

AEERIS LTD

ABN: 18 166 705 595



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

DATE: Monday, 21st November 2022

TIME: 10.00 am (Sydney Time)

PLACE: Border Room, Level 3
Twin Towers Conference and Function Centre
2 Wharf Street
Tweed Heads NSW 2485

2022 Annual Report

A copy of Aeeris Ltd's 2022 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2022 is available on the Company's website at

<https://www.aeeris.com/Annual%20Reports.html>

AEERIS LTD
ACN 166 705 595

NOTICE OF ANNUAL GENERAL MEETING
Monday, 21st November 2022 at 10.00am

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Aeeris Ltd (**Company** or **Aeeris**) will be held on **Monday, 21st November 2022** at 10.00am (AEDT) at Border Room, Level 3, Twin Towers Conference and Function Centre, 2 Wharf Street, Tweed Heads NSW 2485.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2022 which includes the Financial Report and the Directors' and Auditor's Reports.

2. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding **advisory resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2022 be adopted."

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

3. RESOLUTION 2 – RE-ELECTION OF MR. BRYCE REYNOLDS

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

"That Mr. Bryce Reynolds who retires by rotation, and being eligible, be re-elected as a director of the Company."

The Board, with Mr. Reynolds abstaining, recommends the Shareholders vote **in favour** of this resolution.

4. RESOLUTION 3 – ELECTION OF MS. ELISSA HANSEN

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

"That Ms. Elissa Hansen who retires in accordance with Clause 39.2 of the Company's Constitution, and being eligible, be elected as a director of the Company."

The Board, with Ms. Hansen abstaining, recommends the Shareholders vote **in favour** of this resolution.

5. RESOLUTION 4 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve giving the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

The Board recommends the Shareholders vote **in favour** of this resolution.

6. RESOLUTION 5 – APPROVAL OF ISSUE OF SECURITIES UNDER AN EMPLOYEE INCENTIVE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to 5% of issued capital (3,479,000 securities) under its employee incentive scheme titled "Incentive Performance Rights Plan" on the terms and conditions set out in the Explanatory Statement."

The Board recommends the Shareholders vote **in favour** of this resolution.

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS – MR KERRY PLOWRIGHT

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue, up to 625,000 Related Party Performance Rights to Mr. Kerry Plowright (or his nominee) under the Company's Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement."

The Board, with Mr. Plowright abstaining, recommends the Shareholders vote **in favour** of this resolution.

8. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS – MR BRYCE REYNOLDS

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue, up to 625,000 Related Party Performance Rights to Mr. Bryce Reynolds (or his nominee) under the Company's Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement."

The Board, with Mr. Reynolds abstaining, recommends the Shareholders vote **in favour** of this resolution.

9. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS – MR NATHAN YOUNG

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue, up to 500,000 Related Party Performance Rights to Mr. Nathan Young (or his nominee) under the Company's Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement."

The Board, with Mr. Young abstaining, recommends the Shareholders vote **in favour** of this resolution.

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS – MS ELISSA HANSEN

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue, up to 500,000 Related Party Performance Rights to Ms. Elissa Hansen (or her nominee) under the Company’s Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

The Board, with Ms. Hansen abstaining, recommends the Shareholders vote **in favour** of this resolution.

11. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS – MRS MARGO PLOWRIGHT

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 Company to issue, up to 325,000 Related Party Performance Rights to Mrs. Margo Plowright (or her nominee) under the Company’s Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

The Board, with Mr. Plowright abstaining, recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion Statements

Voting Exclusion Statement for Resolution 2:

Voting Exclusion Statement: In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member. A closely related party includes close family members and companies the Key Management Personnel controls.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

Voting Exclusion Statement for Resolution 4:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any 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 Shares), or any associates of that person or those persons.

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

- 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
- 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
- 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.

Voting Exclusion Statement for Resolution 5:

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by any person who is eligible to participate in the employee incentive scheme and any associates of those persons.

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

- 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
- 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
- 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.

