# NOTICE OF ANNUAL GENERAL MEETING

# AMAERO INTERNATIONAL LTD ACN 633 541 634

**TIME:** 11:00am (AEDT)

**DATE:** Friday, 27 November 2020

**Important notice**

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Amaero International Ltd to assist Shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Carolin Darmanin on +61 3 9614 2444 or cdarmanin@cdplus.com.au.

# Contents


| | Page |
|---|---|
| Business of the Annual General Meeting (setting out the proposed resolution) | 5 |
| Explanatory Memorandum (explaining the proposed resolution) | 8 |
| Glossary | 16 |
| Voting Form | Attached |
| Virtual Meeting Registration and Voting Guide | Attached |


# Notice of Annual General Meeting of Shareholders of Amaero International Ltd

Notice is given that the annual general meeting of Shareholders of Amaero International Ltd ACN 633 541 634 (**Amaero** or the **Company**) will be held on **Friday, 27 November 2020** at **11:00am (AEDT)**.

The Meeting will be streamed live for Shareholders to view and participate. Pease see page 3 below for details.

# Important Information

**Your vote is important**

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

**Voting eligibility**

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 at 7:00pm (AEDT) on Wednesday, 25 November 2020.

**Voting in person at the Meeting**

Due to continuing developments in relation to COVID-19, Shareholders will not be able to attend or vote at the Meeting in person. The Meeting will be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholders will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

For further information, please see the section below titled '*Direct voting during the Meeting*' and the Online Shareholders' Meeting Guide attached to this Notice.

**Voting by proxy or online prior to Meeting**

To submit a direct vote prior to the Meeting, or to appoint a proxy online, please go to https://investor.automic.com.au/ - /loginsah and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form. Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online. For further information, please see the Virtual Meeting Registration and Voting Guide attached to this Notice.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment

does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the Meeting; or
    - the proxy does not vote on the Resolution,

  the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

**Direct voting**

In accordance with Article 9.10(b) of the Constitution, the Directors have:

- determined that for the Meeting, a shareholder that is entitled to attend and vote at the Meeting may submit a direct vote; and
- approved the matters specified below as the means by which Shareholders may deliver a direct vote.

A Shareholder entitled to attend and vote at the Meeting may direct vote by:

- delivering prior to the Meeting a valid notice of their voting intention by means of a direct vote; or
- delivering a direct vote during the Meeting if participating online.

Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

Direct voting during the Meeting

Shareholders who wish to participate in the Meeting online may do so through an online meeting platform provided by the Share Registry:

- Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.

- After logging in, a banner will be displayed at the top once the meeting is open for registration, click on “View” when this appears.
- Click on “Register” and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting.
- Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen.
- Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online, including browser requirements, is detailed in the Online Shareholders’ Meeting Guide attached to this Notice.

Shareholders who submit direct votes appoint the Chair as their representative for the purposes of Article 9.4(b) of Constitution (determination of quorum).

However, Shareholders who submit direct votes will not be entitled to the following rights of Shareholders attending the Meeting by proxy, attorney or representative:

- to join in the election of the chair of the Meeting under Article 9.5(b) of the Constitution if there is a vacancy in the chair; or
- to object to the qualification of a voter under Article 9.10(g) of the Constitution.

**Corporate representatives**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments may be lodged in advance of the meeting with the Company’s Share Registry or handed in at the Meeting when registering.

# BUSINESS OF THE ANNUAL GENERAL MEETING

# Ordinary business

## 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2020, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

*"**THAT**, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2020."*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - KATHRYN PRESSER

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

*"**THAT**, Ms Kathryn Presser, having retired from her office as Director in accordance with Article 10.2(b) of the Constitution and ASX Listing Rules 14.4 and 14.5, and being eligible, having offered herself for election, be elected as a Director of the Company."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 4. RESOLUTION 3 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND ISSUE OF SHARES TO DAVID HANNA

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

*"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 9,083 Shares to David Hanna, Non-Executive Director and Chair of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director who is eligible to participate in the Company's EIP, and any of their respective Associates. However, the Company need not disregard 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 this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution 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:

  (i) 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 this Resolution; and

  (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 5. RESOLUTION 4 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND ISSUE OF SHARES TO KATHRYN PRESSER

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

*"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 7,569 Shares to Kathryn Presser, Non-Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director who is eligible to participate in the Company's EIP, and any of their respective Associates. However, the Company need not disregard 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 this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution 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:

(i) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 6. RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND ISSUE OF SHARES TO STUART DOUGLAS

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

*"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 363,306 Shares to Stuart Douglas, Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director who is eligible to participate in the Company's EIP, and any of their respective Associates. However, the Company need not disregard 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 this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution 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:

(i) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

*To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a* ***Special Resolution****:*

*"****THAT****, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 8. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

**Dated: 23 October 2020**

**By order of the Board**

**Carolin Darmanin**
**Company Secretary**

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

## 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at **https://amaero.com.au/investors - annual-report**

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company, and to ask questions of the auditor.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORTADOPTION OF REMUNERATION REPORT

### 2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### 2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a director of the company was approved will continue as a director of the company.

### 2.3 Previous voting results

As this is the Company's first annual general meeting, Shareholders have not previously voted in respect of a remuneration report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

| Person appointed as proxy | Where directions are given on Voting Form | Where no directions are given on Voting Form |
|---|---|---|
| Key Management Personnel[1] | Vote as directed | Unable to vote[3] |
| Chair[2] | Vote as directed | Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form[4] |
| Other | Vote as directed | Able to vote at discretion of proxy |

**Notes:**

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Voting Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MS KATHRYN PRESSER

### 3.1 General

Article 10.2(a) of the Constitution requires that a Director (except the Managing Director) must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment. Article 10.2(b) of the Constitution further prescribes that, if no Director would otherwise be required to retire pursuant to Article 10.2(a), unless a Director wishes to retire and offer themselves for re-election, the Director who has held their office as Director for the longest period of time is to retire and stand for re-election at the Meeting and, in the event that multiple persons became Directors on the same day, the Director to retire shall be determined by lot (unless otherwise agreed between themselves). Article 10.2(c) of the Constitution allows a Director who retires under Article 10.2(a) or 10.2(b) to be eligible for re-election at that meeting.

Ms Kathryn Presser who was appointed on 1 September 2019 will retire as a Director at the Meeting, and, being eligible, will stand for re-election. Personal particulars for Ms Presser are set out below.

### 3.2 Ms Kathryn Presser

Kathryn Presser has previously served as CFO and Company Secretary for Beach Energy Limited (formerly Beach Petroleum Limited) (ASX: BPT), assisting the company from a junior explorer through numerous capital raisings as the CFO and then scaling for growth to become an ASX100 company. Kathryn has extensive experience in governance, risk and financial reporting and management. Kathryn serves as Chair of the Audit & Risk Committee to oversee the financial elements of the business as well as providing direction to the Company Secretary.

Kathryn has a Bachelor of Arts and Accounting from the University of South Australia, a Master's in Business Administration from the University of Adelaide and has completed a Women's Advanced Leadership Course at Harvard University. She is a Certified Practising Accountant and is a Fellow of the Australian Society of CPAs, the Institute of Company Directors and the Governance Institute of Australia.

### 3.3 Board Recommendation

The Board (other than Kathryn Presser) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

## 4. RESOLUTION 3 TO RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND ISSUE OF SHARES TO EACH OF DAVID HANNA, KATHRYN PRESSER AND STUART DOUGLAS

### 4.1 General

As announced on 1 September 2020, as part of the cash preservation measures undertaken by the Company, David Hanna and Kathryn Presser have opted to take 20% of their Director Fees for the 3 month period commencing August 2020 in Director Shares, and Innovyz has agreed to waive 100% of its fees relating to Stuart Douglas' services as an Executive Director for the 6 month period commencing August 2020 if the equivalent value is issued to Stuart Douglas in Director Shares (together, **Director Salary Sacrifice Agreements**). Subject to obtaining the relevant Shareholder approvals, the Director Salary Sacrifice Agreements provide for the following Director Shares to be issued under its EIP:

(a) 9,083 Director Shares to David Hanna, Non-Executive Director and Chair of the Company, in lieu of part cash remuneration (being the subject of Resolution 3);

(b) 7,569 Director Shares to Kathryn Presser, Non-Executive Director of the Company, in lieu of part cash remuneration (being the subject of Resolution 4); and

(c) 363,306 Director Shares to Stuart Douglas, Executive Director of the Company, in lieu of cash remuneration (being the subject of Resolution 5).

### 4.2 Summary of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Shares) under an employee incentive plan to a Director of the Company. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 or 10.11.

### 4.3 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Section 229 of the Corporations Act includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Director Shares to each of David Hanna, Kathryn Presser and Stuart Douglas under Resolution 3, Resolution 4 and Resolution 5, respectively, constitutes the provision of a financial benefit to a related party.

