

Market Release

12 October 2022

ASX/Media Release (ASX: COO)

Notice of 2022 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, Corum Group Limited (Corum or the Company) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting and Online Proxy Lodgment User Guides; and
4. Proxy Form.

- ENDS -

This announcement is authorised for release by the Chair of Corum Group Limited.

For further information contact:

Nick England, Executive Chairman

Investor email: Investor.Relations@corum.com.au

INVITATION TO CORUM GROUP LIMITED'S AGM

12 October 2022

Dear Shareholder,

I am pleased to invite you to attend the 2022 Annual General Meeting ('the Meeting') of Corum Group Limited, to be held on Monday **14 November 2022, commencing at 11.00am (AEDT)**.

The meeting will be held online and in person at the offices of the company's share registry: Automic Registry Services, Level 5, 126 Phillip Street, Sydney, NSW 2000.

To prevent the spread of COVID-19, all participants attending the meeting in person are strongly encouraged to practice physical and social distancing and wear a mask. If you have a fever, cough and difficulty breathing, or you are unwell, please do not attend the meeting in person.

You may pre-register for the Meeting at an online platform provided by our share registry, Automic, at https://us02web.zoom.us/webinar/register/WN_zKMIM1xtQgycgRbwslmBIA.

In order to vote online you will need to login to or register on the Automic shareholder platform as described in the registration and voting guides provided. To facilitate the smooth running of the meeting we encourage you to login in advance of the meeting. The Meeting will commence at 11am (AEDT) and you will be able to register your online attendance from 30 minutes prior to the scheduled start time.

In accordance with section 110D Corporations Act 2002 we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of the Meeting. Instead you are able to view and download a copy of the Notice of Meeting and Proxy Form from our website <https://www.corumgroup.com.au/investors> or via the ASX announcements platform.

Also available on our website and attached below will be all the information you need to attend the Meeting, including access to the Notice of Meeting, which includes details on how to use the online facility and instructions on how to vote and ask questions ahead of and at the meeting.

For further information on the live voting process please see the Virtual Meeting Registration and Voting Guide included in the Notice of Meeting or at <https://www.automicgroup.com.au/virtual-agms/>.

If you have elected not to receive the Company's FY22 Annual Report in hard copy it is available on the Company's website.

We would like to make you aware, if you are not already, of recent changes to the Corporations Act 2001 (Cth) (Corporations Act) to facilitate electronic communications with shareholders. The Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (Notice). Corum will fulfill this new requirement by making a Notice available on our website at <https://www.corumgroup.com.au/investors>.

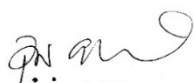
Please exercise your opportunity to vote on these important matters. The Directors recommend that Shareholders vote in favour of all resolutions and the Chairman intends to vote all available proxies in favour of Resolutions 1-4.

If you are unable to attend the AGM, I encourage you to participate by completing the enclosed Appointment of Proxy Form and lodging it in the manner outlined in the Notice of Meeting.

How to ask questions

Shareholders will be given an opportunity to ask questions at the Meeting, however we welcome questions from Shareholders before the meeting. Questions should be directed to the Company via email to companysecretary@corum.com.au by COB Monday 7 November 2022. Questions should relate to matters relevant to the business of the Meeting (including matters arising from the Financial Report, the Directors' Report or the content of the auditors' report), general questions regarding the performance, business or management of the Company and relevant questions about the conduct of the audit.

We look forward to your participation in the Meeting.



Nick England, Chairman

Notice of Annual General Meeting



Corum Group Limited ABN 25 000 091 305

Notice of Annual General Meeting and Explanatory Memorandum

Date: Monday 14 November 2022

Time: 11.00 am AEDT

Place: The meeting will be held online and in person at the offices of the company's share registry: Automic Registry Services, Level 5, 126 Phillip Street, Sydney, NSW 2000

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

The Company will ensure that all Shareholders have an opportunity to participate at the Meeting by the following means:

- Shareholders have the ability to ask questions in advance of the meeting by sending their questions by Monday 7 November 2022 to companysecretary@corum.com.au.

The Meeting will be live webcast and Shareholders will be able to submit questions and vote in real time via the platform. Shareholders will be required to log in and pre-register for the AGM at an online platform provided by our share registry, Automic, at:

https://us02web.zoom.us/webinar/register/WN_zKMIM1xtQgycgRbwsImBIA.

A Virtual Meeting Guide and Online Proxy Voting Guide can be found in the attachments to this document.

Notice of Annual General Meeting

04 October 2022

Dear Shareholder,

I am pleased to invite you to attend the 2022 Shareholders' Annual General Meeting. Enclosed is your Notice for the Annual General Meeting of Corum Group Limited. The Meeting is being held on Monday 14 November 2022 as a hybrid meeting and will commence at 11.00 am (AEDT).

A hybrid meeting means that Shareholders may choose to attend in person, or online through an online meeting platform. Corum has made the decision to hold the AGM as a hybrid AGM in order to allow as many of our Shareholders as possible to participate.

We encourage all our Shareholders to take the opportunity to participate in this year's AGM either in person or virtually. Our share registry, Automic, will provide access to a live webcast of the AGM which will enable Shareholders to:

- vote between the commencement of the meeting and the closure of voting, as announced by the Chair;
- hear the AGM discussion and view the meeting slides; and
- submit questions during the meeting.

You will need to log in and pre-register before the meeting. A Virtual Meeting Registration and Voting Guide is attached to this Notice. If you are unable to do so, we ask that you kindly complete the enclosed proxy form and return it to our share registry, Automic, by email, mail or fax.

Further information on how to do this is set out in the voting section of this Notice and the Online Proxy Lodgement guide attached to this Notice.