Voting Exclusion Statements for Resolutions 6 to 10:

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 to 10 by any Director who is eligible to participate in the employee incentive scheme and any associates of those persons.

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

- 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
- 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
- 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.

Further Information

Your vote is important

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

HOW TO VOTE

Shareholders can vote on the resolutions by:

- Submitting their vote before the meeting either online or using the proxy form; or
- At the meeting.

Shareholders are encouraged to lodge their vote prior to the meeting by visiting www.votingonline.com.au/aeragm2022 and following the instructions **no later than 48 hours before the commencement of the meeting which is at 10.00am (AEST) on Monday, 21st November 2022.**

You may also lodge completed Proxy Forms:

By mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person* at:	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 Australia
	* during business hours Monday to Friday (9.00am – 5.00pm) and subject to public health orders and restrictions.

All Resolutions will be by poll

Each resolution considered at the meeting will be conducted by a poll, rather than on a show of hands.

Joint holders

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

Proxies

All Shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each resolution) by following the instructions either online or on the hard copy voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

For your proxy appointment to be effective, it must be received by Boardroom Pty Limited not less than 48 hours before the time for holding the AGM (that is by 10.00am (AEST) on Sunday, 28th November 2021).

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chairman to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of Aeeris Ltd. The Chair intends to vote all available (including undirected) proxies in favour of all resolutions, subject to the applicable voting exclusions.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

QUESTIONS AND COMMENTS FROM SHAREHOLDERS

Aeeris welcomes questions from Shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please confine your questions to matters being considered at the AGM that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chairman or management.

Before the meeting

Shareholders may submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at elissa.hansen@cossecservices.com.au or by post to the Company's share registry (see address details above).

During the meeting

All Shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor, MNSA Pty Ltd.

COMMUNICATION WITH SHAREHOLDERS

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit <https://www.investorserve.com.au/>. In line with our commitment to the environment and sustainability, unless you elect otherwise we will provide our Annual Reports to you by making them available on our website at <https://www.aeeris.com/Annual%20Reports.html>

Dated: 19 October 2022

By order of the Board

Elissa Hansen
Company Secretary

ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Annual General Meeting (**AGM**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

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 General Meeting resolutions.

1. ANNUAL REPORT

1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2022.

1.2 Corporations Act

Section 317 of the *Corporations Act 2001 (Cth)* requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended 30 June 2022.

The Annual Report is available on the Company's website and a printed copy has been sent to those shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- (a) The preparation and the content of the 2022 Auditor's Report;
- (b) The conduct of the 2022 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2022 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2022 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to elissa.hansen@cosecservices.com.au.

2. RESOLUTION 1 – REMUNERATION REPORT

2.1 General

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 300A, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ending 30 June 2022. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, companies are required to put to 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 the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to 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 are cast in favour of a Spill Resolution, the Company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.

At the 2021 Annual General Meeting, the adoption of the remuneration report was approved by 96.42% of votes by shareholders who voted on the resolution. Accordingly, a Spill Resolution is not required at this AGM.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

3. RESOLUTION 2 - ELECTION OF DIRECTORS

3.1 General

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each annual general meeting. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment and a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

3.2 Bryce Reynolds

Mr. Bryce Reynolds was last re-elected as a director at the 2020 AGM, having initially been appointed as a director on 18 July 2014. Bryce will retire at the conclusion of this meeting and, being eligible, offers himself for re-election.

Bryce has been involved in the finance industry since 1986. His experience includes funds management, proprietary trading, stockbroking and investment banking. He has detailed experience in advisory, mergers and acquisitions and equity capital markets.

In 2006, Bryce established Veritas Securities Limited as a founding director after working for a large investment bank and two mid tiered Australian securities firms. Since then, he has further added to his skill base by being an active company director for numerous private ventures in the funds management and IT/digital fields.

Bryce is Chairman of the Audit and Risk Committee.