The Director Salary Sacrifice Agreements were entered into at the same time, and as part of the same cash preservation measures (**Salary Sacrifice Measures**), as the agreements with unrelated Amaero employees (see the Company's announcement dated 1 September 2020 for further details). Other than the Director Salary Sacrifice Agreement relating to Stuart Douglas being for a 6 month period and 100% of the related fees (as opposed to a 3 month period and 20% of fees which applies to everyone else), and that the Director Salary Sacrifice Agreements are subject to shareholder approval, all other terms relating to the Director Salary Sacrifice Agreements and the agreements with the unrelated employees are the same. Accordingly, the Board consider that the terms of the Director Salary Sacrifice Agreements would fall within the exception set out in section 210 of the Corporations Act as the terms were less favourable to the Directors than those offered to unrelated parties.

In respect of each Resolution, the disinterested Directors consider that the proposed issue of the Director Shares under the respective Resolution constitutes reasonable remuneration to the respective Director and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

(a) the share price agreed to apply to all arrangements (including the Director Salary Sacrifice Agreements) entered into under the Salary Sacrifice Measures was determined to be the 5-day VWAP of Amaero shares from 24 August 2020 to 28 August 2020 (inclusive). Accordingly, at the time of entering into the Director Salary Sacrifice Agreements, there was no discount to the Director Share price, or increase in the value of the consideration to be paid to the Directors in lieu of their cash fees, as a result of the Director Salary Sacrifice Agreements;

(b) the position and responsibilities of each of Mr Hanna, Ms Presser and Mr Douglas;

(c) the Company's reliance on a limited number of executives and Board personnel;

(d) the increasing time commitment and workload required of each of Mr Hanna, Ms Presser and Mr Douglas to drive and monitor, and to support management in executing on, the Company's strategies and objectives;

(e) the considerable contribution that each of Mr Hanna, Ms Presser and Mr Douglas, respectively, have made and continue to make to the growth of the Company;

(f) that each Director has agreed to reduce their respective cash remuneration in lieu of being issued the Director Shares to support and contribute to the Company's cash preservation measures;

(g) the need for the Company to effectively incentivise and reward each of Mr Hanna, Ms Presser and Mr Douglas while aligning that incentive with the interests of shareholders;

(h) the desirability of preserving cash resources within the Company;

(i) the composition and value of the remuneration packages of non-executive and executive directors of other ASX-listed companies of similar size and circumstances to that of the Company; and

(j) the terms of the Director Shares in light of the Company's business objectives and the current Share price.

The Board believes that the Director Shares are an effective remuneration tool which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to Mr Hanna, Ms Presser and Mr Douglas.

Accordingly, Shareholders are being asked to approve the issue of the Director Shares in accordance with ASX Listing Rule 10.14 only.

### 4.4 Technical information required by ASX Listing Rule 10.15 in respect of Resolution 3

For the purposes of ASX Listing Rule 10.15, the following information is provided:

(a) the Director Shares will be issued to David Hanna, Non-Executive Director and Chair of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.14.1 by virtue of David Hanna being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 3 is 9,083;

(d) prior to the entry into the Director Salary Sacrifice Agreement, David Hanna's annual total remuneration package is $60,000 (excluding superannuation). If these Director Shares are issued, the fees payable to David Hanna in respect of the relevant 3-month period will be reduced by 20%;

(e) no securities have previously been issued to David Hanna under the EIP;

(f) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as the permitted by the ASX;

(g) the Director Shares will be issued in lieu of 20% of David Hanna's cash remuneration for a period of 3 months commencing August 2020. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 24 August to 28 August 2020 (inclusive) at $0.3303 per Director Share;

(h) the material terms of the EIP are set out in Annexure A and the full terms of the EIP were lodged with ASX on 5 December 2019 and are available on the Company's ASX Announcements page;

(i) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 3, the Company will pay Mr Hanna the outstanding Director Fees relating to the period commencing August 2020 to the date of the Meeting and will continue to pay 100% of Mr Hanna's Director Fees in accordance with his services agreement;

(j) details of any Directors Shares issued to David Hanna will be published in the Company's annual report relating to the period in which the Director Shares are issued, along with a statement that approval of the issue was obtained under ASX Listing Rule 10.14;

(k) any additional person who:

(i) becomes entitled to participate in the EIP after this Resolution is approved;

(ii) is not named in this Notice of Meeting; and

(iii) is a Director, Associate of a Director or person to whom ASX considers this criteria should apply,

will not participate in the EIP unless approval is obtained under Listing Rule 10.14; and

(l) a voting exclusion statement is included in the Notice for the purpose of Resolution 3.

**4.5 Technical information required by ASX Listing Rule 10.15 in respect of Resolution 4**

For the purposes of ASX Listing Rule 10.15, the following information is provided:

(a) the Director Shares will be issued to Kathryn Presser, Non-Executive Director of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.14.1 by virtue of Kathryn Presser being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 4 is 7,569;

(d) prior to the entry into the Director Salary Sacrifice Agreement, Kathryn Presser's annual total remuneration package is $40,000 (excluding superannuation). If these Director Shares are issued, the fees payable to Kathryn Presser in respect of the relevant 3-month period will be reduced by 20%;

(e) no securities have previously been issued to Kathryn Presser under the EIP;

(f) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as the permitted by the ASX;

(g) the Director Shares will be issued in lieu of 20% of Kathryn Presser's cash remuneration for a period of 3 months commencing August 2020. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 24 August to 28 August 2020 (inclusive) at $0.3303 per Director Share;

(h) the material terms of the EIP are set out in Annexure A and the full terms of the EIP were lodged with ASX on 5 December 2019 and are available on the Company's ASX Announcements page;

(i) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 4, the Company will pay Ms Presser the outstanding Director Fees relating to the period commencing August 2020 to the date of the Meeting and will continue to pay 100% of Ms Presser's Director Fees in accordance with his services agreement;

(j) details of any Directors Shares issued to Kathryn Presser will be published in the Company's annual report relating to the period in which the Director Shares are issued, along with a statement that approval of the issue was obtained under ASX Listing Rule 10.14;

(k) any additional person who:

(i) becomes entitled to participate in the EIP after this Resolution is approved;

(ii) is not named in this Notice of Meeting; and

(iii) is a Director, Associate of a Director or person to whom ASX considers this criteria should apply,

will not participate in the EIP unless approval is obtained under Listing Rule 10.14; and

(l) a voting exclusion statement is included in the Notice for the purpose of Resolution 4.

**4.6 Technical information required by ASX Listing Rule 10.15 in respect of Resolution 5**

For the purposes of ASX Listing Rule 10.15, the following information is provided:

(a) the Director Shares will be issued to Stuart Douglas, Executive Director of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.14.1 by virtue of Stuart Douglas being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 5 is 363,306;

(d) prior to the entry into the Director Salary Sacrifice Agreement, the fees payable to Innovyz under the Contractor Agreement pursuant to which Stuart Douglas has been serving as an Executive Director are $2,500 per day (plus GST). If these Director Shares are issued, the fees payable to Innovyz in respect of the relevant 6-month period will be reduced by 100%;

(e) no securities have previously been issued to Stuart Douglas under the EIP;

(f) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as the permitted by the ASX;

(g) the Director Shares will be issued in lieu of the cash remuneration for a period of 6 months commencing August 2020 under the Contractor Agreement with Innovyz. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 24 August to 28 August 2020 (inclusive) at $0.3303 per Director Share;

(h) the material terms of the EIP are set out in Annexure A and the full terms of the EIP were lodged with ASX on 5 December 2019 and are available on the Company's ASX Announcements page;

(i) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 5, the Company will pay Innovyz the outstanding Director Fees relating to the period commencing August 2020 to the date of the Meeting and will continue to pay 100% of the Director Fees in accordance with the Contractor Agreement;

(j) details of any Directors Shares issued to Stuart Douglas will be published in the Company's annual report relating to the period in which the Director Shares are issued, along with a statement that approval of the issue was obtained under ASX Listing Rule 10.14;

(k) any additional person who:

(i) becomes entitled to participate in the EIP after this Resolution is approved;

(ii) is not named in this Notice of Meeting; and

(iii) is a Director, Associate of a Director or person to whom ASX considers this criteria should apply,

will not participate in the EIP unless approval is obtained under Listing Rule 10.14; and

(l) a voting exclusion statement is included in the Notice for the purpose of Resolution 5.

### 4.7 Board Recommendation

The Board (other than David Hanna) recommends that you vote in favour of Resolution 3. Each of the Directors currently intend to vote their respective shareholdings in favour of these Resolutions.

The Board (other than Kathryn Presser) recommends that you vote in favour of Resolution 4. Each of the Directors currently intend to vote their respective shareholdings in favour of these Resolutions.