Proxies must be received by no later than 11.00 am (AEDT) on Saturday 12 November 2022. If any of the Directors are appointed as a proxy, they will vote in accordance with any instructions given to them. If, as the Meeting's Chairman, I am given any proxies with discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I sincerely hope you will join us at the Meeting and take advantage of the opportunity to interact with the Board.

Yours sincerely

Nick England
Executive Chairman

Notice of Annual General Meeting

About the AGM

Notice is given that the Annual General Meeting (“AGM”) of Shareholders of Corum Group Limited (“Corum” or the “Company”) will be held online and in person, commencing at 11.00 am on Monday 14 November 2022.

The accompanying Explanatory Memorandum and Proxy Form provide additional information relating to the matters to be considered at the Meeting, and form part of this Notice. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

Agenda

A. Financial Statements and Reports

To receive the Financial Statements, Directors’ Report and Auditor’s Report for the Company for the year ended 30 June 2022.

B. Ordinary Resolutions

1. Re-election of Jon Newbery as Director

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

“That for the purpose of Clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes and, being eligible, Jon Newbery is re-elected as a Director of the Company.”

2. Adopt the Remuneration Report

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

“That the Company adopt the Remuneration Report for the financial year ended 30 June 2022 in accordance with Section 250R(2) of the Corporations Act.”

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

A voting exclusion applies to this Resolution

C. Special Resolutions

3. Approval of Additional 10% Placement Facility

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

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to allot and issue Equity Securities totaling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and as set out in the Explanatory Memorandum accompanying this Notice.”

A voting exclusion applies to this Resolution

Notice of Annual General Meeting

4. Approval of an Amendment to the Constitution

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

“That approval is given for the Company to amend the Company’s constitution to reflect amendments to the Corporations Act on the terms set out in the Explanatory Memorandum accompanying this Notice.”

Voting exclusion statements

Resolution 2

The Company will disregard any votes cast in favour of the resolutions by or on behalf of:

- (a) any Director;
- (b) a member of the Company’s Key Management Personnel (“KMP”) named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- (c) as a proxy by a member of the Company’s KMP at the date of the AGM or a Closely Related Party of such a member or an Associate of those persons.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 2 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairman is appointed as a proxy for a person who is permitted to vote on Resolution 2, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of the Resolution.

Special Resolution 3

If at the time of the Meeting the Company is proposing to make an issue of securities under 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.

Notice of Annual General Meeting

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.

By order of the Board



Eryl Baron

Company Secretary Corum Group Limited

Dated: 04 October 2022

Voting and Proxies

Voting

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that Shareholders recorded on the Company's register at 7.00 pm (AEDT) on Friday 11 November 2022 will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder on the Record Date, you will not be entitled to attend and vote at the Meeting.

If you are unable to attend the Meeting, we encourage you to sign and return the accompanying proxy form in accordance with the instructions set out below and those set out on the proxy form.

Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.

If a Shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the Shareholder's votes.

Where a Shareholder appoints more than one proxy, only the first named proxy is entitled to vote on a show of hands. A proxy need not be a Shareholder.

A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on a Resolution, the proxy may vote on that Resolution only in accordance with that direction. If a proxy is not directed how to vote on a Resolution, the proxy may vote as he or she thinks fit, this applies even if the proxy is the Chairman, in which case the Chairman will vote in favour of each of the items of business.

Appointing the Chairman

If the Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman how to vote by marking the relevant boxes on the proxy form (i.e. 'for', 'against' or 'abstain').

If no direction is provided the Chairman will cast the Shareholder's votes in favour of all resolutions.

Returning proxies and authorising documents

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00 am (AEDT) on Saturday 12 November 2022.

Proxies may only be lodged with the Company's share registry:

- a. by mail or delivery to:
Atomic Pty Limited
Level 5, 126 Phillip Street
Sydney NSW 2000
GPO Box 5193
Sydney NSW 2001

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b. by facsimile:

(within Australia) (02) 8583 3040

(outside Australia) +61 2 8583 3040

c. Proxy forms and online voting are available at investor.automic.com.au by logging into your account.

Directed Proxies

The Corporations Act sets out how a proxy must vote directed proxies. If a proxy form specifies the way a proxy is to vote on a resolution, then:

- a proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote as directed;
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- if the proxy is the Chairman, the proxy must vote as directed on a poll;
- if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- if the proxy is not the Chairman and does not attend the Annual General Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

Power of Attorney

A Shareholder's attorney may sign the Shareholder's proxy form on behalf of the Shareholder. By signing the proxy form, the Shareholder's attorney confirms that the authority under which he or she executed the proxy form has not been revoked. If the Shareholder's attorney signs the proxy form, then the attorney must, when it sends the proxy form to the Company also send the authority (or a certified copy of the authority) under which the proxy form was signed. Each of the proxy form and authority must be received at least forty-eight (48) hours before the Annual General Meeting.

Bodies Corporate

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by two directors, a director and the company secretary, or a duly authorised officer or attorney. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the Annual General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the Annual General Meeting or in voting on a resolution.

Technical difficulties with a Hybrid AGM

Technical difficulties may arise during the AGM. The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of shareholders affected and the extent to which participation in the business of the meeting is affected.

If the Chair considers it appropriate the meeting may continue and business may be transacted, including a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents shareholders from having a reasonable opportunity to participate

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in the meeting, Corum will endeavour to provide an update, either through text message or on its website, and will communicate the details of any postponed or adjourned AGM to shareholders.

IMPORTANT NOTICE

This Explanatory Memorandum is an explanation of, and contains information about, the Resolutions to be considered at the Annual General Meeting, which are set out in the accompanying Notice.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum in full before determining whether or not to support the Resolutions. This Explanatory Memorandum forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Memorandum, you should consult your financial or other professional advisor.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in the Glossary.

Financial and Related Reports

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 2022 to be laid before the Company's 2022 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 Corum Group Limited and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.corumgroup.com.au).