3.3 Elissa Hansen

Ms. Elissa Hansen was appointed as a director by the Directors on 1 May 2022. Elissa retires at the conclusion of this meeting in accordance with Clause 39.2 of the Company's Constitution and, being eligible, offers herself for re-election.

Elissa has over 20 years' experience advising boards and management on corporate governance, compliance, investor relations and other corporate related issues. She has worked with boards and management of a range of ASX listed companies including assisting companies through the IPO process.

Elissa is a Fellow of the Governance Institute of Australia and Graduate Member of the Australian Institute of Company Directors. She has a Bachelor of Commerce and a Graduate Diploma in Applied Corporate Governance and brings best practice governance advice, ensuring compliance with the Listing Rules, Corporations Act and other relevant legislation.

Elissa is a director of Zoono Group Limited (ZNO) and QMines Limited (QML) and a member of the Audit and Risk Committee.

4. RESOLUTION 4 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

4.1 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 up to 10% of its issued capital (**Additional Placement Capacity**). For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Aeeris is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital without prior approval from shareholders.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity, should the need arise. The Company has not previously sought and obtained shareholder approval under Listing Rule 7.1A.

As a **special resolution** at least 75% of votes cast by Shareholders eligible to vote at the meeting must be in favour of the resolution for it to be passed.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Aeeris will be able to issue an additional 10% of shares without Shareholder approval under its placement capacity under Listing Rule 7.1A.

If Resolution 4 is not passed, the Company will only have 15% of placement capacity available to it, decreasing the number of equity securities the Company can issue without Shareholder approval over the next 12-month period.

4.3 ASX Listing Rule 7.3A Requirements

Pursuant to ASX Listing Rule 7.3A the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.3A.2 on the basis of the current market price of Shares and the current number of ordinary securities quoted on ASX for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% against the current market price.

Table 1

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.068 50% decrease in Issue Price	\$0.135 Issue Price	\$0.203 50% Increase in Issue Price
71,583,858 (Current number of Shares on Issue)	10% Voting Dilution	7,158,386 Shares	7,158,386 Shares	7,158,386 Shares
	Funds Raised	\$483,191	\$966,382	\$1,449,573
107,375,787 (50% increase in Shares on Issue)	10% Voting Dilution	10,737,579 Shares	10,737,579 Shares	10,737,579 Shares
	Funds Raised	\$724,787	\$1,449,573	\$2,174,360
143,167,716 (100% increase in Shares on Issue)	10% Voting Dilution	14,316,772 Shares	14,316,772 Shares	14,316,772 Shares
	Funds Raised	\$966,382	\$1,932,764	\$2,899,146

The above table is based on the following assumptions:

- The number of shares on issue (variable "A") is calculated as 71,583,858 being all fully paid ordinary shares quoted on ASX as at the date of this Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.

- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.135 was the closing price of shares on ASX on 29 September 2022.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- the time and date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- the time and date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.
- To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.
- The Company may issue equity securities under the Additional Placement Capacity for cash consideration: to raise funds for the development of the Company's new and existing products and services or to fund working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any equity securities under the Additional Placement Capacity.

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

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Aeris sought Additional Placement Capacity at its 2021 Annual General Meeting. During the 12 months preceding the date of this meeting it did not issue any securities utilising its 7.1A placement capacity.

A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing Shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

5. RESOLUTION 5 – APPROVAL OF ISSUE OF SECURITIES UNDER AN EMPLOYEE INCENTIVE PLAN

5.1 General

Resolution 5 seeks Shareholder approval to issue up to 5% of issued capital (3,579,000 securities) under the Company's employee incentive scheme titled "Incentive Performance Rights Plan" (**Performance Rights Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

5.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue performance rights under the Performance Rights Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If Resolution 5 is not passed, the Company will still be able to issue performance rights to employees however, it will use its placement capacity under ASX Listing Rule 7.1 to do so, reducing the number of securities it can issue without Shareholder approval during the period.

5.4 The Performance Rights Plan

Shareholders previously approved adoption of the Company's Performance Rights Plan at its 2018 AGM. Since that time, the Company has issued 7,230,000 securities under the Plan, with 4,150,000 issued to related parties as approved by Shareholders.

