

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Thursday, 3 October 2024

Time of Meeting: 3.30 pm (Queensland Time)

Venue: virtually via the live online platform at:
<https://technichegroup.zoom.us/j/83407044870>

This Notice of Annual General Meeting should be read in its entirety.
If you are in doubt as to how to vote at the meeting you should seek advice from your
accountant, solicitor or other professional adviser before voting.

TECHNICHE LIMITED
ABN 83 010 506 162

NOTICE OF ANNUAL GENERAL MEETING

The 2024 Annual General Meeting of Techniche Limited (**the Company**) will be held as a virtual meeting via an online platform at the link referred to below.

DATE: 3 October 2024
TIME: 3.30 pm Queensland time
VENUE: Online via the live online platform at
<https://technichegroup.zoom.us/j/83407044870>

The Annual General Meeting (**AGM**) will be held entirely online and there will be no physical meeting.

Please note that two platforms will be running for the Meeting – (i) the Zoom platform which Shareholders will use (through the link above) to join the meeting and participate in the meeting by watching, listening and (if desired) speaking; and (ii) the voting platform provided by the Company's share registrar Link Market Services which can be used for voting online during the meeting by those Shareholders who have not already voted.

We recommend that Shareholders log into the Zoom virtual meeting platform 10 minutes prior to the scheduled start time for the Meeting by entering <https://technichegroup.zoom.us/j/83407044870> into a web browser on your computer or online device. Logging in early will enable you to familiarise yourself with the platform and also register your attendance at the Meeting.

Please note that once the Meeting Chair has started the Meeting Shareholders not already present will not be admitted to the Meeting.

To vote during the Meeting log in to the voting platform using your full name, mobile phone number, email address and company name (if applicable). To obtain a voting card Shareholders will need their Shareholder Reference Number (SRN). Proxyholders will need their proxy code which Link Market Services will provide via email prior to the AGM.

Further information on how to vote and otherwise participate is set out in sections 6 and 7 of the Explanatory Memorandum which forms part of this notice of meeting and in the Voting Online Guide attached to this notice of meeting and also available at <https://www.technichegroup.com/about/investors/updates-reports-and-presentations/>.

The Company's 2024 Annual Report can be accessed at <https://www.technichegroup.com/about/investors/updates-reports-and-presentations/>.

AGENDA

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2024.

2. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity to:

- (i) ask questions about or comment on the management of the Company; and
- (ii) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting.

3. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – K. JACOBY

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

“That Karl Phillip Jacoby, who retires in accordance with the Company’s constitution and, being eligible, offers himself for re-election, is re-elected a director of the Company.”

4. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – A CAMPBELL

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

“That Andrew Lambert Campbell, who retires in accordance with the Company’s constitution and, being eligible, offers himself for re-election, is re-elected a director of the Company.”

**BY ORDER OF THE BOARD
TECHNICHE LIMITED**

A handwritten signature in blue ink that reads "John Lemon". The signature is written in a cursive style with a large initial 'J'.

John Lemon
Company Secretary

10 September 2024

TECNICHE LIMITED
ABN 83 010 506 162

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, 3 October 2024. This Explanatory Memorandum is to assist Shareholders in understanding the background to and implications of the resolutions proposed, and procedural matters concerning the Meeting. Terms used in this Explanatory Memorandum are defined in Section 13.

1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2024 will be presented for consideration.
- 1.2 The abovementioned reports were lodged by the Company with the Australian Securities & Investments Commission on 6 September 2024. They can be accessed at <https://www.technichegroup.com/about/investors/updates-reports-and-presentations/>. Shareholders are not required to vote on the reports, however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS

- 2.1 The chairman of the meeting (**the Chairman**) will give Shareholders a reasonable opportunity to ask questions about or make comments on the management of the Company.
- 2.2 A representative of the Company's auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
 - (i) the conduct of the audit; and
 - (ii) the preparation and content of the Auditor's report; and
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 The Chairman will also give the Auditor's representative a reasonable opportunity to answer written questions submitted to the Auditor. A list of written questions, if any, submitted by Shareholders will be made available at the start of the meeting, and any written answer tabled by the Auditor's representative at the meeting will be made available to Shareholders as soon as practicable after the meeting.
- 2.4 A Shareholder entitled to vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:
 - (i) the content of the Auditor's report to be considered at the Annual General Meeting; or
 - (ii) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