The Chair 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, BDO Audit Pty Ltd, questions about its audit report, the conduct of its audit of the Company's financial report for the financial year ended 30 June 2022, 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 BDO Audit Pty Ltd in relation to the conduct of the audit.

Ordinary Resolutions

1. Re-election of Jon Newbery as a Director

Mr. Newbery was appointed on 25 February 2020 as a non-executive director of the Company. Jon has over 30 years' experience in senior executive and Board roles for ASX listed companies operating in the technology, telecommunications, urban services and facilities management sectors. Jon is currently Head of Corporate Finance & Projects for ASX listed Downer EDI Limited, responsible for strategic acquisitions and disposals for the group. He is also Chairman of Repurpose It Pty Ltd, a Victorian-based business focused on the recycling of construction and demolition materials and organics. Previously Jon held roles as the Chief Executive Officer of ASX listed Clarity OSS Limited, which developed operational support systems for global

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telecommunications service providers and as Non-Executive Chairman of UK based banknote trading system platform developer IMX Software. Primary areas of expertise include mergers and acquisitions, corporate finance, financial and strategic planning and the implementation and oversight of reporting and corporate governance structures.

Jon is an Independent, non-executive director and is the Chair of the Audit and Risk Committee.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

The Directors (excluding Mr. Newbery) unanimously recommend that Shareholders vote in favour of this Resolution.

2 Adoption of the Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this item is advisory only and does not bind the Directors of the Company. The Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution vote against the report in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting within 90 days of the second annual general meeting. At the 2021 annual general meeting, the votes cast against the remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

Voting Exclusion

A voting exclusion applies to this Resolution, as set out in the Notice.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

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 regarding this resolution.

Special Resolutions

3. Approval of Additional 10% Placement Capacity

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

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Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index` and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

The Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If the Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If the Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders entitled to vote and voting on this Resolution.

Eligibility

An eligible entity under ASX Listing Rule 7.1A is one which, at the date of the resolution, has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company anticipates that it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

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.

'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity

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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.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities and issued for cash consideration. The Company presently has one class of quoted securities, being Shares (ASX:COO).

Required information

The following information is provided to Shareholders to allow them to assess the Resolution, including for the purposes of ASX Listing Rule 7.3A.

Minimum price

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the securities are issued.

Risk of economic and voting dilution to existing Shareholders

If the Resolution is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of approval at the Annual Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

Table 1 Dilution Table ("Dilution Table") which is located at the end of this explanatory description of this resolution demonstrates potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.4 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 29 September 2022.

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Table 1. Mandatory LR7.1A Dilution Table

Variable A in Listing Rule 7.1.A.2		0.0165 50% decrease in issue price	0.033 Issue Price	0.066 100% increase in issue price
Current Variable A 596,756,789	10% Voting Dilution	59,675,679	59,675,679	59,675,679
Funds Raised		\$ 984,649	\$ 1,969,297	\$ 3,938,595
50% increase in				
Current Variable A 895,135,184	10% Voting Dilution	89,513,518	89,513,518	89,513,518
Funds Raised		\$ 1,476,973	\$ 2,953,946	\$ 5,907,892
100% increase in				
current Variable A 1,193,513,578	10% Voting Dilution	119,351,358	119,351,358	119,351,358
Funds Raised		\$ 1,969,297	\$ 3,938,595	\$ 7,877,190

The Dilution Table uses the following assumptions which the Company does not represent will necessarily occur:

- the "issue price at current market price" is the closing price of the Shares on the ASX on 29 September 2022;
- Variable "A" is 596,756,789 which equates to the current number of Shares on issue at 29 September 2022. which also satisfies the criteria as defined above. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of Shareholders;
- the Company issues the maximum number of securities available under the additional 10% ASX Listing Rule 7.1A approval;
- the Dilution Table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- no Performance Rights (including any Performance Rights issued under the 10% Placement Capacity) are exercised into Shares before the date of issue of equity securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the Dilution Table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual Meeting;
- the issue of Shares under ASX Listing Rule 7.1A consists only of fully paid ordinary shares in the Company; and
- "Funds Raised" are before any capital raising costs which may be incurred

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting at which approval is obtained until the earlier of:

- the date which is 12 months after the date of the Annual Meeting at which the approval was obtained;
- the time and date of the Company's next Annual Meeting; or
- the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of the Additional 10% Placement Capacity

While the Company does not have any immediate plans to issue Shares under the 10% Placement Capacity, the Company may

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seek to issue securities under the 10% Placement Capacity to raise funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any securities under ASX Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees under any capital raising which may be conducted under the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Previous Issue of Securities under ASX Listing Rule 7.1A

The Company did not issue securities under ASX Listing Rule 7.1A since its last Annual General Meeting.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give the ASX:

- (a) the information required by ASX Listing Rule 3.10.3 for release to the market; and
- (b) a list of names of the persons to whom the Company issued the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

At the date of this Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

4. Approval of Amendments to the Constitution

The Directors propose three changes to the Constitution:

a) Technology – Shareholder Meetings

The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.

The Company believes that it would be prudent to update the existing constitution to allow for flexibility in the way the Company can hold Shareholder meetings.

Explanatory Memorandum

If Resolution 4 is passed, the provision of the amended Constitution dealing with the shareholder meetings will read:

11.4 Convening of General Meetings of Shareholders by a Director

Any Director may convene a general meeting of Shareholders and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held:

- a) At one or more physical venues; or
- b) At one or more physical venues using virtual meeting technology; or
- c) Using virtual meeting technology only

using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.

b) Voting at a Shareholder Meeting

The Company's Constitution currently requires that resolutions put to a shareholder vote shall be decided on a show of hands unless a poll is demanded.