The Board (other than Stuart Douglas) recommends that you vote in favour of Resolution 5. Each of the Directors currently intend to vote their respective shareholdings in favour of these Resolutions.

## 5. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

### 5.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 5.2 below). This Resolution is a Special Resolution.

### 5.2 ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

(a) the entity is not included in the S&P/ASX 300 Index; and

(b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than $300,000,000.

The Company is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 22 October 2020, of approximately $130 million.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue which are quoted, being Shares.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has 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 in accordance with the following formula:

**(A x D) – E**

Where:

**A** is the number of shares on issue at the commencement of the relevant period:

(1) plus the number of shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(2) plus the number of shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

  (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

  (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(3) plus the number of shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

  (a) the agreement was entered into before the commencement of the relevant period; or

  (b) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4,

(4) plus the number of any other shares issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;

(5) plus the number of partly paid shares that became fully paid in the relevant period; and

(6) less the number of shares cancelled in the relevant period.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of shares under ASX Listing Rule 7.4.

### 5.3 Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to this Resolution:

#### 5.3.1 10% Placement Capacity period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

(a) 12 months after the date of the 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 any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

#### 5.3.2 Minimum Price

The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

(a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

### 5.3.3 Purpose of an issue under 10% Placement Capacity

Equity securities issued under the 10% Placement Capacity can only be made for cash consideration. The purpose of any issue would be set out for Shareholders at the time of such an issue. In general terms, the Company can issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for, either or both of, working capital purposes or to fund growth opportunities.

### 5.3.4 Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 22 October 2020 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

| **Variable A in ASX Listing Rule 7.1A.2** | | **Dilution** | | |
|---|---|---|---|---|
| | | **$0.370** | **$0.740** | **$1.480** |
| | | **50% decrease in Issue Price** | **Issue Price** | **100% increase in Issue Price** |
| Current Variable A = 176,409,582 | 10% voting dilution (Shares to be issued under 7.1A) | 17,640,959 | 17,640,959 | 17,640,959 |
| | Funds raised | $6,527,154.83 | $13,054,309.66 | $26,108,619.32 |
| 50% increase in Current Variable A = 264,614,373 | 10% voting dilution (Shares to be issued under 7.1A) | 26,461,438 | 26,461,438 | 26,461,438 |
| | Funds raised | $9,790,732.06 | $19,581,464.12 | $39,162,928.24 |
| 100% increase in Current Variable A = 352,819,164 | 10% voting dilution (Shares to be issued under 7.1A) | 35,281,917 | 35,281,917 | 35,281,917 |
| | Funds raised | $13,054,309.29 | $26,108,618.58 | $52,217,237.16 |

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

(a) the Issue Price set out in the table is the closing price of the Shares on the ASX on 22 October 2020;

(b) the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;

(c) no options or rights convertible into Shares are exercised;

(d) the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4;

(e) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 or ASX Listing Rule 10.11 obtained at the Meeting; and

(f) the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that:

(a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and

(b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

#### 5.3.5 Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both, provided that such allottee is not a Related Party of the Company. Allottees may also include vendors of assets into the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(a) the purpose of the issue;

(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(c) the effect of the issue of the equity securities on the control of the Company;

(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(e) prevailing market conditions; and

(f) advice from corporate, financial and broking advisers (if applicable).

#### 5.3.6 Previous approval under ASX Listing Rule 7.1A

As this is the Company's first annual general meeting, the Company has not previously obtained approval under ASX Listing Rule 7.1A.

#### 5.3.7 Voting exclusion statement

As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issue of equity securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement has not been included in this Notice in respect of this Resolution and no existing Shareholder's votes will be excluded in respect of this Resolution.

### 5.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

# Glossary

**$** means Australian dollars.

**10% Placement Capacity** has the meaning ascribed to it in section 5.1 of the Explanatory Memorandum.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**Annual Report** means the annual financial report of the Company for the year ended 30 June 2020.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report contained in the Annual Report.

**Board** means the current board of Directors of the Company.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or 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 dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **Amaero** means Amaero International Ltd ACN 633 541 634.

**Constitution** means the constitution of the Company.

**Contractor Agreement** means the contractor agreement between the Company and Innovyz dated 16 September 2019 as varied on 31 August 2020.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director Fees** means the fees payable to each of David Hanna and Kathryn Presser under their respective services agreements and to Innovyz under the Contractor Agreement.

**Director Salary Sacrifice Agreements** has the meaning ascribed to in section 4.1 of the Explanatory Memorandum.

**Director Shares** means the Shares proposed to be issued to Directors under Resolution 3 to Resolution 5.

**Director's Report** means the director's report contains in the Annual Report.

**Directors** means the current directors of the Company.

**EIP** means the Company's employee incentive plan approved by Shareholders on 18 October 2019.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Innovyz** means Innovyz Institute Pty Ltd ACN 158 283 688.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Memorandum and the Voting Form.

**Related Party** has the meaning given to it in ASX Listing Rule 19.12.

**Remuneration Report** means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

**Resolution** means a resolution set out in the Notice of Annual General Meeting.

**Restricted KMP Voter** is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

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

**Share Registry** means the share registry of the Company, being Automic Pty Ltd.

**Shareholder** means a holder of a Share.

**Special Resolution** means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

**Spill Meeting** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Spill Resolution** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Voting Form** means the voting form accompanying the Notice.

**VWAP** means volume weighted average price.

**ANNEXURE A: SUMMARY OF TERMS OF EMPLOYEE INCENTIVE PLAN**

Pursuant to the EIP, the Company may offer Plan Shares, Employee Options or Employee Performance Rights on the terms and conditions summarised below.

(a) Eligibility

Any employee, consultant or Director of the Company may be declared by the Board, in its sole and absolute discretion, to be eligible to participate in the Employee Incentive Plan (**Eligible Participant**).

(b) Consideration

Unless the Board otherwise determines, an Eligible Participant will not be required to make any payment in consideration for the grant of an Employee Incentive under the Employee Incentive Plan.

(c) Maximum allocation

The Employee Incentive Plan provides a limit on the number of Employee Incentives that can be issued under the plan such that an issue of an Employee Incentive must not result in the number of Plan Shares, Employee Options or Employee Performance Rights, in aggregate, in the previous three years exceeding 10% of the total number of Shares on issue.

(d) Employee Loans

The Employee Incentive Plan also provides that the Board may, in its discretion, elect to provide an Eligible Participant with a limited recourse, interest free loan for an amount equal to the issue price of any Plan Share to enable the Eligible Participant to subscribe for Plan Shares. These loans are repayable:

i. upon the Employee ceasing to be employed by the Company; or

ii. 30 days after the Company elects (by act or omission) not to buy back the relevant Shares where it has the right to do so.

In the event the Eligible Participant defaults on their obligation to repay the loan, the Company's only recourse is to sell the relevant Plan Shares or dispose of any number of Plan Shares to repay the outstanding amount and the costs of the sale or disposal.

(e) Terms of Plan Shares

The rights attaching to the Plan Shares are the same as Shares. The terms of the EIP will prevail to the extent of any inconsistency with those rights.

(f) Terms of Employee Options and Performance Rights

i. Employee Options

*Exercise Price, Expiry Date and Entitlement*

Each Employee Option shall have an exercise price (**Exercise Price**) and expiry date (**Expiry Date**) determined by the Company at the time of issue of the Employee Options.

Each Employee Option entitles the holder (**Employee Optionholder**) to subscribe for one Share on payment of the Exercise Price.

*Vesting Conditions and Exercise Period*

The Employee Options may be subject to vesting conditions (**Vesting Conditions**), including time elapsed from the date of Quotation. Each Employee Option is exercisable from the date of satisfaction or of waiver by the Board of the relevant Vesting Conditions and before the Expiry Date (**Exercise Period**).

ii. Employee Performance Rights

*Performance Condition and Performance Period*

Each Employee Performance Right will entitle an Eligible Participant (**Performance Rightsholder**) to be automatically issued one Share upon the satisfaction of the Performance Criteria.

The Employee Performance Rights may be subject to performance criteria (**Performance Criteria**) which must be satisfied during a period specified by the Board of the Company (**Performance Period**).

iii. Shares issued on exercise

Shares issued upon exercise of an Employee Option or an Employee Performance Right will rank equally with the Shares of the Company and third party interests and the Company will apply to ASX for quotation of the Shares.

iv. Participation in new issues, voting rights and dividends

There are no participation rights or entitlements inherent in the Employee Options nor the Employee Performance Rights and Employee Optionholders and Performance Rightsholders will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Employee Options and the Employee Performance Rights unless and until the Employee Options have been exercised or the Performance Criteria has been satisfied and the Performance Rightsholder is issued Shares.

v. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

A. the number of Shares which must be issued on the exercise of an Employee Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Employee Option before the record date for the bonus issue; and

B. no change will be made to the Exercise Price.

vi. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Employee Option will be reduced according to the formula in Listing Rule 6.22 so that the Holder

does not suffer any detriment as a result of the pro rata issue.

vii. Adjustment for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Holders of Employee Options will be varied to comply the Listing Rules which apply to the reorganisation at the time of the reorganisation.

