new shares issued, exercisable at A\$0.044, expiring three (3) years from the date of issue, totalling 8,522,728 out of which 5,113,637 attaching options will be issued to Mr Tucker (or his nominee), 852,273 attaching options will be issued to Ms Rankin (or her nominee) and 2,556,819 attaching options will be issued to Mr McConnell (or his nominee) (**Attaching Director Options**).

Resolutions 4 and 5 are conditional on the passing of Resolutions 2, 3 and 8 as set out in the Notice of Meeting. Resolution 6 is conditional on the passing of Resolutions 2, 3, 8 and 9 as set out in the Notice of Meeting. The Director Placement Shares and Attaching Director Options will therefore only be issued if Resolutions 2, 3, 8 and 9 are all passed.

Chapter 2E of the Corporations Act

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

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

The proposed issue of Director Placement Shares and Attaching Director Options (which are a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

The non-conflicted Directors of the Company (being Bob Alexander and Mark Devadason) carefully considered the proposed issue of these Director Placement Shares Attaching Director Options to Mr Tucker, Ms Rankin and Mr McConnell and formed the view that the giving of this financial benefit to Mr Tucker, Ms Rankin and Mr McConnell is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company at the time of the Capital Raising.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of these Director Placement Shares to Mr Tucker, Ms Rankin and Mr McConnell fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company and relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Director Placement Shares and Attaching Director Options.

Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) above is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of the Director Placement Shares and Attaching Director Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Accordingly, these Resolutions 4, 5 and 6 seeks Shareholder approval for the issue of the Director Placement Shares and Attaching Director Options for ASX Listing Rule 10.11.

The following information in relation to the issue of the Director Placement Shares and Attaching Director Options is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
- Billy Tucker, a Director of the Company (or his nominee) (Resolution 4);
 - Kirsty Rankin, a Director of the Company (or her nominee) (Resolution 5); and
 - Michael McConnell, a Director of the Company (or his nominee) (Resolution 6).
- (b) If Billy Tucker elects to have the Director Placement Shares and Attaching Director Options issued to him personally, Listing Rule 10.11.1 applies. If Billy Tucker elects to have the Director Placement Shares issued to his nominee, Listing Rule 10.11.4 applies. (Resolution 4)
- (c) If Kirsty Rankin elects to have the Director Placement Shares and Attaching Director Options issued to her personally, Listing Rule 10.11.1 applies. If Kirsty Rankin elects to have the Director Placement Shares issued to her nominee, Listing Rule 10.11.4 applies. (Resolution 5)
- (d) If Michael McConnell elects to have the Director Placement Shares and Attaching Director Options issued to him personally, Listing Rule 10.11.1 applies. If Michael McConnell elects to have the Director Placement Shares issued to his nominee, Listing Rule 10.11.4 applies. (Resolution 6)
- (e) The maximum number of Director Placement Shares and free Attaching Options to be issued to each allottee is as follows:
- The maximum number of shares to be issued to Billy Tucker (or his nominee) is 10,227,273 Shares with 5,113,637 Attaching Options (Resolution 4);
 - The maximum number of shares to be issued to Kirsty Rankin (or her nominee) is 1,704,546 Shares with 852,273 Attaching Options (Resolution 5); and
 - The maximum number of shares to be issued to Michael McConnell (or his nominee) is 5,113,637 Shares with 2,556,819 Attaching Options (Resolution 6).
- (f) The Director Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (g) The Attaching Options have an exercise price of \$0.044 each and will expire on 18 September 2027. The terms and conditions of the Attaching Options are detailed in Annexure A.
- (h) The Director Placement Shares and Attaching Director Options will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (i) The Director Placement Shares will be issued at a price of \$0.022 per Director Placement Share, raising up to \$375,000 (before costs).
- (j) Funds raised from the issue of the Director Placement Shares will be used by the Company to support ongoing operations, working capital and offshore software development.
- (k) The issue of the Director Placement Shares and Attaching Director Options are not intended to be remuneration or an incentive for Mr Tucker, Mr McConnell nor Ms Rankin.
- (l) The Director Placement Shares and Attaching Director Options are not being issued under an agreement.
- (m) A voting exclusion statement is set out in the Notice of Meeting above.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the proposed issue of Director Placement Shares and Attaching Director Options and will receive up to \$375,000 in funds (before costs), as detailed within this Resolution.