This is inconsistent with recommendation 6.4 of the ASX Corporate Governance Principles and Recommendations (4th Edition) which provided that all substantive resolutions (not just those under the Listing Rules) should be decided by a poll rather than by a show of hands. Further the Company wishes to align the Constitution with new section 205JA of the Corporations Act which requires resolutions put to the vote at a meeting of members of a listed company to be decided on a poll and not a show of hands.

Therefore if Resolution 4 is passed, the provision of the amended Constitution dealing with the shareholder meetings will read:

12.12 Voting

"If the Company is included in the official list of ASX, a resolution at a general meeting must be decided on a poll (and not a show of hands) if:

- a) The notice of the meeting set out an intention to propose the resolution and stated the resolution;
- b) The Company has given notice of the resolution in accordance with section 249O of the Corporations Act), members' resolutions); or
- c) A poll is demanded."

c) Restricted Securities

If Resolution 4 is passed, clause 2.11 of the current Constitution will be updated to reflect the requirements of ASX Listing Rule 15.12 in relation to the restricted securities.

Copies of the existing and proposed Constitution

Copies of the Company's existing Constitution, and the Proposed Constitution, are available at www.corumgroup.com.au.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691;

Board means the Board of Directors of the Company;

Closely Related Party of a member of the Key Management Personnel for an entity has the meaning given in the Corporations Act

Company means Corum Group Limited ABN 25 000 091 305;

Constitution means the constitution of the Company, as amended from time to time;

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

Director means a director of the Company;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Listing Rules means the official listing rules of ASX;

Meeting means the Annual General Meeting of Shareholders convened by the Notice;

Notice means the Notice of Annual General Meeting to which this Explanatory Memorandum is attached;

Proxy Form means the Proxy Form attached to this Notice;

Performance Right means a Right issued under the Company's Omnibus Equity Plan;

Related party has the meaning given to that term in section 228 of the Corporations Act;

Resolution means a resolution passed by the requisite majority of members of the Company⁶ by the requisite majority of votes given on a poll.

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

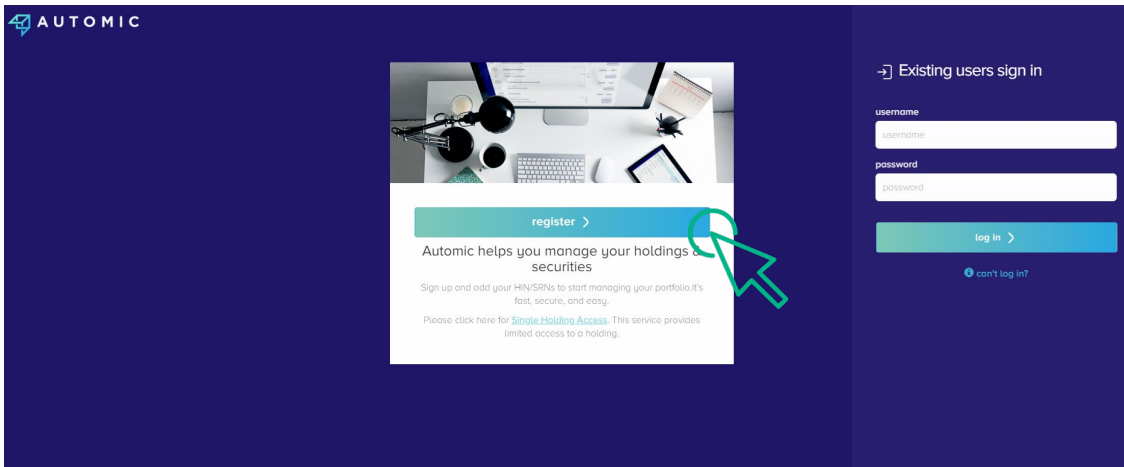
Shareholder means a holder of a Share.

Virtual Meeting Registration and Voting

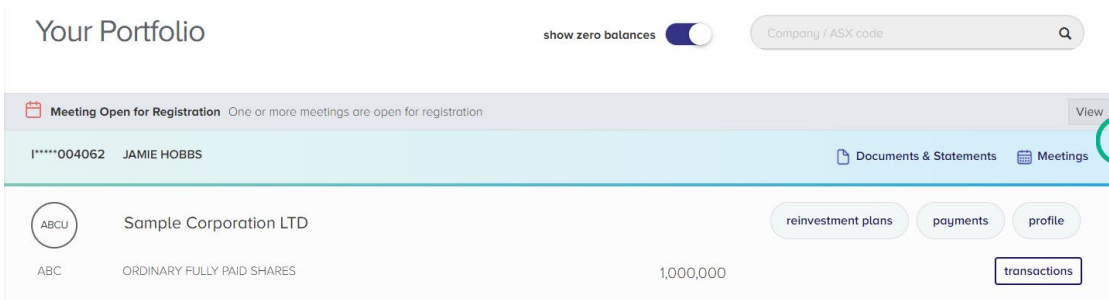


REGISTRATION

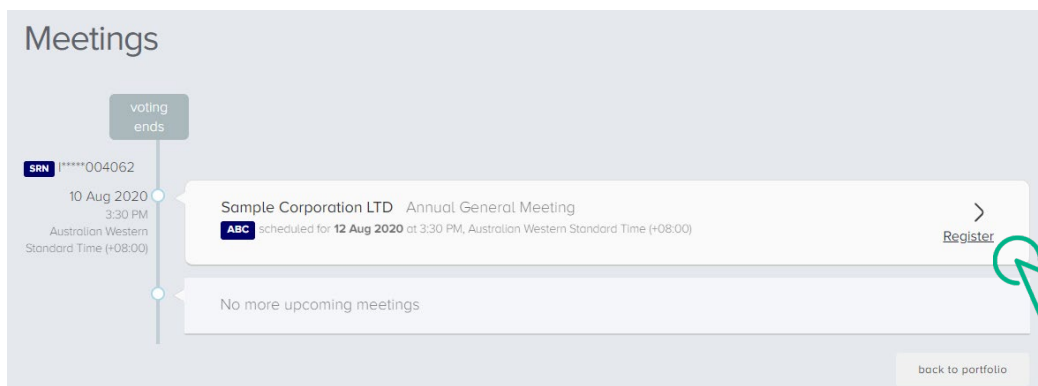
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



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



- Click on “register” to register your attendance for the meeting.