The objective of the Performance Rights Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Performance Rights Plan and the future issue of performance rights under the Performance Rights Plan will provide selected Directors (executive or non-executive), and permitted employees and contractors of the Company with the opportunity to participate in the future growth of the Company.

Any issues of performance rights under the Performance Rights Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. Such approval is being sought under Resolutions 6, 7, 8 and 9 of this Notice.

A summary of the key terms and conditions of the Performance Rights Plan is set out in Schedule 1.

6. RESOLUTION 6 - ISSUE OF PERFORMANCE RIGHTS TO MR. KERRY PLOWRIGHT

6.1 Background

The Company has agreed, subject to obtaining Shareholder approval and to the adoption of the Performance Rights Plan (refer Resolution 5) to issue a maximum of 2,575,000 performance rights (**Related Party Performance Rights**) to related parties of the Company as follows:

- (a) 625,000 Performance Rights to Kerry Plowright;
- (b) 625,000 Performance Rights to Bryce Reynolds;

- (c) 500,000 Performance Rights to Nathan Young;
- (d) 500,000 Performance Rights to Elissa Hansen; and
- (e) 325,000 Performance Rights to Margo Plowright.

Each Related Party Performance Rights will vest and convert into one (1) Share upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties). Any unvested Performance Rights will expire unvested four years from issue.

The Company issued related Party Performance Rights in November 2018 following receipt of Shareholder approval at the 2018 AGM. Half of those Performance Rights vested in July 2019 on satisfaction of the Company achieving a Share price equal to or greater than a 20 day VWAP of \$0.15 per fully paid ordinary share (Milestone 2), and the other half will lapse, unvested on 16 November 2022. Milestone 1, which was not met, was on satisfaction of the Company achieving total annual audited revenue of \$3million in any twelve-month period from the existing business (Milestone 1).

The new Performance Rights, the subject of Resolutions 6 to 9, vest on a higher revenue target from the previous tranche that did not vest and will vest on achievement of annual audited revenue of \$4 million (as opposed to \$3 million, the vesting condition of the previous tranche).

6.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue the Performance Rights under the Performance Rights Plan to Mr. Plowright allowing it to appropriately reward the Director's performance and focus their efforts on delivering long-term value for shareholders. The issue of these securities will not reduce the Company's placement capacity to issue additional securities.

If Resolution 6 is not passed, the Company will not be able to grant the Performance Rights to Mr. Plowright and the Board may consider alternative incentive arrangements for the directors such as increased remuneration.

6.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, should be approved by Shareholders.

6.4 ASX Listing Rule 10.15 Requirements

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Related Party Performance Rights to Mr. Kerry Plowright:

- (a) Mr. Kerry Plowright falls in the ASX Listing Rule 10.14.1 as he is a director of the Company;
- (b) 650,000 Performance Rights are to be issued to Mr. Plowright under the Company's Performance Rights Plan (employee incentive scheme);
- (c) Mr. Plowright's current total packages for FY23 is \$139,312;
- (d) the Company previously issued 1,250,000 Performance Rights under the Performance Rights Plan to Mr. Plowright on 16 November 2018 for nil consideration.
- (e) the Performance Rights:

- (i) will vest and convert into fully paid ordinary shares upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties). The terms and conditions of the Performance Rights are set out in Schedule 2;
- (ii) are being issued as the long-term incentive awards because they create share price alignment between the Directors and Shareholders but do not provide the Directors with the full benefits of share ownership (such as voting rights) unless and until the Performance Rights vest and the Shares are issued;
- (iii) Are valued at 1.83 cents each by the Company using a Black-Scholes calculation ;
- (f) the Performance Rights will be granted to Mr. Plowright as soon as practical after the AGM, subject to Shareholder approval and in any event no later than 3 years after the date of the Meeting;
- (g) the Performance Rights will be granted for nil cash;
- (h) A summary of the material terms of the Incentive Performance Rights Plan are set out in Schedule 1;
- (i) no loan will be provided to Mr. Plowright with respect to the Performance Rights;
- (j) Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after these resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