If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the proposed issue of Director Placement Shares and Attaching Director Options and the Company will not receive up to \$375,000 in funds (before costs) in relation to the issue of Director Placement Shares.

Directors' Recommendation

The Directors (excluding Mr Tucker, Ms Rankin and Mr McConnell) recommend that shareholders vote for Resolutions 4, 5 and 6.

Resolution 7 – Approval to Issue Options to Joint Lead Managers

This Resolution seeks Shareholder approval to issue and allot 8,182,575 Options exercisable at \$0.044 per option, expiring three (3) years from the date of issue to Canaccord Genuity (Australia) Limited ("**Canaccord**") and Alpine Capital Pty Limited ("**Alpine Capital**") (**Joint Lead Managers**) who acted as Joint Lead Managers (on the same terms as the attaching options detailed in Resolution 3 of this Notice of Meeting) for services provided in connection with the Placement.

Resolution 7 is conditional on the passing of Resolutions 2, 3 and 8 as set out in the Notice of Meeting. The options will therefore only be issued if Resolutions 2, 3 and 8 are all passed.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

The issue of the Options to the Joint Lead Managers does not fall within any of the exceptions to Listing Rule 7.1 (and it exceeds the 15% Placement Capacity) and is conditional upon Shareholder approval (which is being sought pursuant to Resolution 7).

If Resolution 7 is passed, the Company will be able to proceed with the issue of Options to Joint Lead Managers without using any of the Company's 15% Placement Capacity. In addition, the issue of the Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of Options to the Joint Lead Managers.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Options will be issued to Canaccord Genuity (Australia) Limited and Alpine Capital Pty Limited, who are not related parties of the Company and who acted as Joint Lead Managers for the placement.
- (b) The Options are to be issued pursuant to a joint lead manager mandate entered into between the Company and the Joint Lead Managers. Pursuant to the mandate, the Company agreed to issue 8,182,575 Options, subject to Shareholder approval. The Company also agreed to pay a 2% cash management fee and a 4% selling fee to the Joint Lead Managers on the proceeds under the Placement. The Options will be issued, and the fees will be paid in their respective portions that is 50% to Canaccord and 50% to Alpine Capital.
- (c) The maximum number of Options that the company may issue is 8,182,575 exercisable of \$0.044 each (the same exercise price of the options to be issued under the placement) and will expire on 18 September 2027. The Options will be issued for nil cash consideration.

- (d) The full terms of the Options are set out in Annexure A of this Notice of Meeting. These Options are expected to be issued on 18 September 2024 or will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 8 – Approval to issue the Share Purchase Plan Shares and Attaching Options

Pursuant to the Share Purchase Plan (SPP) announced on 19 June 2024, this Resolution seeks Shareholder approval to issue and allot up to a maximum of 22,727,272 Fully Paid Ordinary Shares (SPP Shares) and 11,363,636 free attaching options, exercisable at \$0.044, expiring three (3) years from the date of issue (Attaching SPP Options) to existing eligible Shareholders to raise up to \$500,000.

The SPP Share offer will not be underwritten and the Board has determined that there will be no placement of any shortfall securities arising under the Share Purchase Plan.

Further details of the SPP are set out in the ASX Announcement of 19 June 2024.

ASX Listing Rule 7.2 (Exemption 5) permits a listed company to issue securities under a share purchase plan without that issuance counting towards the Company's placement capacity under Listing Rule 7.1 where the issuance satisfies the conditions of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Class Order).

One of the conditions of the Class Order is the issue price of the securities is at least 80% of the volume weighted average market price for securities in that class, calculated over the last 5 days on which sales in the securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made. The Company is unable to satisfy the conditions of the Class Order, as the Offer price of the SPP is \$0.022 per share representing a 15.4% discount to Beonic's last closing price on 14 June 2024 and a 20.5% discount to the 5-day VWAP.

Given this, the issuance of Shares and Attaching SPP Options under the SPP is subject to the Company receiving shareholder approval for the purposes of Listing Rule 7.1.

Resolutions 8 is conditional on the passing of Resolutions 2 and 3 as set out in the Notice of Meeting. The SPP Shares and Attaching SPP Options will therefore only be offered to eligible Shareholders if Resolutions 2, 3 and 8 are all passed.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this Resolution seeks Shareholder approval to approve the issue of the SPP Shares and Attaching SPP Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the SPP Shares and Attaching SPP Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without

Shareholder approval over the 12-month period following the date on which the SPP Shares and Attaching SPP Options are issued.