REGISTRATION

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

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two instructions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. Green arrows point to the selected radio button and the "next" button.

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

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right. A light blue box contains the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. Green arrows point to the "Refresh" button and the meeting URL.

VOTING

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

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYzJlNkQd2xVWXdIMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

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

Review - Step 3 of 4

Confirmation
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

Declaration PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE


- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Progress: Poll (0) — Review (1) — Complete (2)

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzF3bUUQT09;>

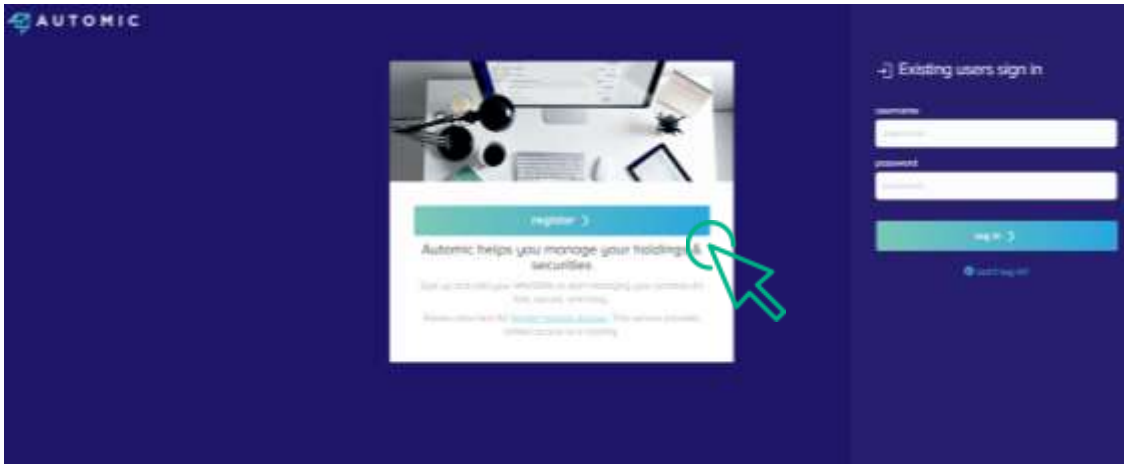
Online Proxy Lodgment



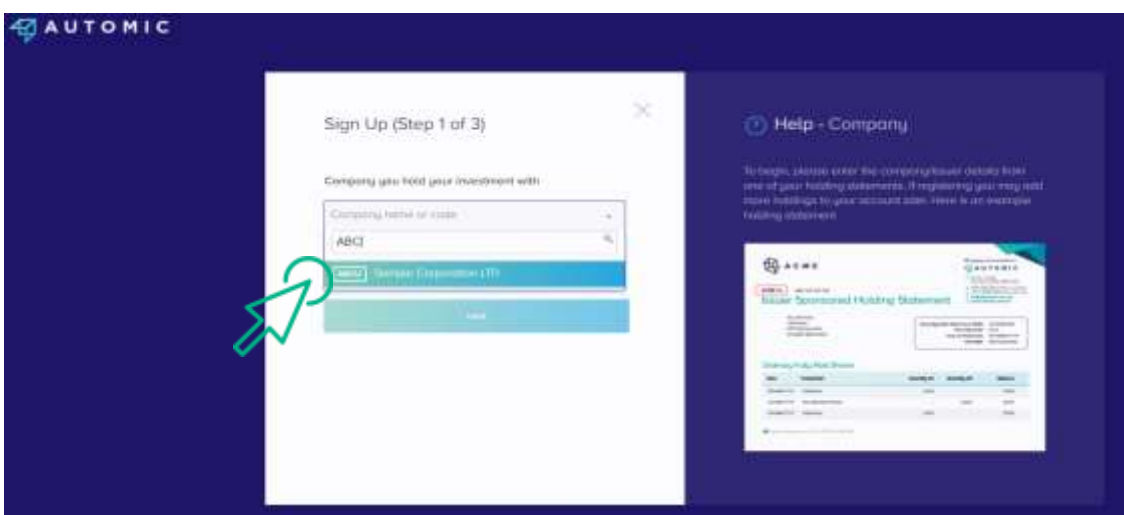
REGISTER

Step 1

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

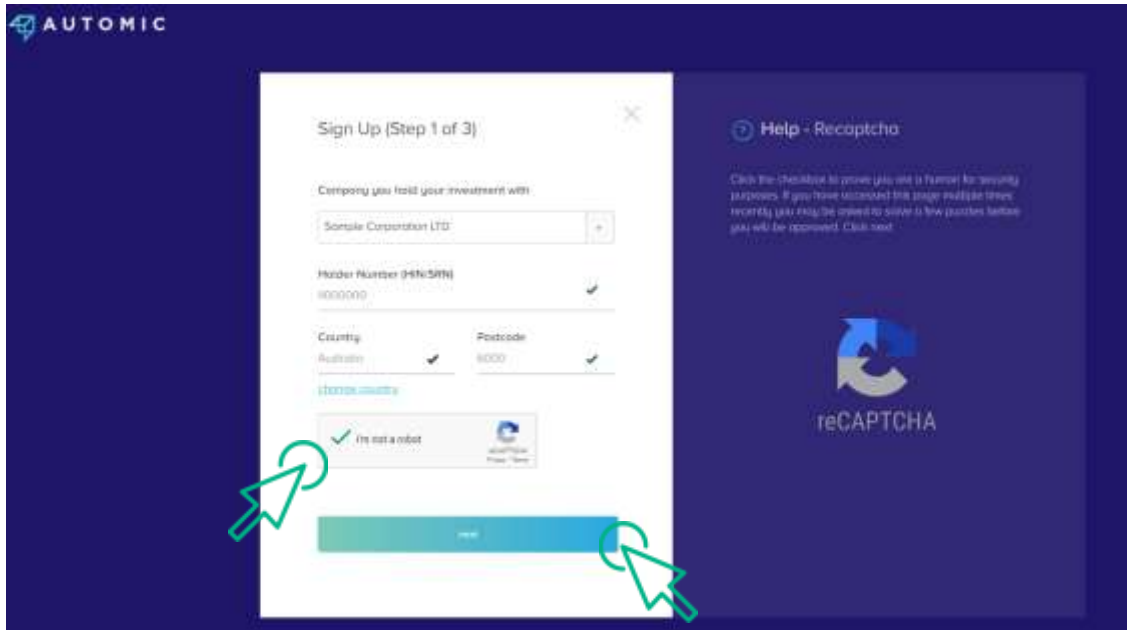


- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



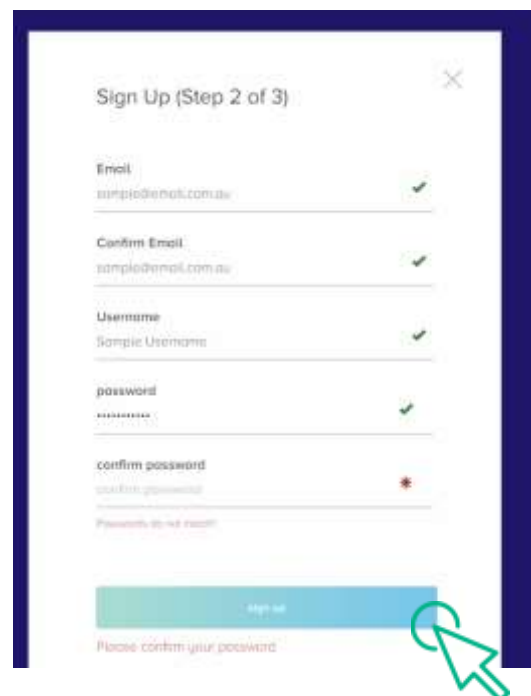
REGISTER

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



The screenshot shows the 'Sign Up (Step 1 of 3)' form. It features a dropdown menu for 'Company you hold your investment with' (Sample Corporation LTD), a text input for 'Holder Number (IIN/SIN)' (I000000), and two dropdown menus for 'Country' (Australia) and 'Postcode' (8000). A green checkmark is visible next to the Holder Number field. Below these fields is a reCAPTCHA widget with a green checkmark and the text 'I'm not a robot'. A green arrow points to the 'next' button at the bottom of the form.

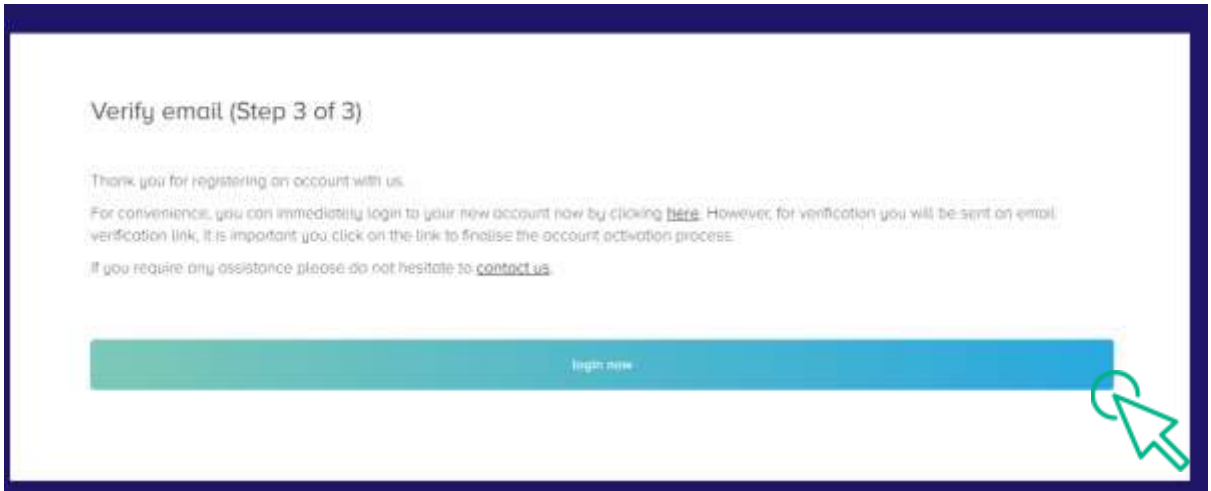
- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1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



The screenshot shows the 'Sign Up (Step 2 of 3)' form. It features five input fields: 'Email' (sample@email.com.au), 'Confirm Email' (sample@email.com.au), 'Username' (Sample Username), 'password', and 'confirm password'. Green checkmarks are visible at the end of the Email, Confirm Email, Username, and password fields. A red star is visible at the end of the confirm password field. A green arrow points to the 'sign up' button at the bottom of the form.