7. RESOLUTION 7 - ISSUE OF PERFORMANCE RIGHTS TO MR. BRYCE REYNOLDS

7.1 Background

See 6.1 above for background.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue the Performance Rights under the Performance Rights Plan to the Mr. Reynolds allowing it to appropriately reward the Director's performance and focus their efforts on delivering long-term value for shareholders. The issue of these securities will not reduce the Company's placement capacity to issue additional securities.

If Resolution 7 is not passed, the Company will not be able to grant the Performance Rights to the Mr. Reynolds and the Board may consider alternative incentive arrangements for the directors such as increased remuneration.

7.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, should be approved by Shareholders.

7.4 ASX Listing Rule 10.15 Requirements

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Related Party Performance Rights to Mr. Bryce Reynolds:

- (a) Mr. Bryce Reynolds falls in the ASX Listing Rule 10.14.1 as he is a director of the Company;
- (b) 650,000 Performance Rights are to be issued to Mr. Reynolds under the Company's Performance Rights Plan (employee incentive scheme);
- (c) Mr. Reynolds's current total packages for FY23 is \$24,000;
- (d) the Company previously issued 1,250,000 Performance Rights under the Performance Rights Plan to Mr. Reynolds on 16 November 2018 for nil consideration.
- (e) the Performance Rights:
 - (i) will vest and convert into fully paid ordinary shares upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties). The terms and conditions of the Performance Rights are set out in Schedule 2;
 - (ii) are being issued as the long-term incentive awards because they create share price alignment between the Directors and Shareholders but do not provide the Directors with the full benefits of share ownership (such as voting rights) unless and until the Performance Rights vest and the Shares are issued;
 - (iii) Are valued at 1.83 cents each by the Company using a Black-Scholes calculation;
- (f) the Performance Rights will be granted to Mr. Reynolds as soon as practical after the AGM, subject to Shareholder approval and in any event no later than 3 years after the date of the Meeting;
- (g) the Performance Rights will be granted for nil cash;
- (h) A summary of the material terms of the Incentive Performance Rights Plan are set out in Schedule 1;
- (i) no loan will be provided to Mr. Reynolds with respect to the Performance Rights;
- (j) Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after these resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

8. RESOLUTION 8 - ISSUE OF PERFORMANCE RIGHTS TO MR. NATHAN YOUNG

8.1 Background

See 6.1 above for background.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to issue the Performance Rights under the Performance Rights Plan to the Mr. Young allowing it to appropriately reward the Director's performance and focus their efforts on delivering long-term value for shareholders. The issue

of these securities will not reduce the Company's placement capacity to issue additional securities.

If Resolution 8 is not passed, the Company will not be able to grant the Performance Rights to the Mr. Young and the Board may consider alternative incentive arrangements for the directors such as increased remuneration.

8.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, should be approved by Shareholders.

8.4 ASX Listing Rule 10.15 Requirements

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Related Party Performance Rights to Mr. Nathan Young:

- (a) Mr. Nathan Young falls in the ASX Listing Rule 10.14.1 as he is a director of the Company;
- (b) 500,000 Performance Rights are to be issued to Mr. Young under the Company's Performance Rights Plan (employee incentive scheme);
- (c) Mr. Young's current total packages for FY23 is \$24,000;
- (d) the Company previously issued 1,000,000 Performance Rights under the Performance Rights Plan to Mr. Young on 16 November 2018 for nil consideration.
- (e) the Performance Rights:
 - (i) will vest and convert into fully paid ordinary shares upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties). The terms and conditions of the Performance Rights are set out in Schedule 2;
 - (ii) are being issued as the long-term incentive awards because they create share price alignment between the Directors and Shareholders but do not provide the Directors with the full benefits of share ownership (such as voting rights) unless and until the Performance Rights vest and the Shares are issued;
 - (iii) Are valued at 1.83 cents each by the Company using a Black-Scholes calculation ;
- (f) the Performance Rights will be granted to Mr. Young as soon as practical after the AGM, subject to Shareholder approval and in any event no later than 3 years after the date of the Meeting;
- (g) the Performance Rights will be granted for nil cash;
- (h) A summary of the material terms of the Incentive Performance Rights Plan are set out in Schedule 1;
- (i) no loan will be provided to Mr. Young with respect to the Performance Rights;
- (j) Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after these resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