The number of Employee Performance Rights held by an Employee may, in the discretion of the Board, be determined to be such number as appropriate and so that the Employee does not suffer any material detriment following any variation in the share capital of the Company arising from a reorganisation of the share capital.

viii. Non-Transferable and No Quotation

The Employee Options are non-transferable but the Employee may nominate a Related Party of the Employee Optionholder to hold the Options subject Board approval. Employee Options will not be quoted.

The Employee Performance Rights are non-transferable and are unquoted securities.

(g) Takeovers and Reconstruction

The Board of the Company must give the Eligible Participant notice (**Notice**) of:

i. any takeover bid or other offer to acquire all of the Shares of the Company; or

ii. under Part 5.1 of the Corporations Act, a Court sanctions a compromise or arrangement proposed for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which, if implemented, would result in a change in the control of the Company.

Upon receiving a Notice, an Eligible Participant is entitled:

i. in the case of Employee Options, to exercise all or any of their Employee Options in the offer period referred to in the Notice or in the notice period for the shareholders' meeting the subject of the Notice; and

ii. in the case of Employee Performance Rights, to make a request to the Board of the Company to determine that all existing Employee Performance Rights vest immediately and Plan Shares in respect of all such Employee Performance Rights be issued to the Eligible Participant, in which case:

A. the Board of the Company must process such a request as soon as possible with reference to the Performance Criteria relating to those Employee Performance Rights; and

B. the Board of the Company may determine at its discretion the number (if any) of Employee Performance Rights which shall vest and must provide that number of Shares to the Eligible Participant.

(h) Lapse of Employee Performance Rights and Options

Unless otherwise determined by the Board, any Employee Options and Employee Performance Rights automatically lapse if:

i. the Eligible Participant ceases employment or hold office with the Company;

ii. the Eligible Participant becomes a Good Leaver and does not exercise all vested Employee Options for 90 days after the Eligible Participant becomes Good Leaver;

iii. a Performance Criteria has not been satisfied within the Performance Period or Vesting Conditions are not achieved by the relevant time;

iv. if the Board determines in its reasonable opinion that the Performance Criteria or Vesting Conditions have not been met and cannot be met within the Performance Period or prior to the Exercise Period;

v. where the Board has determined that the Eligible Participant has, by any act or omission, brought the Company into disrepute;

vi. the receipt by the Company of notice from the Eligible Participant that the Eligible Participant has elected to surrender the Employee Options or Employee Performance Right; or

vii. any other circumstances specified in the offer made to the Eligible Participant pursuant to which the Employee Options or Employee Performance Rights were issued.

(i) US Addendum

Any offer made by the Board under the Employee Incentive Plan to Eligible Participants who are citizens or residents of the United States of America (**US Participants**) will be covered by the additional terms of the US Appendix to the Employee Incentive Plan (**US Appendix**).

The US Appendix specifically stipulates the following:

i. The maximum aggregate number of Shares that may be issued under the Employee Incentive Plan pursuant to the exercise of Incentive Stock Options (as defined in the US Appendix) shall not exceed 8 million (**US Share Limit**).

ii. The US Appendix (and each amendment to the US Appendix), the total cap and the ISO Share Limit are subject to approval of a majority of the outstanding Securities of the Company entitled to vote within a period beginning twelve (12) months before and ending twelve (12) months after the date on which the US Appendix (or any such amendment) is adopted by the Board.

iii. The US Appendix has a term of ten years.

AMAERO
ADDITIVE MANUFACTURING

Amaero International Ltd | ABN 82 633 541 634

# Voting Form

**If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.**

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

**[HolderNumber]**

**Holder Number:**
[HolderNumber]

Your vote or proxy voting instruction must be received by **11:00am (AEDT) on Wednesday, 25 November 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any votes or proxy instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR VOTE OR APPOINT A PROXY

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

**YOUR NAME AND ADDRESS**

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

**STEP 1 – HOW YOU WISH TO VOTE – SELECT ONE OPTION ONLY**

**Direct Vote –** If you mark the box to select a direct vote you should indicate your direct voting instruction in step 2 by marking either FOR, AGAINST or ABSTAIN for each item. If you do not mark a voting instruction for any or all resolutions your vote will be invalid.

**Appoint a proxy -** If you wish to appoint a proxy to attend the Meeting and vote on your behalf DO NOT tick the box for a direct vote. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

**DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

**STEP 2 - VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

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

**APPOINTMENT OF SECOND PROXY**

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

**SIGNING INSTRUCTIONS**

**Individual**: Where the holding is in one name, the Shareholder must sign.
**Joint holding**: Where the holding is in more than one name, all Shareholders should sign.
**Power of attorney**: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Form when you return it.
**Companies**: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
**Email Address**: Please provide your email address in the space provided.

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

**CORPORATE REPRESENTATIVES**

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

**Lodging your Voting Form:**

**Online:**
Use your computer or smartphone to vote online or appoint a proxy at https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Voting Form.**

**BY MAIL:**
Automic
GPO Box 5193
Sydney NSW 2001

**IN PERSON:**
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

**BY EMAIL:**
meetings@automicgroup.com.au

**BY FACSIMILE:**
+61 2 8583 3040

**All enquiries to Automic:**
**WEBCHAT:**
https://automicgroup.com.au/

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

## STEP 1 - How you wish to vote

**Direct Vote:**

☐ Record my/our votes in accordance with the directions in step 2 below

**PLEASE NOTE:** You must mark FOR, AGAINST or ABSTAIN on each resolution for a valid direct vote to be recorded.

**APPOINT A PROXY:**

☐ I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of **Amaero International Ltd**, to be held virtually at **11.00am (AEDT) on Friday, 27 November 2020** hereby:

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

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

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

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

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3,4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 3,4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**VIRTUAL PARTICIPATION AT THE AGM:**

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

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

## STEP 2 – Your voting direction

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 1. | Adoption Of Remuneration Report | ☐ | ☐ | ☐ |
| 2. | Re-Election Of Director- Kathryn Presser | ☐ | ☐ | ☐ |
| 3. | Approval Of Director Participation In Employee Incentive Plan And Issue Of Shares To David Hanna | ☐ | ☐ | ☐ |
| 4. | Approval Of Director Participation In Employee Incentive Plan And Issue Of Shares To Kathryn Presser | ☐ | ☐ | ☐ |
| 5. | Approval Of Director Participation In Employee Incentive Plan And Issue Of Shares To Stuart Douglas | ☐ | ☐ | ☐ |
| 6. | Approval Of 10% Placement Capacity | ☐ | ☐ | ☐ |

## STEP 3 – Signatures and contact details

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

AUTOMIC

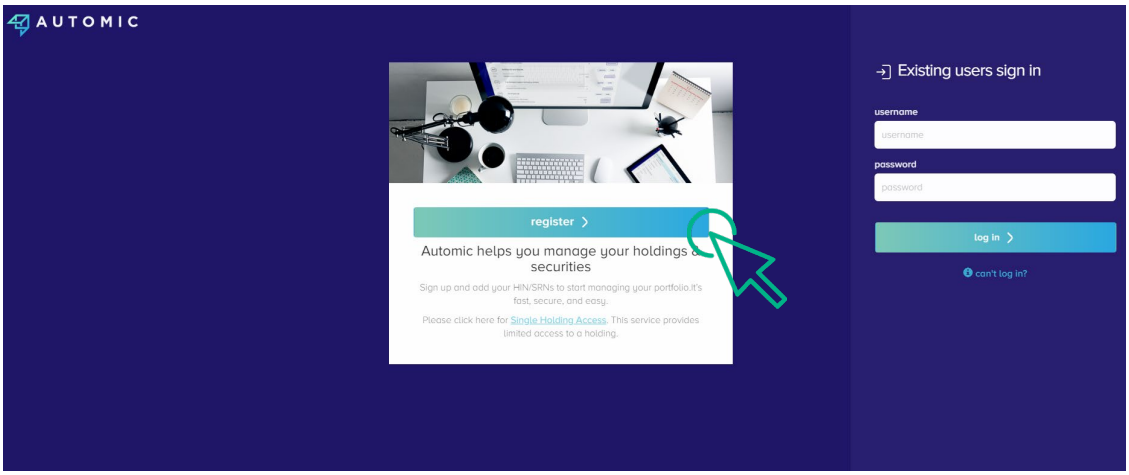
[HolderNumber] 3DA

[HolderNumber]