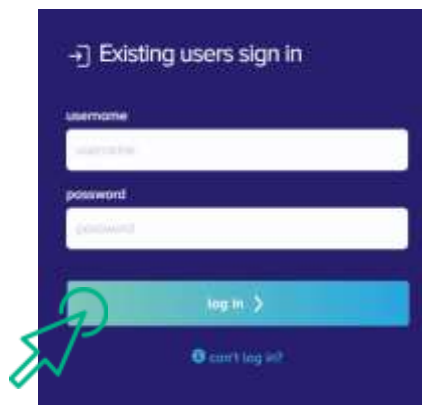
LOG IN

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

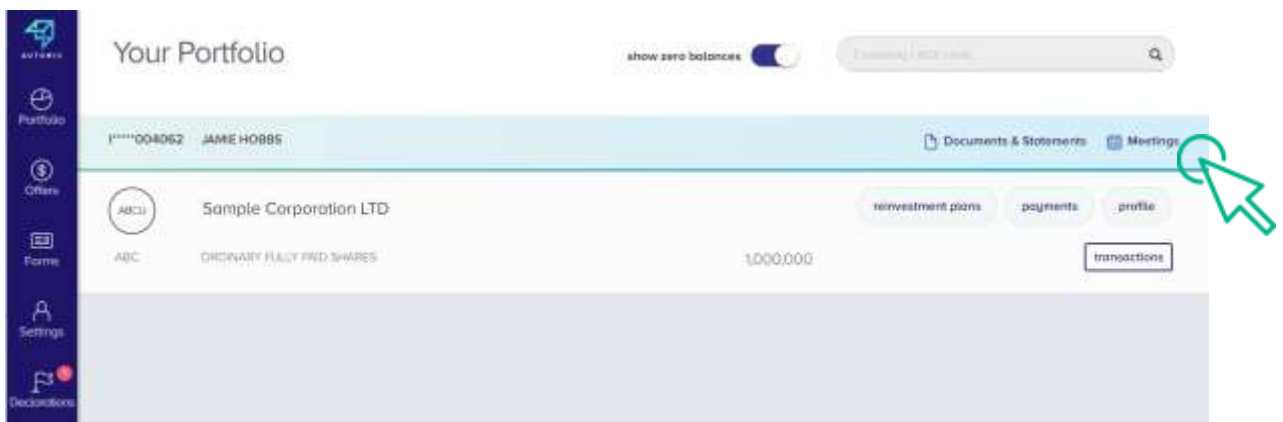


Step 2

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

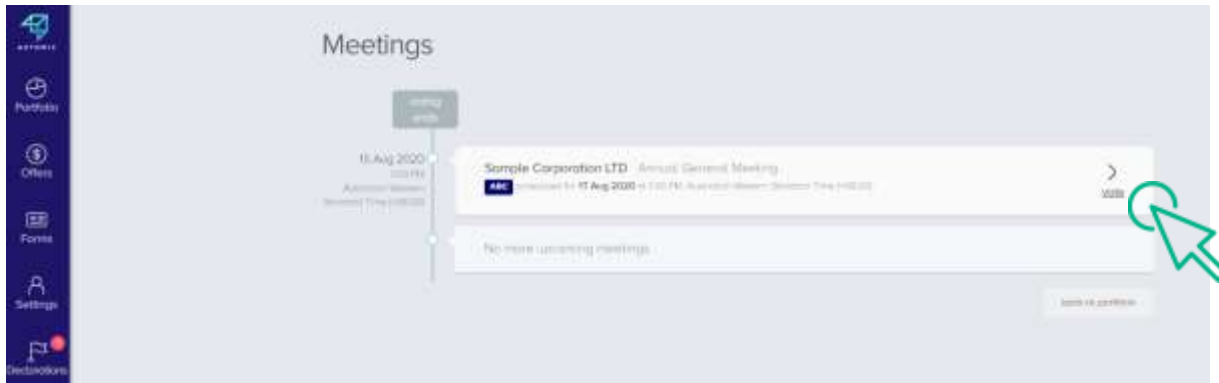


- Select “Meetings”.

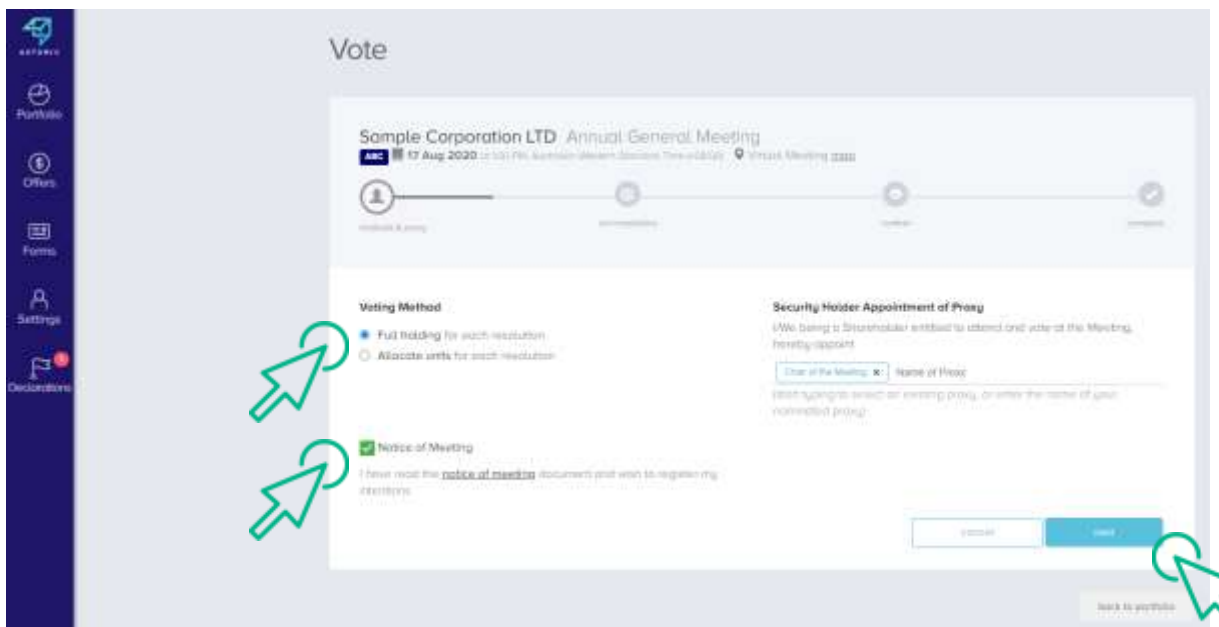


VOTING

- Select “Vote”.