A shareholder must give the question to the Company (who will pass it on to the Auditor) **no later than 5.00 pm (AEST) on Thursday, 26 September 2024**. If you wish to submit a question to the Company's auditor please deliver it, marked "Attention: The Company Secretary, Techniche Limited", to the Company either personally or by post, facsimile or email to the address, facsimile number or email address designated in section 7.8 of this Explanatory Memorandum. Alternatively, if you are submitting a proxy form (see section 7.8 of this Explanatory Memorandum) you may send it together with the proxy form, provided it is received **by 5.00 pm (AEST) on Thursday, 26 September 2024**.

3. AGENDA ITEM 3 (RESOLUTION 1) – RE-ELECTION OF DIRECTOR – K. JACOBY

- 3.1 In accordance with the Company's constitution Karl Jacoby retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 3.2 Mr Jacoby has been a director of the Company since August, 2008 and the Company's Chairman of Directors since December, 2012. He was previously the Company's Managing Director and until recently the Company's Executive Chairman and now serves as Non-Executive Chairman. Mr Jacoby is an active business, angel and property investor and has had exposure to a range of industry sectors and businesses. He is the Company's largest shareholder through his investment company.
- 3.3 During Mr Jacoby's time as the Company's Managing Director the Company grew from a Tasmania-based IT services company to a global IT company with operations in the three key geographies of Europe (UK and Germany), USA and Asia. Mr Jacoby is also currently Chairman of Obzervr Pty Ltd, was a past board member of Brisbane Angel Group Limited, and has held other private company board and advisory roles. He also has interests in a number of early stage technology companies.
- 3.4 Mr Jacoby has a Graduate Diploma in Management, is a Fellow of the Australian Institute of Company Directors, and was a long standing member of The Executive Connection.
- 3.5 The Company's directors (with Mr Jacoby abstaining) recommend that Shareholders vote in favour of Resolution 1.

4. AGENDA ITEM 4 (RESOLUTION 2) – RE-ELECTION OF DIRECTOR – A. CAMPBELL

- 4.1 In accordance with the Company's constitution Andrew Campbell retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 4.2 Mr Campbell has been a non-executive director of the Company since August, 2014. He has an extensive technology and investment background. Currently he is engaged with development and investment in businesses within emerging technology/application spaces. Mr Campbell has a Bachelor of Science with Honours in Computer Science and a Master of Business Administration. He is a Senior Member of the Australian Computer Society. Mr Campbell is the Chair of the Company's Audit Committee and is a member of the Company's Remuneration & Nomination Committee.
- 4.4 The Company's directors (with Mr Campbell abstaining) recommend that Shareholders vote in favour of Resolution 2.

5. VOTING RIGHTS

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00 pm (AEST) on 1 October 2024 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

6. HOW TO VOTE

- 6.1 Shareholders may vote by either:
- (i) using the voting platform; or
 - (ii) appointing a Proxy (see Section 7 (below)).

6.2 Using the voting platform.

We recommend logging in to the voting platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/TCNU24> into a web browser on your computer or online device;
- Shareholders will need their SRN; and
- Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

6.3 Online voting will be opened between the commencement of the Meeting at 3.30 pm (Queensland time) on Thursday, 3 October 2024 and the time at which the Chair announces voting closure.

6.4 More information about how to vote during the Meeting is available in the Voting Online Guide which is attached to this notice of meeting and can also be found at <https://www.technichegroup.com/about/investors/updates-reports-and-presentations/>.

7. PROXIES

7.1 A Shareholder entitled to attend and vote at the Meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote at the meeting; or
- one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.

7.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.

7.3 A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.

7.4 A Shareholder who appoints two proxies may state on the Proxy Form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.

7.5 A proxy need not be a shareholder of the Company.

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

- the proxy need not vote on a show of hands but if the proxy does so the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote on a poll and must vote that way (i.e. as directed); and
- if the proxy is not the chair the proxy need not vote on the poll but if the proxy does so the proxy must vote that way (i.e. as directed).

7.7 Section 250BC Corporations Act provides that if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- either of the following apply:
 - if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed the proxy for the purposes of voting on the resolution at that meeting.