9. RESOLUTION 9 - ISSUE OF PERFORMANCE RIGHTS TO MS. ELISSA HANSEN

9.1 Background

See 6.1 above for background.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to issue the Performance Rights under the Performance Rights Plan to the Ms. Hansen allowing it to appropriately reward the Director's performance and focus their efforts on delivering long-term value for shareholders. The issue of these securities will not reduce the Company's placement capacity to issue additional securities.

If Resolution 9 is not passed, the Company will not be able to grant the Performance Rights to the Ms. Hansen and the Board may consider alternative incentive arrangements for the directors such as increased remuneration.

9.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, should be approved by Shareholders.

9.4 ASX Listing Rule 10.15 Requirements

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Related Party Performance Rights to Ms. Elissa Hansen:

- (a) Ms. Elissa Hansen falls in the ASX Listing Rule 10.14.1 as she is a director of the Company;
- (b) 500,000 Performance Rights are to be issued to Ms. Hansen under the Company's Performance Rights Plan (employee incentive scheme);
- (c) Ms. Hansen's current total packages for FY23 is \$51,600 which includes director and secretarial fees;
- (d) the Company previously issued 350,000 Performance Rights under the Performance Rights Plan to Ms. Hansen on 16 November 2018 for nil consideration.
- (e) the Performance Rights:
 - (i) will vest and convert into fully paid ordinary shares upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties). The terms and conditions of the Performance Rights are set out in Schedule 2;
 - (ii) are being issued as the long-term incentive awards because they create share price alignment between the Directors and Shareholders but do not provide the Directors with the full benefits of share ownership (such as voting rights) unless and until the Performance Rights vest and the Shares are issued;
 - (iii) Are valued at 1.83 cents each by the Company using a Black-Scholes calculation;
- (f) the Performance Rights will be granted to Ms. Hansen as soon as practical after the AGM, subject to Shareholder approval and in any event no later than 3 years after the date of the Meeting;
- (g) the Performance Rights will be granted for nil cash;

- (h) A summary of the material terms of the Incentive Performance Rights Plan are set out in Schedule 1;
- (i) no loan will be provided to Ms. Hansen with respect to the Performance Rights;
- (j) Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after these resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

10. RESOLUTION 10 - ISSUE OF PERFORMANCE RIGHTS TO MS. MARGO PLOWRIGHT

10.1 Background

See 6.1 above for background to the issue.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to issue the Performance Rights under the Performance Rights Plan to the Ms. Plowright allowing it to appropriately reward the Director's performance and focus their efforts on delivering long-term value for shareholders. The issue of these securities will not reduce the Company's placement capacity to issue additional securities.

If Resolution 10 is not passed, the Company will not be able to grant the Performance Rights to the Ms. Plowright and the Board may consider alternative incentive arrangements for the directors such as increased remuneration.

10.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, should be approved by Shareholders.

10.4 ASX Listing Rule 10.15 Requirements

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Related Party Performance Rights to Ms. Margo Plowright:

- (a) Ms. Margo Plowright falls in the ASX Listing Rule 10.14.2 as she is the spouse of Mr. Kerry Plowright who is a director of the Company;
- (b) 500,000 Performance Rights are to be issued to Ms. Plowright under the Company's Performance Rights Plan (employee incentive scheme);
- (c) Ms. Plowright's current total packages for FY23 is \$80,000;
- (d) the Company previously issued 650,000 Performance Rights under the Performance Rights Plan to Ms. Plowright on 16 November 2018 for nil consideration.
- (e) the Performance Rights:
 - (i) will vest and convert into fully paid ordinary shares upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of

issued capital acquired by a party or group of related parties). The terms and conditions of the Performance Rights are set out in Schedule 2;