If this Resolution is not passed, the Company will not proceed with the proposed offer of the SPP Shares or Attaching SPP Options, or any of the other matters contemplated by Resolutions 2 to 8 as set out in the Notice of Meeting.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The offers under the SPP are to all existing "Eligible Shareholders" as that term is defined in the SPP Booklet issued on 28 August 2024.
- (b) The maximum number of Fully Paid Ordinary Shares to be issued under the SPP is 22,727,272 with 11,363,636 SPP Attaching Options, exercisable at \$0.044, expiring three (3) years from the date of issue on 18 September 2027.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These SPP Shares will be issued on 18 September 2024 or within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The SPP Shares will be offered at an issue price of \$0.022 per Share, to raise \$0.5m.
- (f) Funds raised from the issue of the SPP Shares will be used by the Company to support ongoing operations, working capital and offshore software development.
- (g) More information about the use of funds from the SPP, or the SPP generally is included in the SPP booklet.
- (h) The SPP Attaching Options will be issued for nil cash consideration, as they are free attaching options on the basis of one free attaching option for every two shares subscribed to in the SPP on the same terms as detailed in Annexure A.
- (i) The Attaching Options are expected to be issued on 18 September 2024 or within 3 months of the Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (j) No funds will be raised by the issue of Attaching SPP Options, as they are issued for nil consideration.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 9 – Re-election of Michael McConnell as Director

On 1 July 2024, the Company announced that Mr Michael McConnell had been appointed as an independent non-executive director by the Board effective 1 July 2024.

Michael is a seasoned global business executive with over thirty years of experience. For 14 years, he was a Managing Director at Shamrock Capital Advisors, a manager of private equity, real estate and hedge funds. He founded and led the firm's activist hedge fund. Michael has also served as an interim CEO at four public companies and as a non-executive director at 16 public companies in the United States, Australia, New Zealand and Israel in a variety of industries such as enterprise software, security software, communications, media, ecommerce and manufacturing. Michael currently serves on the Board of OneSpan, Adacel, QuikFee, and Jacob Stern & Sons.

Clause 13.4 of the Constitution requires that the directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the maximum number specified by the Constitution. Any director so appointed holds office until the next following general meeting and

is then eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation (if any) at that meeting.

Following his appointment on 1 July 2024 as an addition to the existing directors, Mr McConnell will hold the office until the date of this EGM and is eligible for re-election at this EGM.

Directors' Recommendation

The Board of Directors (excluding Mr McConnell) recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at Pia.rasal@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investments Commission.

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

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

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Beonic Limited ACN 165 152 241.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

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

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 24 July 2024 including the Explanatory Statement.

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited.

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

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

Annexure A – Attaching Options terms

Terms and Conditions of Attaching Placement, Director Placement Options, Joint Lead Managers Options and SPP Options

- 1) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- 2) The Options are unquoted and the Company may or may not seek for the options to be quoted on the ASX.
- 3) The amount payable upon exercise of each Option will be \$0.044 (Exercise Price)
- 4) Each Option will expire at 5:00 pm (AEST) on 18 September 2027 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- 5) The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- 6) The Options will be deemed to have been exercised on the date the exercise notice and cleared funds are received by the Company.
- 7) The Company will allot the resultant Shares and deliver the holding statement within five business days after the exercise of Options.
- 8) The Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of Options held by the Option Holder exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An exercise of only some of the Options will not affect the rights of the Option Holder to the balance of the Options held by the Option Holder.
- 9) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- 10) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- 11) In the event of a reorganisation (including a consolidation, subdivision, reduction, or return) of the issued capital of the Company, all rights of the Option holder are to be changed in the manner consistent with the Listing Rules.
- 12) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.



All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Wednesday, 21 August 2024.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/beoegm2024>

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

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

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Wednesday, 21 August 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** <https://www.votingonline.com.au/beoegm2024>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1

APPOINT A PROXY

I/We being a member/s of **Beonic Limited** and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Friday, 23 August, 2024 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2

VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issuance of Tranche 1 Placements of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the issue of Tranche 2 Placements of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the issue of Attaching Options Under Tranche 1 and Tranche 2 Placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares and Attaching Options to Billy Tucker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Shares and Attaching Options to Kirsty Rankin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Shares and Attaching Options to Michael McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Options to Joint Lead Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue the Share Purchase Plan Shares and Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Re-election of Michael McConnell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3

SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary