

Notice of the Annual General Meeting and Explanatory Memorandum

KneoMedia Limited
ACN 009 221 783

Date: Wednesday, 26 November 2025

Time: 10.30 am (AEDT)

Thomson Geer
Place: Level 23, Rialto South Tower, 525 Collins Street
Melbourne VIC 3000 Australia

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is given that the 2025 Annual General Meeting of KneoMedia Limited (ACN 009 221 783) will be held at the offices of Thomson Geer, at Level 23, Rialto South Tower, 525 Collins Street, Melbourne, Victoria on Wednesday, 26 November 2025 at 10.30 am (AEDT)

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and Related Reports

Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2025.

2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2025 Annual Report which is available on the Company's website (https://www.kneomedia.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following resolution as an advisory resolution : <i>"That the Remuneration Report for the financial year ended 30 June 2025 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	A voting exclusion and prohibition statement apply to this resolution. Please see below.

3. Re-election of Director

Resolution 2	Re-election of Mr Jeffrey Bennett as Director (ordinary resolution)
Description	Mr Jeffrey Bennett, who was appointed as a Director on 19 March 2008, retires as a Director of the Company in accordance with Article 47(b)(i) of the Company's constitution and, being eligible, offers himself for re-election under Article 46(c) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That for the purposes of Article 46 and 47 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Jeffrey Bennett is re-elected as a Director of the Company."</i>

4. Approval of Issue of Shares to Directors

Resolution 3	Approval of issue of shares to Director Jeffrey Bennett in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 21,000,000 Shares at \$0.002 per share to Mr Jeffrey Bennett, Non-Executive Director in lieu of Director's fees for FY2025.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 21,000,000 Shares at \$0.002 per share to Mr Jeffrey Bennett, Non-Executive Director, or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution. Please see below.

Resolution 4	Approval of issue of shares to Director James Kellett in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 10,000,000 Shares at \$0.002 per share to Mr James Kellett, Executive Director in lieu of Director's fees for FY2025.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 10,000,000 Shares at \$0.002 per share to Mr James Kellett, Non-Executive Director, or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting	A voting exclusion and prohibition statement applies to this resolution. Please see

Exclusion	below.
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Resolution 5	Approval of issue of shares to UK subsidiary Director in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 9,160,000 Shares at \$0.002 per share to Lord Anthony St. John, the Chairman of the Company's UK subsidiary KneoWorld UK Ltd, in lieu of outstanding Director's fees owing to Lord St. John, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 9,160,000 Shares at \$0.002 per share to Lord Anthony St. John or his nominee(s) in lieu of fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

5. Approval of the Long-Term Incentive Plan (LTIP)

Resolution 6	Approval of the Long-Term Incentive Plan
Description	Resolution 6 seeks shareholder approval for the Company's Long-Term Incentive Plan (LTIP or Plan) for the purposes of the Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That the Long-term Incentive Plan, which is summarised in the Explanatory Statement, be approved for the purposes of ASX Listing Rule 7.2 exception 13".</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

6. Director Participation in the Long-Term Incentive Plan (LTIP)

Resolution 7	Approval of the issue of Performance Rights to Mr James Kellett pursuant to the LTIP (ordinary resolution)
Description	Resolution 7 seeks shareholder approval for the issue of 20,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Company's Executive Chairman and CEO, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 20,000,000 performance</i>

	rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Executive Chairman and CEO of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 8	Approval of the issue of Performance Rights to Mr Jeffrey Bennett pursuant to the LTIP (ordinary resolution)
Description	Resolution 8 seeks shareholder approval for the issue of 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, a Non-Executive Director of the Company, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, Non-Executive Director of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 9	Approval of the issue of Performance Rights to Mr Frank Lieberman pursuant to the LTIP (ordinary resolution)
Description	Resolution 9 seeks shareholder approval for the issue of 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

7. Issue of Options

Resolution 10	Approval of the Issue of the Bridging Loan Variation Options (ordinary resolution)
Description	The Company seeks shareholder approval for the issue 75,000,000 options, each to acquire 1 ordinary fully paid share in the Company, to Lind Global Fund II, LP.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution: <i>“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 75,000,000 Options on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 11	Approval of the Issue of Convertible Note Variation Options (ordinary resolution)
Description	The Company seeks shareholder approval for the issue 50,000,000 options, each to acquire 1 ordinary fully paid share in the Company, to Lind Global Macro Fund, LP and John Hancock.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution: <i>“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 100,000,000 Options on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

8. Approval of 10% Placement Capacity

Resolution 12	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued</i>

	<i>Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

VOTING EXCLUSIONS AND PROHIBITION STATEMENTS

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

Resolution 1 – Adoption of Remuneration Report	Voting Prohibition - s250BD and s250R In accordance with Section 250BD(1) and Section 250R(4) of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: • a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2025; or • a Closely Related Party of a member of the KMP. However, a person described above 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: • the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or • the proxy is the Chair of the Meeting, and the appointment of the Chair as a proxy: a) does not specify the way the proxy is to vote on this Resolution; and b) 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 KMP. The vote on this item is advisory only and does not bind the Directors or the Company.
Resolution 3 – Approval of issue of Shares to Director in lieu of fees	The entity will disregard any votes cast in favour of the resolution by or on behalf of Jeffrey Bennett (or his nominee(s)) or an associate of the Director (or his nominee(s)). 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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 Prohibition - s250BD In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if the person is either: ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company; and ▪ the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if: ▪ the proxy is the Chairman of the Meeting; and the appointment expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
Resolution 4 – Approval of issue of Shares to Director in lieu of fees	The entity will disregard any votes cast in favour of the resolution by or on behalf of James Kellett (or his nominee(s)) or an associate of the Director (or his nominee(s)). 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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 Prohibition - s250BD In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if the person is either: ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company; and ▪ the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if:

	the proxy is the Chairman of the Meeting; and the appointment expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
Resolution 5 – Approval of issue of Shares to UK Subsidiary Director in lieu of fees	The entity will disregard any votes cast in favour of the resolution by or on behalf of: - Lord Anthony St. John (or his nominee(s)); or - an associate of Lord Anthony St. John (or his nominee(s)). 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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.
Resolution 6 – Approval of the Long-Term Incentive Plan	The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the employee incentive scheme, or any associate of those persons. However, this does not apply to a vote cast in favour of the 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.
Resolutions 7 – 9 Performance Rights to Directors	The Company will disregard any votes cast in favour of these resolutions by: (a) The Directors of the Company, being Messrs James Kellett, Jeffrey Bennett and Frank Lieberman, and their nominee(s); (b) any associates of the persons named in sub-paragraph (a); and (c) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. However, the Company will not disregard a vote if 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 that specify how the proxy is to vote on this resolution; or ○ the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
Resolutions 10 to 11 – Issue of Options	The entity will disregard any votes cast in favour of the resolution by or on behalf of: ▪ the recipients of the Options (or their nominee(s)); or ▪ an associates of the recipients (or their nominee(s)). 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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.

Resolution 12 – Approval of 10% Placement Capacity under Listing Rule 7.1A	If, at the time of the Meeting, the Company is proposing to make an issue of securities under Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, this does not apply to a vote cast in favour of the 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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. Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting. If an issue is proposed under Rule 7.1A between the date of this Notice of Meeting and the Meeting itself, any Shareholders participating in that proposed issue will be excluded from voting.
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Dated: 24 October 2025

By order of the Board of KneoMedia Limited

A handwritten signature in blue ink, appearing to read 'Eryl Baron'.

Eryl Baron
Company Secretary

QUESTIONS FROM SHAREHOLDERS

If you have any question for the Company's auditor, Connect National Audit, in relation to the conduct of the external audit for the year ended 30 June 2025, or the content of its audit report please send your questions to:

The Company Secretary, **KneoMedia Limited**
company.secretary@boardroomlimited.com.au

Written questions to the auditor must be received by no later than **10.30 am (AEDT) on Wednesday, 19 November 2025.**

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.

appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.

- c) A proxy need not be a shareholder of the Company.
d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **10.30 am (AEDT) on Monday, 24 November 2025**

- online by going to <https://www.votingonline.com.au/knmagm2025>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (AEDT) on Monday, 24 November 2025** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1.
- However, the Chairman of a meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.
- The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.
- If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

**EXPLANATORY MEMORANDUM
TO NOTICE OF 2025 ANNUAL GENERAL MEETING**

Item 1	Financial and Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2025 to be laid before the Company's 2025 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2025 Annual Report is available from the Company's website (www.kneomedia.com). The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2025, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Connect National Audit in relation to the conduct of the audit.

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2025 Annual Report and is available on the Company's website (www.kneomedia.com). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.

Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 2	Re-election of Mr Jeffrey Bennett as Director (ordinary resolution)
Explanation	Article 47 of the Company's constitution requires at least one Director to retire at each annual general meeting of the Company. Under Article 47(b)(i) of the constitution, the Director to retire is the person who has held office as Director for the longest period of time since their last election or appointment to that office. Mr Bennett has held office as Director for the longest period of time since his last re-election to office in 2023 and accordingly retires as a Director at the 2025 Annual General Meeting. Mr Bennett, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.
About Mr Jeffrey Bennett	Mr Bennett was appointed to the Company's Board as a Non-Executive Director on 19 March 2008. Mr Bennett is a highly experienced finance executive with extensive experience in all facets of finance and business within IT. Mr Bennett was co-owner of GlassandCo Pty Ltd, recently sold to Deloitte. He spent the previous 15 years at PS&C Limited (ASX:PSZ), DXC Technology, Computer Sciences Corporation, UXC Limited and Ingena Limited in senior finance roles. Following his role as Chairman of the Board at Jameson Resources Ltd (ASX:JAL) between 2007-2012, Mr Bennett undertook a non-executive Directorship of Jameson Resources Ltd between 2012-2017. Mr Bennett has a thorough understanding of the complexities involved with multinationals and companies listed on the ASX. Mr Bennett holds a Bachelor of Commerce and is a Fellow of CPA Australia. Mr Bennett has not held directorships in other listed companies in the past 3 years.
Board Recommendation	The Board, with Mr Bennett abstaining, recommends that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 3	Approval of issue of Shares to Director Jeffery Bennett in lieu of fees
Explanation	Mr Jeffrey Bennett, a Non-Executive Director of the Company, is currently entitled to receive remuneration of \$42,000 per annum for his services as Non-Executive

	Director. No superannuation is payable to Mr Bennett as part of his remuneration package. As previously advised to Shareholders, in order to preserve the Company's funds, where practicable the Board seeks to make payment of Non-Executive Director fees in Shares instead of cash, subject to obtaining the prior approval of Shareholders. This is considered by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, and concurrently further aligns the interests of Non-Executive Directors with that of shareholders. During the period from 1 July 2024 and 30 June 2025, the total fees which have accrued and are owing to Mr Bennett is \$42,000. The Board intends to make payment of the outstanding fees in Shares. The 21,000,000 Shares proposed to be issued to Mr Bennett will be issued at an average deemed issue price of \$0.002 per Share, and accordingly the total deemed value of the Shares to be issued to Mr Bennett will be \$42,000. The deemed issue price of has been calculated on the basis of the average volume weighted average price (VWAP) of the Company's Shares taken on the last five trading days of each month between 1 July 2024 and 30 June 2025. The alternative to the issue of the shares to the Director would be to make full payment of his fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to the Director in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of the Directors with that of shareholders. The Shares are to be issued to the Director or his nominee(s) will be issued for nil consideration and no funds will be raised as a result.
Approval not sought under Chapter 2E of the Corporations Act	For the purposes of Chapter 2E, the Directors are related parties to the Company by virtue of section 228(2) of the Corporations Act. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

	One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company. In the view of the Board, the Shares to be issued to the Director in lieu of fees constitute “reasonable remuneration” and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give the Director the financial benefit that is inherent in the issue of the Shares.										
ASX Listing Rules	ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As the Directors are related parties to the Company and accordingly Resolution 3 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to the Director. If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 3 will not deplete the Company’s 15% Placement Capacity.										
Specific information for Resolution 3	In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders: <table> <tr> <td>Maximum no. of securities to be issued</td><td>21,000,000 Shares</td></tr> <tr> <td>Date by which securities will be issued</td><td>If shareholder approval is obtained for Resolution 3, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.</td></tr> <tr> <td>Recipient of issue</td><td>Mr Jeffrey Bennett or his nominee(s)</td></tr> <tr> <td>Terms of securities</td><td>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td></tr> <tr> <td>Use of funds raised</td><td>No funds will be raised by the issue of shares to Mr Bennett or his nominee(s).</td></tr> </table>	Maximum no. of securities to be issued	21,000,000 Shares	Date by which securities will be issued	If shareholder approval is obtained for Resolution 3, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.	Recipient of issue	Mr Jeffrey Bennett or his nominee(s)	Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Use of funds raised	No funds will be raised by the issue of shares to Mr Bennett or his nominee(s).
Maximum no. of securities to be issued	21,000,000 Shares										
Date by which securities will be issued	If shareholder approval is obtained for Resolution 3, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.										
Recipient of issue	Mr Jeffrey Bennett or his nominee(s)										
Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.										
Use of funds raised	No funds will be raised by the issue of shares to Mr Bennett or his nominee(s).										
Voting Exclusion and Prohibition	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.										
Board Recommendation	The Board, with Mr Bennett abstaining, recommends that shareholders vote in favour of this resolution.										

Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.
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Resolution 4	Approval of issue of Shares to Director James Kellett in lieu of fees
Explanation	Mr James Kellett, an Executive Director of the Company, is currently entitled to receive remuneration of \$320,739 per annum for his services Executive Chairman of the Company, including superannuation. The Board intends to make payment of \$20,000 of this remuneration in Shares, with 10,000,000 Shares proposed to be issued to Mr Kellett at an average deemed issue price of \$0.002 per Share,. The deemed issue price of has been calculated on the basis of the average volume weighted average price (VWAP) of the Company's Shares taken on the last five trading days of each month between 1 July 2024 and 30 June 2025. The alternative to the issue of the shares to the Director would be to make full payment of his fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to the Director in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of the Directors with that of shareholders. The Shares are to be issued to the Director or his nominee(s) will be issued for nil consideration and no funds will be raised as a result.
Approval not sought under Chapter 2E of the Corporations Act	For the purposes of Chapter 2E, the Directors are related parties to the Company by virtue of section 228(2) of the Corporations Act. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company. In the view of the Board, the Shares to be issued to the Director in lieu of fees constitute "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E

	of the Corporations Act in order to give the Director the financial benefit that is inherent in the issue of the Shares.										
ASX Listing Rules	ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As Mr Kellett is a related party to the Company Resolution 4 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to the Director. If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 4 will not deplete the Company's 15% Placement Capacity.										
Specific information for Resolution 4	In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders: <table> <tr> <td>Maximum no. of securities to be issued</td><td>10,000,000 Shares</td></tr> <tr> <td>Date by which securities will be issued</td><td>If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.</td></tr> <tr> <td>Recipient of issue</td><td>Mr James Kellett or his nominee(s)</td></tr> <tr> <td>Terms of securities</td><td>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td></tr> <tr> <td>Use of funds raised</td><td>No funds will be raised by the issue of shares to Mr Kellett or his nominee(s).</td></tr> </table>	Maximum no. of securities to be issued	10,000,000 Shares	Date by which securities will be issued	If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.	Recipient of issue	Mr James Kellett or his nominee(s)	Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Use of funds raised	No funds will be raised by the issue of shares to Mr Kellett or his nominee(s).
Maximum no. of securities to be issued	10,000,000 Shares										
Date by which securities will be issued	If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.										
Recipient of issue	Mr James Kellett or his nominee(s)										
Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.										
Use of funds raised	No funds will be raised by the issue of shares to Mr Kellett or his nominee(s).										
Voting Exclusion and Prohibition	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.										
Board Recommendation	The Board, with Mr Kellett abstaining, recommends that shareholders vote in favour of this resolution.										
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.										

Resolution 5	Approval of issue of Shares to UK Director in lieu of fees
Explanation	Resolution 5, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 9,160,000 fully paid ordinary shares in the Company to Lord Anthony St. John in lieu of fees payable to him for his role as the

	chairman of the Company's UK subsidiary KneoWorld UK Ltd over 12 months, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Reason for Resolution 5	The effect of Resolution 5 will be to allow the Company to issue Shares to Lord Anthony St. John during the period of 3 months after the General Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.
Specific information required by ASX Listing Rule 7.3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders: Maximum no. of securities to be issued 9,160,000 fully paid ordinary shares. Date by which securities will be issued If shareholder approval is obtained for Resolution 5, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting (or such longer period of time as ASX may in its discretion allow). Issue price per security The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.002 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 July 2024 and 30 June 2025., Recipient of issue The Shares will be issued to Lord Anthony St. John or his nominee. Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. Use of funds raised No funds will be raised from the issue of the Shares as they are being issued for nil cash consideration but as consideration for the services provided by Lord St. John for his role as a director of the Company's UK subsidiary.
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 6	Approval of the Long-Term Incentive Plan (LTIP)
Explanation	Resolution 6 seeks shareholder approval for the Company's Long-Term Incentive Plan (LTIP) for the purposes of the Listing Rules and the Corporations Act.
ASX Listing Rules	Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue. Listing Rule 7.2 contains a number of exceptions to the prohibition contained in Listing Rule 7.1. In particular, under Exception 13 in Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not counted for the purposes of Listing Rule 7.1. Resolution 6 is designed to satisfy the requirements of Listing Rule 7.2.
Corporations Act	Section 259B(1) of the Corporations Act prohibits a company from taking security over its shares except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by resolution passed at a general meeting of the company. Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee shares schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company. Accordingly, shareholder approval is sought under Resolution 5 to ensure compliance with these sections of the Corporations Act.
Purpose of LTIP	The purpose of the LTIP is to provide incentives to management and directors of the Company who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from directors and management and to better enable the Company to retain its management personnel in a highly competitive industry. Should Resolution 6 be passed, the Company will have the necessary flexibility to issue securities as an incentive to management personnel, and the issue of securities under the LTIP will not be included within the Company's placement capacity pursuant to Listing Rule 7.1. A summary of the LTIP is provided below.
Details of the LTIP	General The LTIP is intended to retain and motivate the Company's management team.

	Under the LTIP, the Board has the discretion to offer shares or grant options and performance rights to eligible employees (which includes directors) of the Company or a related body corporate. An offer of shares may be accompanied by an offer of a loan (acquisition loan) from the Company or a related body corporate to acquire the shares. Note: there is no current proposal to offer shares or acquisition loans under the LTIP. Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of both time based and performance-based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price. The Board has the discretion to amend the rules of the LTIP (including respectively in respect of previous awards of shares, options or performance rights) but not so as to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant. Awards under the LTIP are made at the Board's discretion. Eligibility The rules allow for offers under the LTIP to be made to any employee of the Company or a related body corporate, including directors, or such other person as the Board determines. However, it has been the case and it is currently intended to continue to be the case that participation in the LTIP will only be offered to the Company's senior executive leadership team including directors. Issue of shares and grant of options and performance rights Shares, options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance-based hurdles. The Board determines the details of the vesting conditions attaching to shares, options and performance rights under the LTIP prior to offers of participation being made. Shares, options or performance rights will only vest (under normal circumstances) upon satisfaction of the time and performance-based vesting conditions. If those conditions are not met, shares will be bought back or the options or performance rights will generally expire and not be capable of exercise. No amount is payable on the grant of options or performance rights offered under the LTIP. Delivery of shares Shares in the Company will be delivered to participants upon exercise of vested options or performance rights. On exercise, the Company may deliver shares by new issue or by purchasing shares for transfer to participants. No exercise price is
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payable on the exercise of performance rights unless otherwise determined by the Board at the date of grant.

Buy-back of shares

The LTIP provides for the buy-back of shares offered under the LTIP in certain circumstances, including on the forfeiture of the shares. Buy-back proceeds must be applied towards the repayment of any acquisition loan used to acquire the shares.

Change of control

On a change of control of the Company, the Board has discretion to waive the vesting conditions applicable to unvested options and performance rights, subject to such terms and conditions as it determines.

Plan limits

Issues of shares including on exercise of options or performance rights granted under the LTIP will be subject to a cap of 5% of the issued share capital of the Company, inclusive of shares that may be issued under other employee incentive schemes of the Company for employees and non-executive directors, but disregarding offers made outside of Australia, made under a prospectus or other disclosure document or which do not require a disclosure document.

Expiry of options and performance rights

Unless otherwise determined by the Board in its discretion, options and performance rights which have not been exercised will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the options or performance rights are to be forfeited.

Restrictions on shares and forfeiture conditions

Shares, options and performance rights, and shares delivered on exercise, may be subject to forfeiture (subject to lifting at the discretion of the Board) if a participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate. In addition, the Board can decide, on the offer of shares or the grant of options or performance rights under the LTIP the circumstances under which the shares, options or performance rights are to be forfeited in additional circumstances, such as the termination or cessation of employment. Shares delivered on exercise of options or performance rights may be subject to disposal restrictions (subject to removal at the discretion of the Board).

Hedging economic exposure prohibited

Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the LTIP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the LTIP.

Securities issued under LTIP	Since the date of the last approval by shareholders of the LTIP, being the 2022 Annual General Meeting held on 29 November 2022, 26,022,260 performance rights have been issued under the LTIP. These rights will lapse on 30 November 2025. The maximum number of equity securities that can be issued under the scheme following the approval is 175.5m (being 5% of the current Ordinary shares on issue). Resolutions 7 – 9 at the 2025 AGM request approval for the issue of Performance Rights to all three Directors.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

Resolutions 7 to 9 (inclusive)	Approval of the issue of Performance Rights to Messrs Kellett, Bennett and Lieberman pursuant to the LTIP
Explanation	Resolutions 7 to 9 (inclusive) seek shareholder approval for the issue of: 20,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Company's Executive Chairman and CEO, or his nominee(s) (Kellett Performance Rights); 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, a Non-Executive Director of the Company, or his nominee(s) (Bennett Performance Rights); and 10,000,000 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s) (Lieberman Performance Rights).
Shareholder Approval	Shareholder approval of the issue of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights is sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the following purposes: ASX Listing Rules In general, Listing Rule 10.14 provides that a company must not permit a director, an associate of a director, or a person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained, to acquire securities under an employee incentive scheme without shareholder approval. In accordance with the Listing Rules, shareholders are being asked under Resolutions 7 to 9 (inclusive) to approve the grant of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights under the LTIP

	(collectively the Performance Rights), and to the extent those Performance Rights vest, the underlying ordinary shares (Performance Shares). In considering the issue of performance rights to Mr. Jeffrey Bennett, a Non-Executive Director, the Board acknowledges that the grant of performance rights to a Non-Executive Director is contrary to the ASX Corporate Governance Principles and Recommendations which recommend that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options or performance rights. However, the Board considers the grant of the Bennett Performance Rights constitutes cost effective consideration to Mr. Bennett for his ongoing commitment and contribution to the Company and constitutes reasonable remuneration to the Director in the circumstances of the Company and the Directors (including their responsibilities as Directors of the Company). Corporations Act Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company. Currently, the Company’s Executive Chairman and CEO Mr. James Kellett receives Directors’ fees of \$287,658 per annum excluding superannuation, Non-Executive Director Mr. Jeffrey Bennett receives Directors’ fees of \$42,000 per annum excluding superannuation and Executive Director Mr. Frank Lieberman receives Directors’ fees of \$48,129 per annum excluding superannuation. The remuneration that the Directors receive for performing their duties as a Director is below the average remuneration levels for directors of companies with similar size to the Company’s. The grant of the Performance Rights is a cash free, effective and efficient way to provide the Directors with an appropriate and market level of Directors’ remuneration. An alternative to the issue of the Performance Rights would be to increase the Directors’ cash remuneration. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company’s business, the Board considers the issue of the
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	Performance Rights to be an appropriate cash-free method of remunerating the Directors for their commitment and contribution to the Company. On this basis, in the view of the Board, the issue of the Performance Rights constitutes “reasonable remuneration” in respect of the Directors and, as the provision of such a benefit is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval in order to give the Directors the financial benefit that is inherent in the issue to them of the Performance Rights. Accordingly, Resolutions 6 to 8 (inclusive) do not seek approval for the purposes of Chapter 2E of the Corporations Act.
Terms of Performance Rights	All Performance Rights the subject of Resolutions 7 to 9 (inclusive) has the same terms and vesting conditions, which include the following: ▪ The Performance Rights are subject to the following vesting conditions (Performance Hurdles): ○ KNeoMedia's achievement of \$6 million gross revenue during any given 12 consecutive months (Revenue Hurdle); and ○ The holder continues as a Director until the date that the Revenue Hurdle is achieved. ▪ The Performance Rights will lapse if the Performance Hurdles are not achieved by 30 November 2028 (Performance Hurdle Expiry Date). ▪ Subject to the satisfaction of the Performance Hurdles in relation to each Director, the relevant Director will receive one share in the Company for each vested Performance Right. Any Performance Right which does not vest according to the vesting requirements by the Performance Hurdle Expiry Date will lapse. ▪ No cash consideration is payable for the issue of the Performance Rights, or on the issue of the underlying Performance Shares upon the vesting of the Performance Rights. ▪ Subject to the Listing Rules, the Board has discretion in circumstances of death, disability or bona fide redundancy to vary the service condition and reduce the number of Performance Rights for a lesser period of service, in accordance with the LTIP. ▪ The Performance Rights issued will not be listed on ASX and will not be transferable, except as permitted under the LTIP.
Disclosures made for the purposes of Listing Rule 10.15	To enable shareholder approval to be effectively obtained under Listing Rule 10.14, the following information is provided in respect of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights: (a) The number of Performance Rights to be granted to Messrs Kellett, Bennett and Lieberman if Resolutions 7 to 9 (inclusive) are approved is 20,000,000, 10,000,000, and 10,000,000 respectively, each exercisable for one ordinary share in KNeoMedia. The maximum number of shares that may be issued

	upon exercise of the Kellett Performance Rights the subject of Resolution 7 is 20,000,000; the maximum number of shares that may be issued upon exercise of the Bennett Performance Rights the subject of Resolution 8 is 10,000,000; and the maximum number of shares that may be issued upon exercise of the Lieberman Performance Rights the subject of Resolution 9 is 10,000,000. Upon exercise of the Performance Rights, the underlying Performance Shares will rank equally with all other ordinary shares of the Company on issue. (b) The price payable on the issue of each Performance Right is nil. Until such time as the Company executes a substantial contract the Board ascribes no value to the Performance Rights. (c) Once the Performance Hurdles are met, the Performance Rights vest and each of Messrs Kellett, Bennett or Lieberman may call for the underlying Performance Shares to be issued to him. (d) All persons referred to in ASX Listing Rule 10.14 who have received securities under the LTIP since the last approval are: ▪ Mr James Kellett, who received 10,511,180 performance rights for nil consideration in 2022 (these performance rights will be cancelled and will be replaced by the Kellett Performance Rights if Resolution 7 is approved); ▪ Mr Jeffrey Bennett, who received 5,255,590 performance rights for nil consideration in 2022 (these performance rights will be cancelled and will be replaced by the Bennett Performance Rights if Resolution 8 is approved); and ▪ Mr Frank Lieberman who received 5,255,590 performance rights for nil consideration in 2022 (these performance rights will be cancelled and will be replaced by the Lieberman Performance Rights if Resolution 9 is approved). (e) The names of the persons referred to in Listing Rule 10.14 entitled to participate in the LTIP are Messrs James Kellett, Jeffrey Bennett and Frank Lieberman. (f) Voting exclusion statements apply to Resolutions 7 to 9 (inclusive) and are included in the Notice. (g) There is no loan proposed in relation to the proposed award of the Performance Rights to Messrs James Kellett, Jeffrey Bennett and Frank Lieberman. (h) Subject to approval, it is proposed that the Performance Rights be granted to James Kellett, Jeffrey Bennett Frank Lieberman within 1 month of the Meeting, but in any event no later than 12 months after the date of the Meeting.
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	(i) Details of any Performance Rights issued under the LTIP will be published in each annual report of the Company relating to the period in which the Performance Rights were issued and, where applicable, it will be noted that approval for the issue of the Performance Rights was obtained under Listing Rule 10.14. (j) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule. If Shareholder approval is not given in respect of Resolutions 7, 8 and 9 the Company may need to provide additional compensation to the Directors in cash. While the Board remains mindful of the need to minimise dilution to Shareholders, the Board considers that the issue of Performance Rights to the Directors is an appropriate and responsible cash-free method of aligning the interest of the Directors with that of Shareholders.
Details of the LTIP	The terms of the LTIP are set out in the Explanatory Memorandum in relation to Resolution 6 above.
Other Information	The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 6 to 8 (inclusive).
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	As these resolutions relate to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 10	Approval of the issue of the Loan Note Variation Options
Explanation	On 12 September 2022, KneoMedia executed a loan bridging financing facility to the amount of \$1,000,000 with Lind Global Fund II, LP, with a repayment of the loan due by November 2023, subsequently renegotiated. The loan bears interest at 15%, with an initial repayment amount due and payable of \$1,150,000 at term. The loan amount was fully drawn as at 30 September 2022 with the proceeds from the loan having been used to meet short-term expenditure needs. As at 30 June 2025 the contractual cash repayable is \$850,000. The loan is not secured over assets of the group. In exercising the loan arrangement, the Group issued to the lender

	40,000,000 options exercisable for 48 months with an exercise price of \$0.04. As a provision of again extending the facility to 31 October 2026 the Company agreed to issue 75 million options on the terms set out below together with a reduction in the interest rate payable to 12.5% p.a. The lender, Lind Global Fund II, LP (“Lind”) has agreed to vary the terms of the Loan as follows: • The expiration of the Bridging loan be extended to 31 October 2026. • The interest be varied from 15% to 12.5% per annum effective 1 July 2025. • In consideration of the variations Lind will be issued 75 million unlisted options to acquire 75 million ordinary fully paid shares in KneoMedia with expiry date of 31 December 2027 exercisable at \$0.0025. • If, prior to the exercise date of Lind’s options, the Company issues options to a third party with a lesser exercise price than the Lind options (Third Party Options), the Company must issue to Lind 75 million unlisted options to acquire 75 million ordinary fully paid shares in KneoMedia with the same expiry date and exercise price as the Third Party Options and the previously issued 75 million option will be cancelled. The Board therefore intends to issue 75 million unlisted options to Lind with an expiry date of 31 December 2027, exercisable at \$0.0025.										
Specific information required by ASX Listing Rule 7.5	In accordance with ASX Listing Rule 7.3, which contains requirements as to the content to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders: <table> <tr> <td>No. of securities issued</td><td>75,000,000 options.</td></tr> <tr> <td>Issue Price</td><td>The Options will be issued at an issue price of \$0.0001 per option.</td></tr> <tr> <td>Recipient of issue</td><td>Lind Global Fund II, LP</td></tr> <tr> <td>Terms of securities</td><td>The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.</td></tr> <tr> <td>Use of funds raised</td><td>The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.</td></tr> </table>	No. of securities issued	75,000,000 options.	Issue Price	The Options will be issued at an issue price of \$0.0001 per option.	Recipient of issue	Lind Global Fund II, LP	Terms of securities	The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.	Use of funds raised	The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.
No. of securities issued	75,000,000 options.										
Issue Price	The Options will be issued at an issue price of \$0.0001 per option.										
Recipient of issue	Lind Global Fund II, LP										
Terms of securities	The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.										
Use of funds raised	The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.										

Resolution 11	Approval of the issue of Convertible Note Variation Options
Explanation	In 2021 the Company issued Convertible Notes (“Notes”) to a small number of sophisticated investors and institutions to raise \$1.3million. \$850,000 of the Notes

	have been converted to shares and options. Eighteen Notes to the value of \$450,000 remain outstanding. The holders of the remaining Notes, Lind Global Macro Fund LP and John Hancock, have agreed to vary the terms of the Notes as follows: • The expiration of the convertible notes be extended to 31 October 2026 • In consideration of the variation the convertible note holders, Lind Global Macro Fund LP and John Hancock each be issued 50 million unlisted options to acquire 50 million ordinary fully paid shares in KneoMedia with expiry date of 31 December 2027 exercisable at t \$0.0025. • If, prior to the exercise date of Lind's of John Hancock's options, the Company issues options to a third party with a lesser exercise price than the Lind options or John Hancock options (as relevant) (Third Party Options), the Company must issue each of Lind and John Hancock 50 million unlisted options to acquire 50 million ordinary fully paid shares in KneoMedia with the same expiry date and exercise price as the Third Party Options. The Board therefore intends to issue 50 million unlisted options to each of Lind Global Macro Fund LP and John Hancock with an expiry date of 31 December 2027, exercisable at \$0.0025. If this Resolution is approved 50 million unlisted options already held by each of Lind Global Macro Fund LP and John Hancock with an expiry date of 31 December 2026, exercisable \$0.0025 will be cancelled.										
Specific information required by ASX Listing Rule 7.5	In accordance with ASX Listing Rule 7.3, which contains requirements as to the content to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders: <table> <tr> <td>No. of securities issued</td><td>100,000,000 options.</td></tr> <tr> <td>Issue Price</td><td>The Options will be issued at an issue price of \$0.0001 per option.</td></tr> <tr> <td>Recipient of issue</td><td>Lind Global Macro Fund LP and John Hancock.</td></tr> <tr> <td>Terms of securities</td><td>The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.</td></tr> <tr> <td>Use of funds raised</td><td>The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.</td></tr> </table>	No. of securities issued	100,000,000 options.	Issue Price	The Options will be issued at an issue price of \$0.0001 per option.	Recipient of issue	Lind Global Macro Fund LP and John Hancock.	Terms of securities	The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.	Use of funds raised	The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.
No. of securities issued	100,000,000 options.										
Issue Price	The Options will be issued at an issue price of \$0.0001 per option.										
Recipient of issue	Lind Global Macro Fund LP and John Hancock.										
Terms of securities	The Options have an exercise price of \$0.0025 and an expiry date of 31 December 2027.										
Use of funds raised	The options will be issued as consideration for changing the terms of the Notes and no funds will be raised.										

Voting Exclusion and Prohibition	Voting exclusions apply to resolutions 10 and 11, as set out in the Notice.
Board Recommendation	The Board recommends that shareholders vote in favour of these resolutions.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of these resolutions.

Resolution 12	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity). The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 12 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company, has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.
Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows: $(A \times D) - E$ where: A = the number of fully paid ordinary securities on issue at the commencement of the relevant period, plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,

	- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: - the agreement was entered into before the commencement of the relevant period; or - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, - plus the number of partly paid ordinary securities that became fully paid in the relevant period), - less the number of fully paid ordinary securities cancelled in the relevant period; <i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i> D = 10%. E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and "relevant period" means: - if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or - if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.

	(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: - the date on which the price at which the Equity Securities are to be issued is agreed; or - if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval for Resolution 12, such approval will cease to be valid upon the earlier of: 12 months after the date of this Annual General Meeting, being 26 November 2025; - The time and date of the Company's next annual general meeting; or - if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2. (Placement Period).

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Risk of dilution to shareholders	If Resolution 12 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: - the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date. The table below shows the potential dilution of existing shareholders under various scenarios on the basis of: - an issue price of \$0.002 per Share which was the closing price of the Company's shares on the ASX on 24 September 2025; and - the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 24 October 2025. The table also shows: - two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and - two examples of where the issue price of shares has decreased by 50% and increased by 100%.
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Table 1. Mandatory LR7.1A Dilution Table (below)

Variable A in Listing Rule 7.1.A.2		0.001 50% decrease in issue price	0.002 Issue Price	0.004 100% increase in issue price
Current Variable A	10% Voting Dilution	351,127,014	351,127,014	351,127,014
3,511,270,143	Funds Raised	\$ 351,127	\$ 702,254	\$ 1,404,508
50% increase in				
Current Variable A	10% Voting Dilution	526,690,521	526,690,521	526,690,521
5,266,905,215	Funds Raised	\$ 526,691	\$ 1,053,381	\$ 2,106,762
100% increase in				
current Variable A	10% Voting Dilution	702,254,029	702,254,029	702,254,029
7,022,540,286	Funds Raised	\$ 702,254	\$ 1,404,508	\$ 2,809,016

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and
- (g) the issue price is \$0.002, being the closing price of the Company's shares on the ASX on 24 September 2025.

Reason for issue of shares under 10% Placement Capacity

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. The purpose of any issue would be disclosed to Shareholders at the time of such an issue. However, in general terms, the Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses, or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rule

	7.1A.4 and 3.10.3 upon issue of any Equity Securities.
Allocation policy	The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 29 November 2024. The Company has not issued or agreed to issue any equity securities under Rule 7.1A since that approval was received.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 12 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

GLOSSARY

10% Placement Capacity	means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	means the Company's board of directors.
Constitution	means the constitution of KneoMedia Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Company or KneoMedia	means KneoMedia Limited ACN 009 221 783.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means; a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the Board of KneoMedia Limited.
Equity Security	means: a) a share; or b) a right to a share or option; or c) an option over an issued or unissued security; or d) a convertible security; or e) any security that ASX decides to classify as an equity security.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Long Term Incentive Plan or LTIP	means the Company's Long Term Incentive Plan.
Meeting	means the annual general meeting of the Company for 2025 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.

Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.