- (ii) are being issued as the long-term incentive awards because they create share price alignment between the Directors and Shareholders but do not provide the Directors with the full benefits of share ownership (such as voting rights) unless and until the Performance Rights vest and the Shares are issued;
- (iii) Are valued at 1.83 cents each by the Company using a Black-Scholes calculation;
- (f) the Performance Rights will be granted to Ms. Plowright as soon as practical after the AGM, subject to Shareholder approval and in any event no later than 3 years after the date of the Meeting;
- (g) the Performance Rights will be granted for nil cash;
- (h) A summary of the material terms of the Incentive Performance Rights Plan are set out in Schedule 1;
- (i) no loan will be provided to Ms. Plowright with respect to the Performance Rights;
- (j) Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after these resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Annual General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

Annual General Meeting Proxy Form means the proxy form accompanying the Notice of Annual General Meeting.

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

ASIC means the Australian Securities & Investments Commission.

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.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair 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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Aeeris Ltd (ACN 166 705 595).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Annual General Meeting means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

Performance Right means the right to subscribe for one Share on attainment of the vesting conditions.

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

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

Shareholder means a registered holder of a Share.

SCHEDULE 1

SUMMARY OF EMPLOYEE INCENTIVE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan to be adopted by the Company:

- (a) **Eligible Participants:** Participants eligible to participate in the Performance Rights Plan include directors, and full-time or part-time employees, casual employees or contractors of the Company, or any of its subsidiaries and any other related bodies corporate of the Company or any other person that ASIC declares is eligible to receive a grant of rights to acquire Shares (**Employee Rights**) under the Performance Rights Plan and who are declared by the Board as eligible to receive grants of Employee Rights under the Performance Rights Plan (**Eligible Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for up to a specified number of Employee Rights, upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions as the Board determines (**Offer**).
- (c) **No Consideration:** Employee Rights granted under the Performance Rights Plan will be issued for nil cash consideration.
- (d) **Rights:** Each Employee Right issued under the Performance Rights Plan is a right to be issued with or transferred a Share, free of encumbrances.
- (e) **Expiry Date:** means the date on which an Employee Right lapses (if it has not already lapsed in accordance with the Performance Rights Plan) as specified in the offer made to the Eligible Participant.
- (f) **Vesting Conditions:** The Board will determine the vesting conditions that must be satisfied by an Eligible Participant before the Employee Right vests in the holder (**Vesting Conditions**). Any Vesting Conditions will be specified in the written Offer made by the Board to the Eligible Participant and for the avoidance of doubt may include accelerated vesting where specified.
- (g) **Vesting:** An Employee Right will vest where the Vesting Conditions are satisfied or waived by the Board.
- (h) **Exercise of Employee Right:** A participant may exercise an Employee Right that is entitled to be exercised by lodging with the Company a notice of exercise of the Employee Right and the certificate for the Employee Right.
- (i) **Waiver of Vesting Conditions:** The Board may resolve to waive any of the Vesting Conditions applying to Employee Rights, including where:
 - (i) a participant dies or has total and permanent disability;
 - (ii) a participant ceases to be employed by the Company, its subsidiaries or its related bodies corporate or act as a director;
 - (iii) a participant suffers severe financial hardship;
 - (iv) the participant or of an immediate family member of the participant becomes terminally ill; or
 - (v) a change of control occurs or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (j) **Lapse of Employee Rights:** An Employee Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Employee Rights occurring;
 - (ii) a failure to meet the Vesting Conditions;

- (iii) a participant fails to exercise an Employee Right within the required time;
 - (iv) the Expiry Date;
 - (v) the participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Employee Right;
 - (vi) the Company undergoes a change in control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Employee Right; or
 - (vii) a determination of the Board that the Employee Right is to lapse due to fraud or dishonesty.
- (k) **Restrictions on Dealings and Hedging:** An Employee Right granted under the Performance Rights Plan is only transferable, assignable or able to be otherwise disposed or encumbered with the consent of the Board, or by force of law upon death or bankruptcy of the Eligible Participant (or their nominee). An Eligible Participant must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to their Employee Rights. The Employee Rights will immediately lapse if the Eligible Participant breaches this rule.
- (l) **Share Restriction Period:** The Board may, in its discretion, determine at any time up until exercise of Employee Rights, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Employee Rights (**Restricted Shares**), up to a maximum four (4) years from the grant date of the Employee Rights. A Participant must not dispose of or otherwise deal with any Shares issued to them under the Performance Rights Plan while they are Restricted Shares.
- (m) **Quotation:** The Company will not apply for quotation of the Employee Rights. If Shares of the same class as those issued under the Performance Rights Plan are listed on the ASX, the Company will apply to the ASX for those Shares to be listed within a reasonable time after they are issued and following the date any restriction period that applies to the Shares ends.
- (n) **Participation Rights:** Other than adjustments for bonus issues and reorganisation of the issued capital of the Company, participants are not entitled to participate in any new issue of securities of the Company as a result of their holding Employee Rights during the currency of any Employee Rights and prior to vesting. In addition, participants are not entitled to vote nor receive dividends as a result of their holding Employee Rights.

SCHEDULE 2

TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Related Party Performance Rights:

- (a) **(Vesting)**: The Related Party Performance Rights shall vest upon satisfaction of the Company achieving annual audited revenue of \$4 million within three (3) years from issue or in the event of a successful takeover of the Company (being 50.1% of issued capital acquired by a party or group of related parties).
- (b) **(Conversion)**: each Related Party Performance Right will, at the election of the holder, convert into one Share.
- (c) **(Lapse of a Performance Right)**: If a Related Party Performance Right has not been converted into a Share prior to the date that is four (4) years from the date of issue of the Performance Right, the Performance Right will automatically lapse.
- (d) **(Consideration)**: The Related Party Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Related Party Performance Rights into Shares.
- (e) **(Share ranking)**: All Shares issued upon conversion of the Related Party Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (f) **(Listing of Shares on ASX)**: The Related Party Performance Rights will not be quoted on ASX. Upon conversion of the Related Party Performance Rights into Shares, the Company will apply for quotation of all Shares issued upon conversion of the Related Party Performance Rights within the period required by ASX.
- (g) **(Timing of issue of Shares on exercise)**: Within 10 Business Days after the date that the Related Party Performance Rights are exercised, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Related Party Performance Rights exercised;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Related Party Performance Rights.
- (h) **(Transfer of Performance Rights)**: A Related Party Performance Right is not transferable (including encumbering the Related Party Performance Rights).
- (i) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Related Party Performance Rights and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Related Party Performance Rights.
- (j) **(Adjustment for reconstruction)**: If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Related Party Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (k) **(Dividend and Voting Rights)**: A Performance Right does not confer upon the holder an entitlement to notice of, or to vote or attend at, a meeting of the Shareholders of the Company or receive dividends declared by the Company.



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 (AEDT) on Saturday 19 November 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/aeragm2022>

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 copy 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 (AEDT) on Saturday 19 November 2022.** 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/aeragm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 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 **Aeeris Limited** (Company) 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 Annual General Meeting of the Company to be held at Border Room, Level 3, Twin Towers Conference and Function Centre, 2 Wharf Street, Tweed Heads NSW 2485 **on Monday 21 November, 2022 at 10:00 am** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,6-10, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,6-10 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,6-10.) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr. Bryce Reynolds as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Elect Ms. Elissa Hansen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Additional Share Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Securities under an Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights – Mr Kerry Plowright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Performance Rights – Mr. Bryce Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Performance Rights – MR Nathan Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Performance Rights – Ms. Elissa Hansen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Performance Rights – Mrs Margo Plowright	<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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022