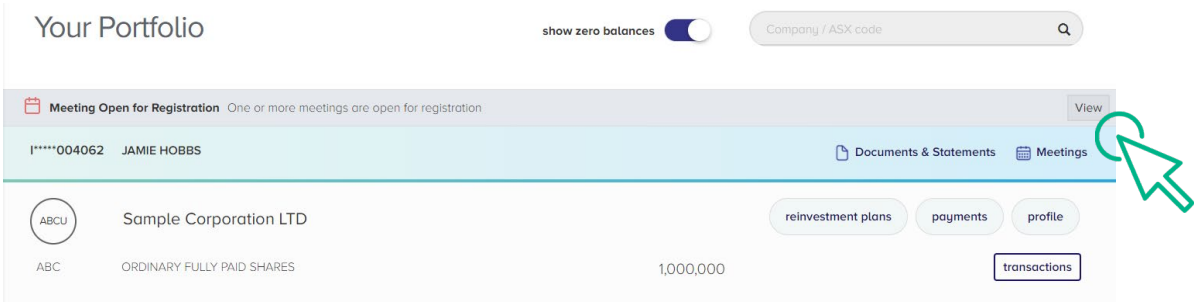
# Virtual Meeting Registration and Voting

# REGISTRATION

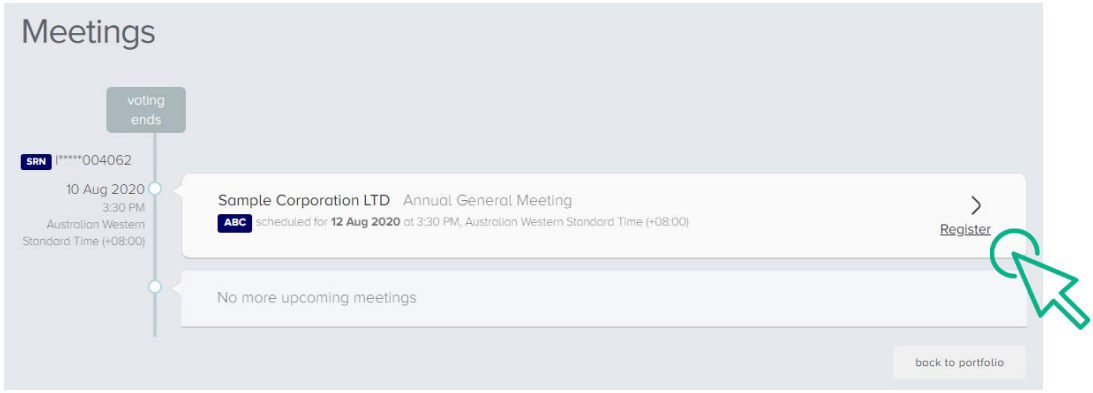
- Go to: https://investor.automic.com.au/#/home.
- Log in using your existing username and password or click on "register" and follow the on-screen prompts to create your login credentials.




- Once logged in you will see that the meeting is open for registration. Click on "view".

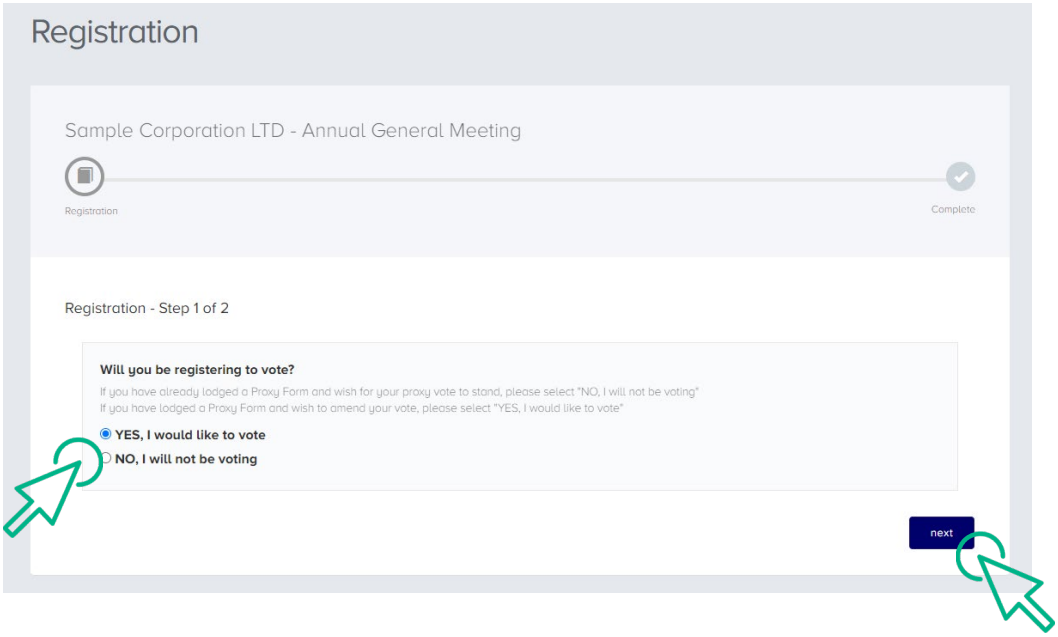



- Click on "register" to register your attendance for the meeting.