7.8 A Proxy Form is enclosed. If you wish to appoint a proxy or proxies you must complete the Proxy Form and return it, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), **by no later than 3.30 pm (AEST) on Tuesday, 1 October 2024:**

- (i) **by post:**
posting it in the reply-paid envelope provided
or
posting it to:
Techniche Limited
c/- Link Market Services,
Locked Bag A14,
Sydney South NSW 1235; or
- (ii) **by delivery:**
Link Market Services
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150; or
- (iii) **by facsimile:**
faxing it to Link market Services at
(02) 9287 0309 (from within Australia)
(+612) 9287 0309 (from outside Australia)
- (iv) **Online:**
lodging it online at <https://investorcentre.linkgroup.com> in accordance with the instructions provided on the website. You will need your SRN to lodge your proxy online.

8. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The Shareholder must email the formal notice of appointment to the Company or Link Market Services, unless it has previously been provided to the Company.

9. SHAREHOLDER QUESTIONS AND COMMENTS

9.1 All shareholders will have a reasonable opportunity to ask questions and make comments during the AGM.

9.2 To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions and comments should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question and/or comment on an item, all questions and comments should be raised at the one time; and
- Shareholders should not ask questions or make comments at the Meeting regarding personal matters or those that are commercial in confidence.

9.3 Shareholders who prefer to register questions and/or comments in advance of the AGM are invited to do so. Please submit any questions and/or comments to The Company Secretary at info@technichegroup.com.

10. ALL RESOLUTIONS BY POLL

The Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be voted on by poll, rather than by show of hands.

11. TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the online part of the Meeting. The Meeting Chair has discretion as to whether and how the online part of the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion the Meeting Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is impacted. When he considers it appropriate the Meeting Chair may continue to hold the online part of the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason Shareholders are encouraged to lodge a proxy as provided for in Section 7 (above) even if they plan to attend the meeting online.

12. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the Annual General Meeting may be directed to the Company Secretary, Mr John Lemon (Telephone: (07) 3367 1666).

13. INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"Board" means the Directors of the Company from time to time acting as a board.

"Company" means Techniche Limited ABN 83 010 506 162.

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

"Directors" means the directors of the Company.

"Meeting" means the Annual General Meeting of Shareholders convened for 3 October 2024 and any adjournment thereof.

"Section" means a section of this Explanatory Memorandum.

"Shares" means ordinary fully paid shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

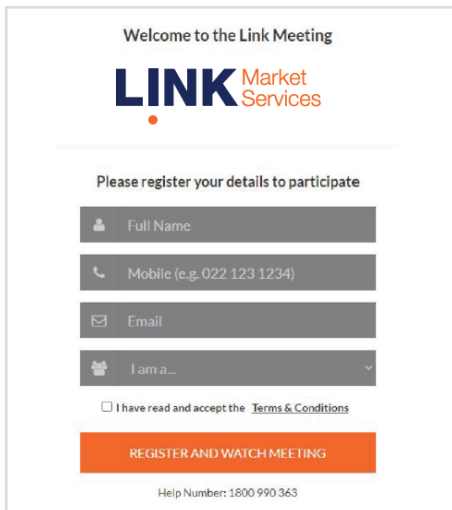
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Voting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/TCNU24>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register'** button.

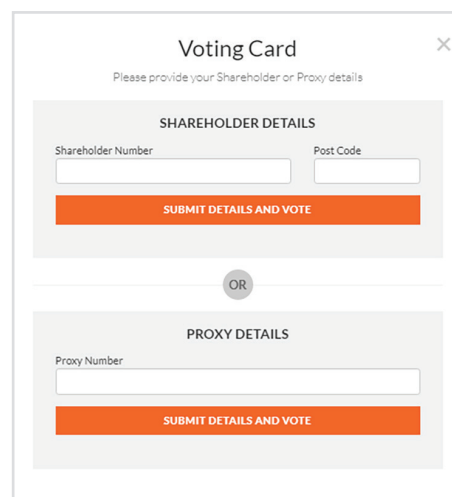
- At the bottom – buttons for 'Get a Voting Card' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page. You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

3. Downloads

View relevant documentation in the Downloads section.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B For Against Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C For Against Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3 For Against Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 For Against Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.