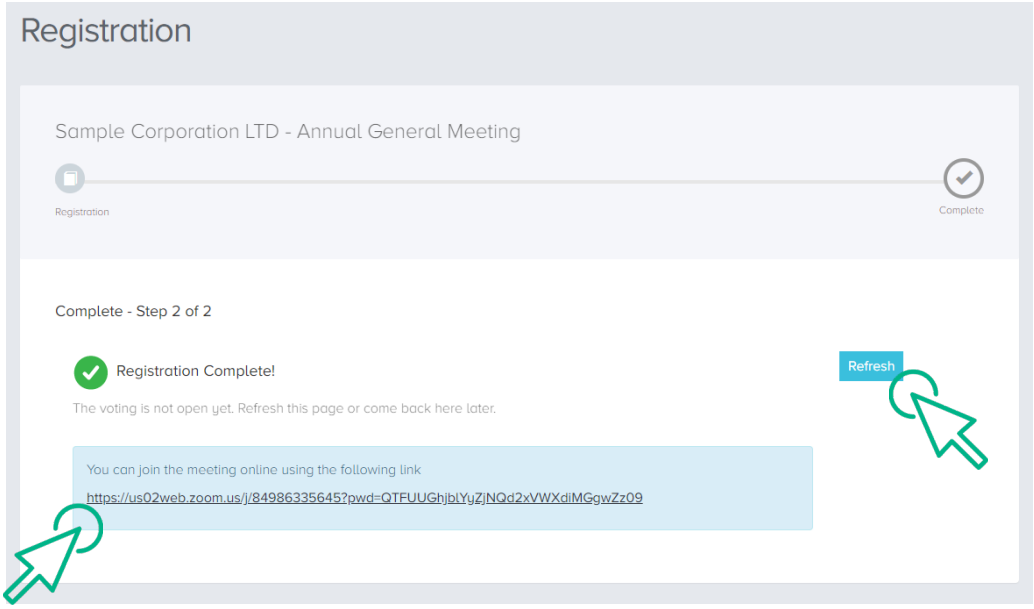


## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

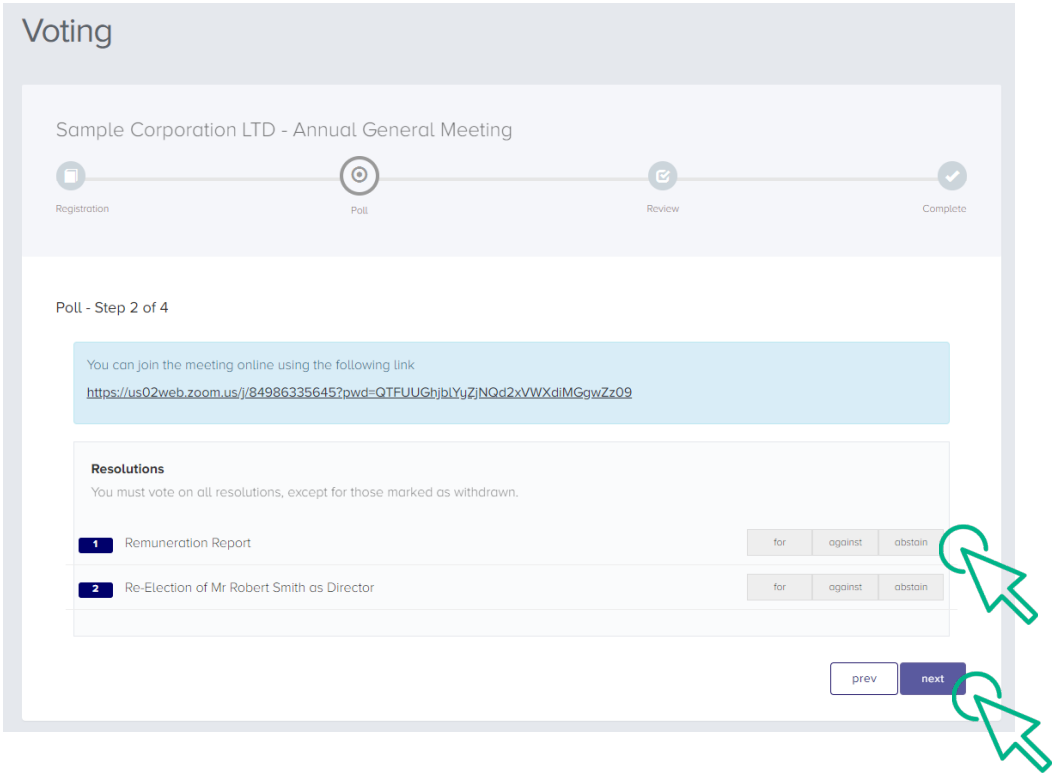



- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

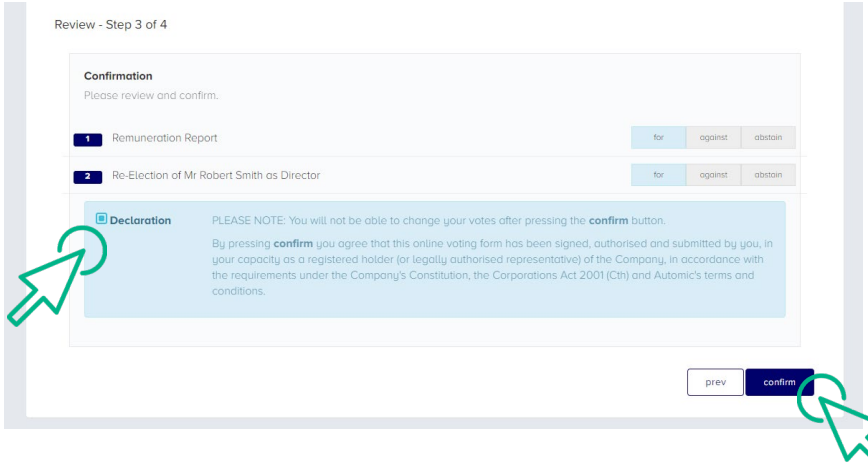


# VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

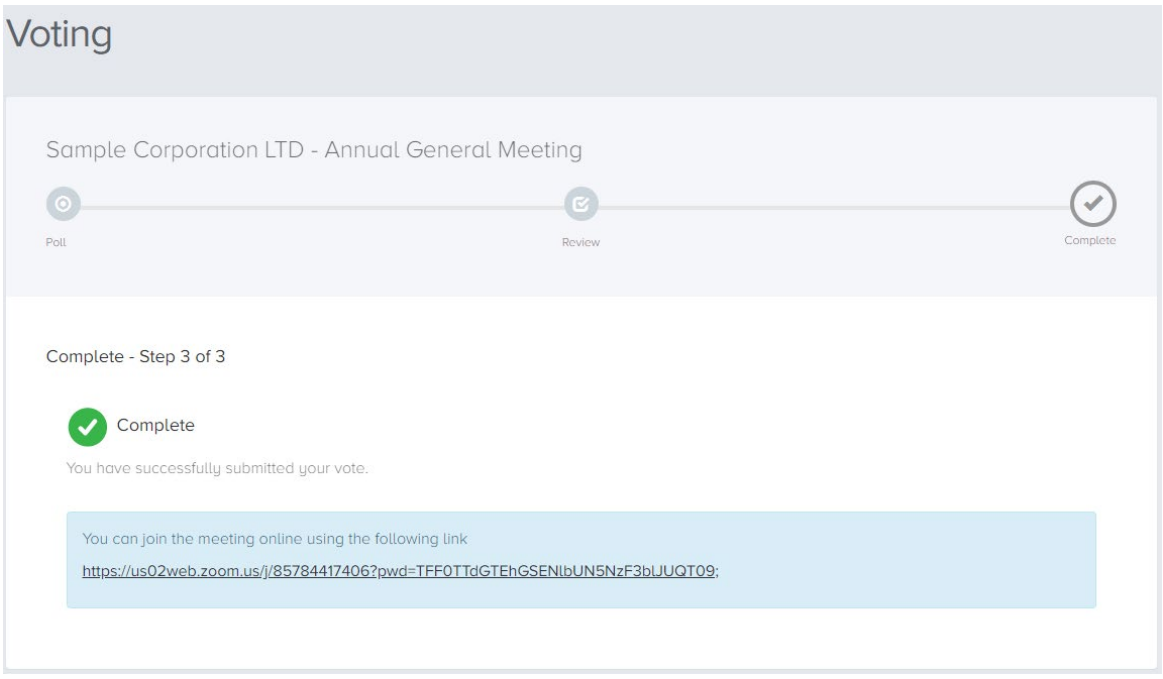



- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.



## VOTING COMPLETE

- Your vote is now lodged and is final.

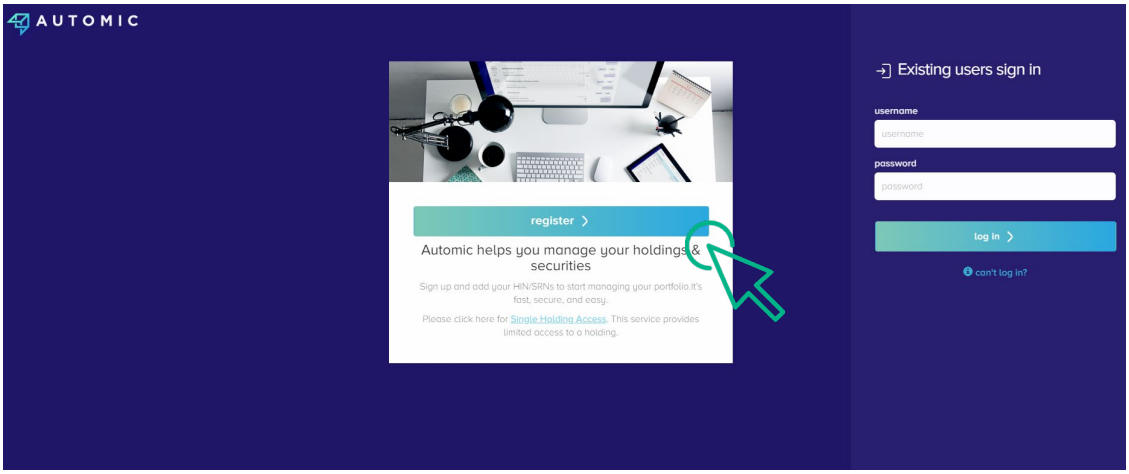


# Online Proxy Lodgment

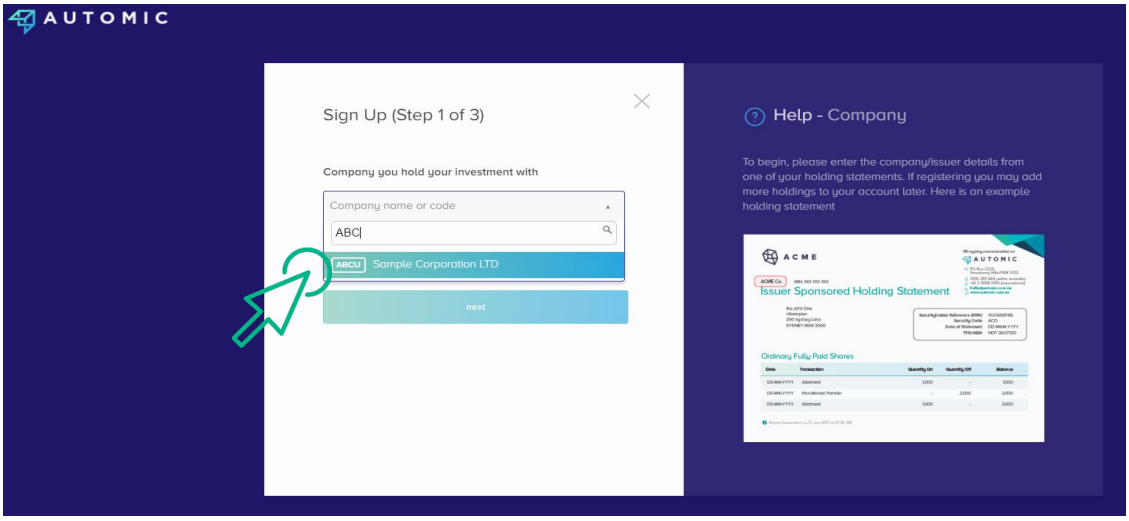
# REGISTER

## Step 1

- Go to: https://investor.automic.com.au/#/home.
- If you are a new user, select "register".
- If you are an existing user, simply sign in under the "Existing users sign in". and follow the instructions in **Step 2** of this guide.

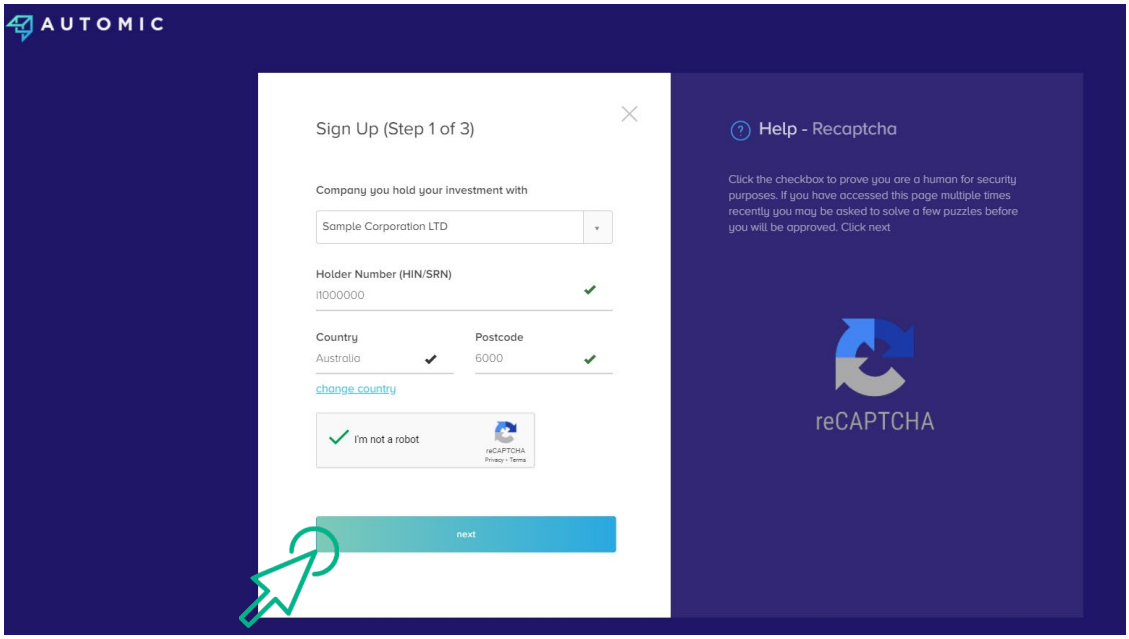



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.

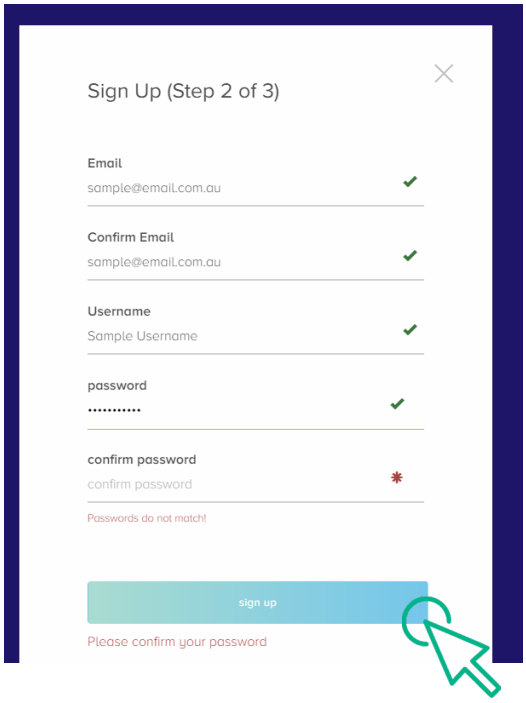


## REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “change the country” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “I’m not a robot” and select “next”.

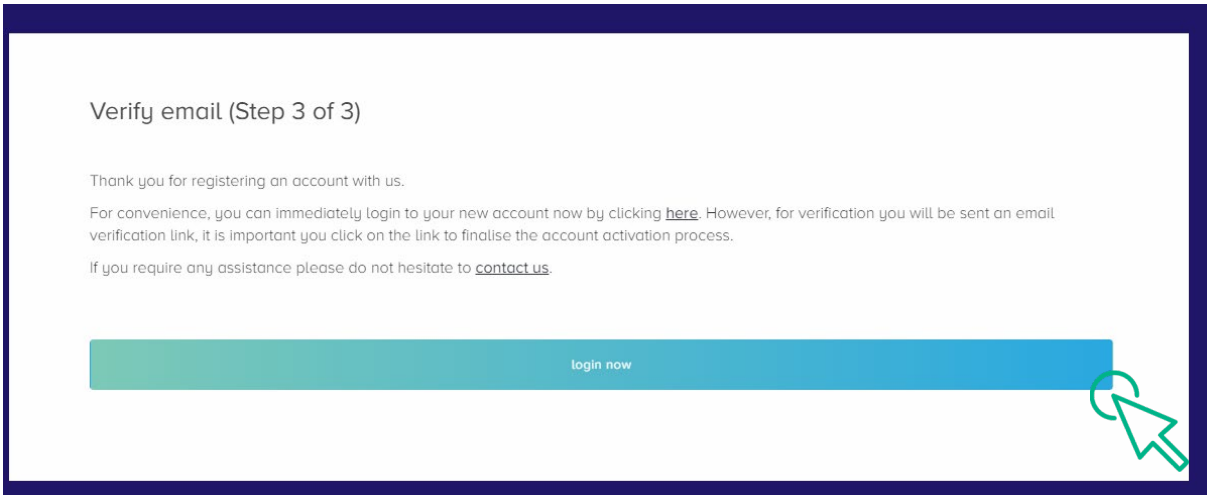



- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red a star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “sign up”.



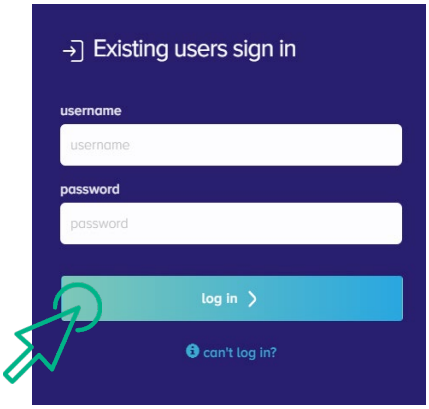
## LOG IN

- On the next screen simply select “login now”.

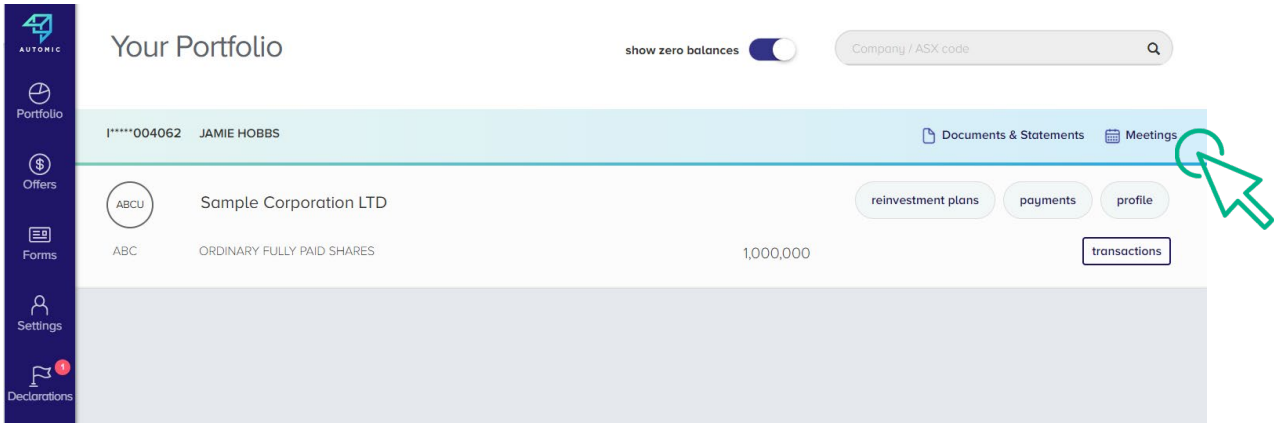



### Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

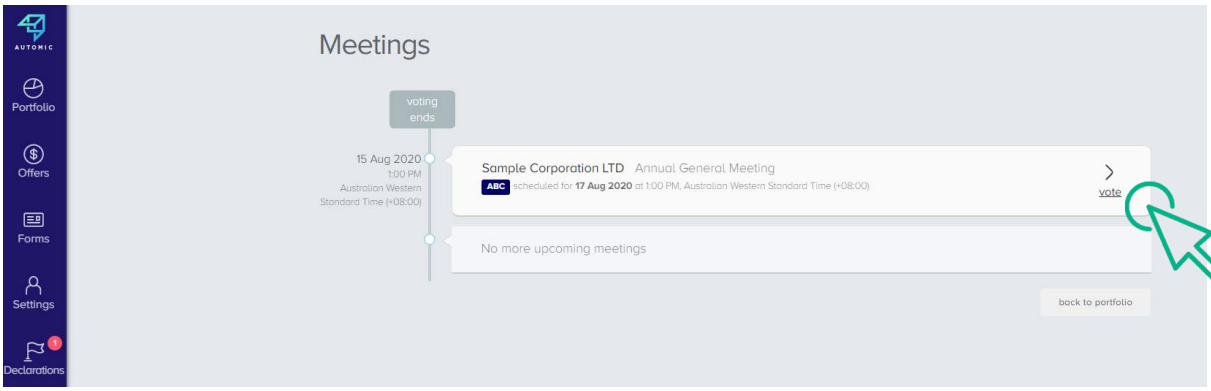



- Select “Meetings”.

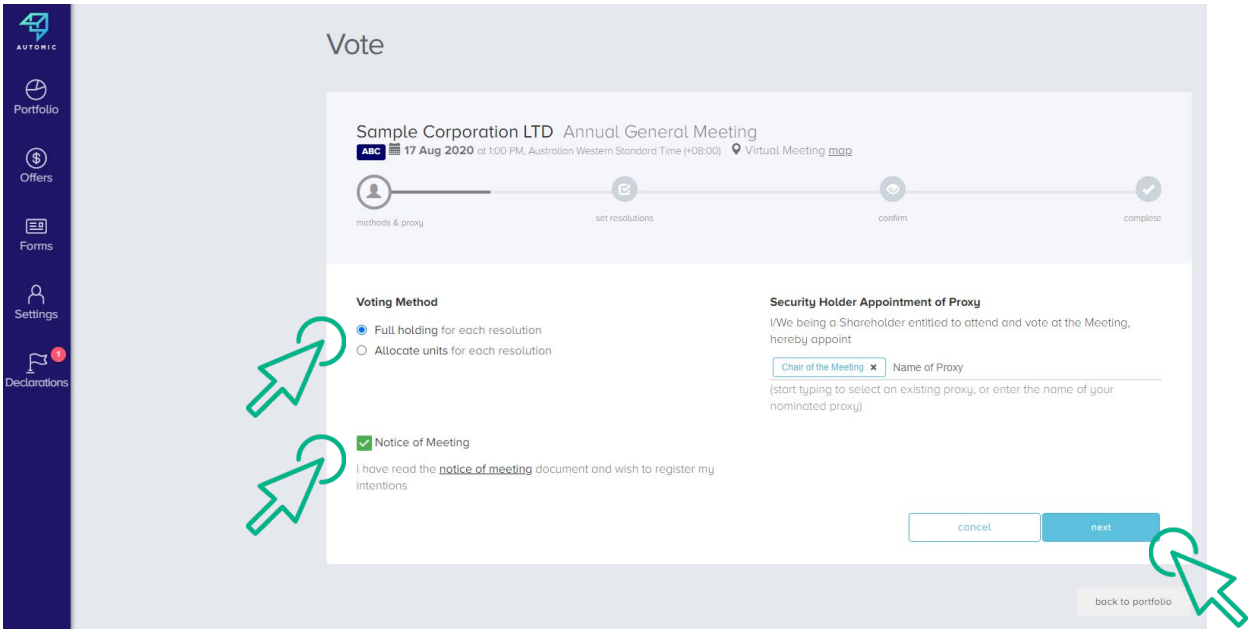


# VOTING

- Select “Vote”.

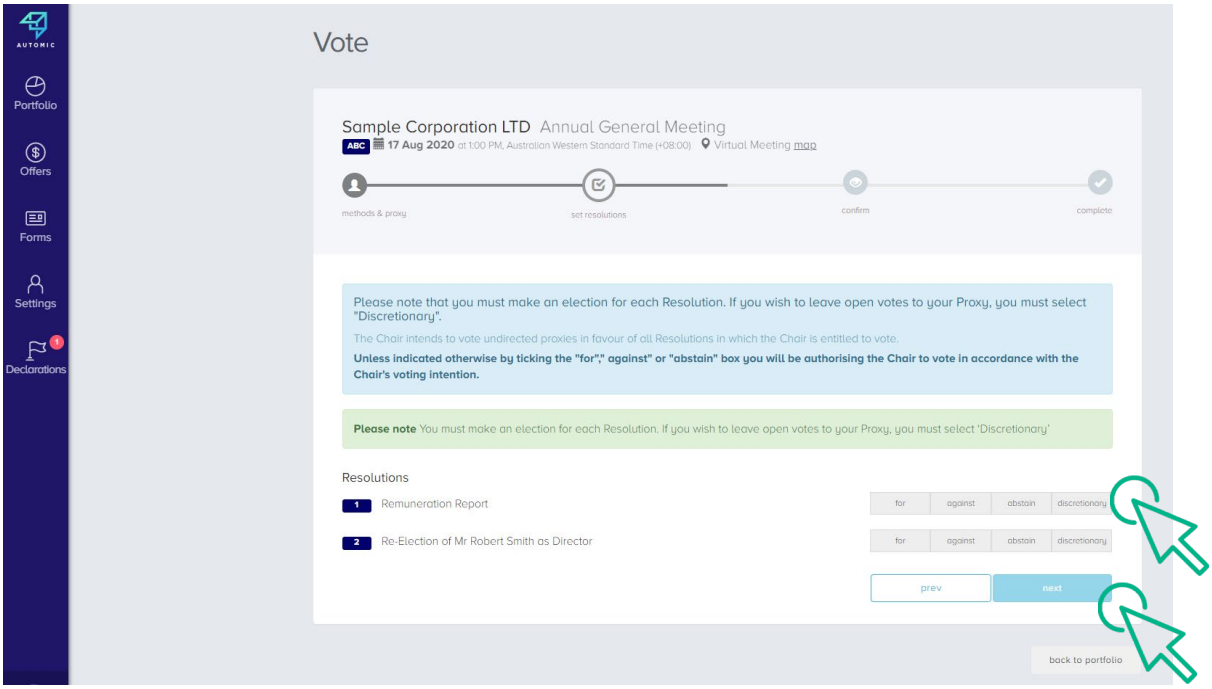



- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.

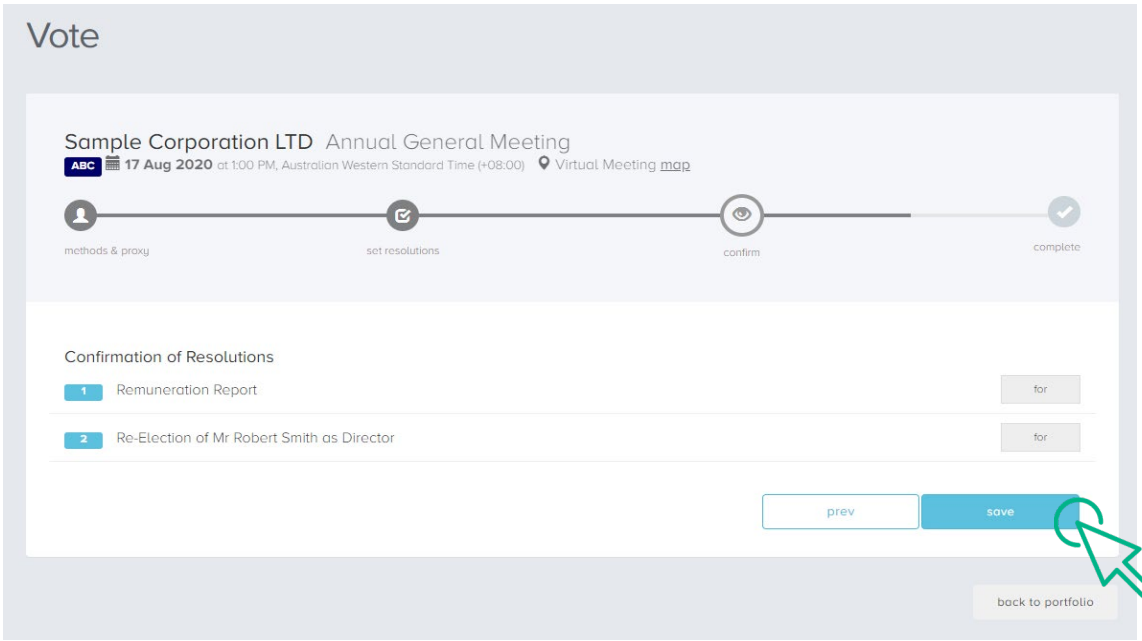


## VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.




- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



# VOTING COMPLETE

- Your voting is complete.