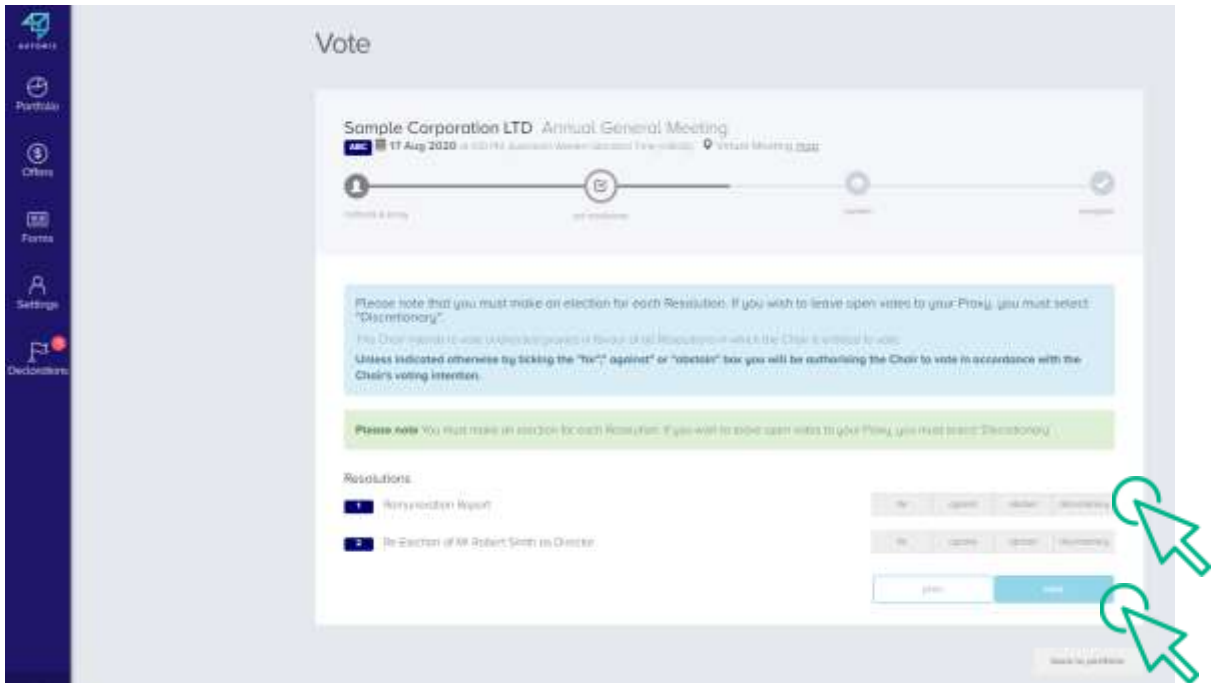


- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder.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

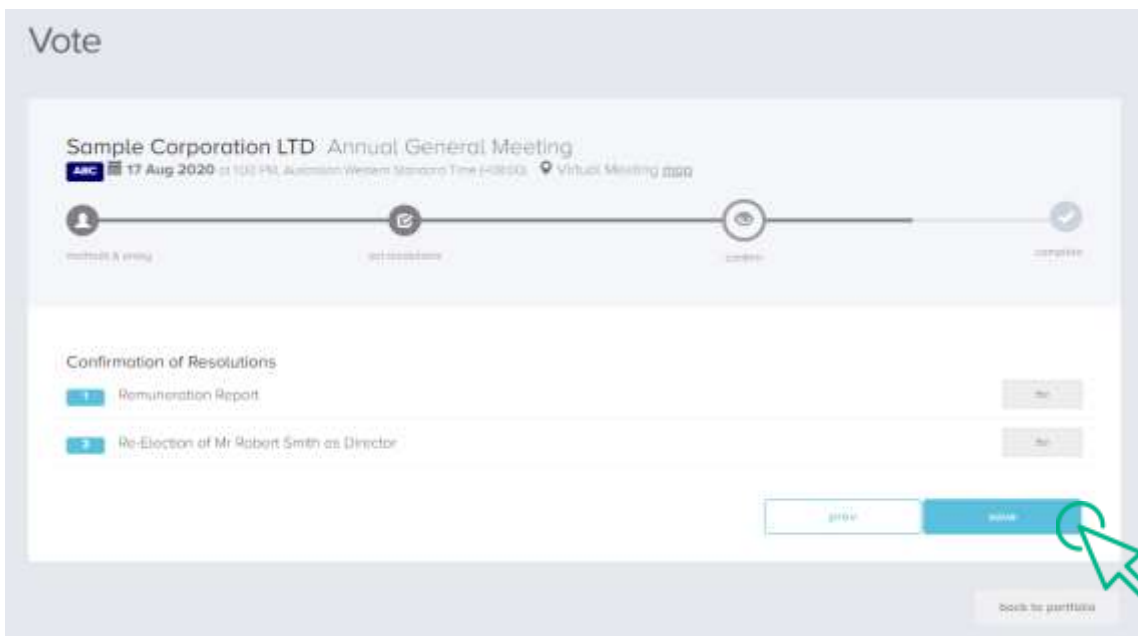


VOTING

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

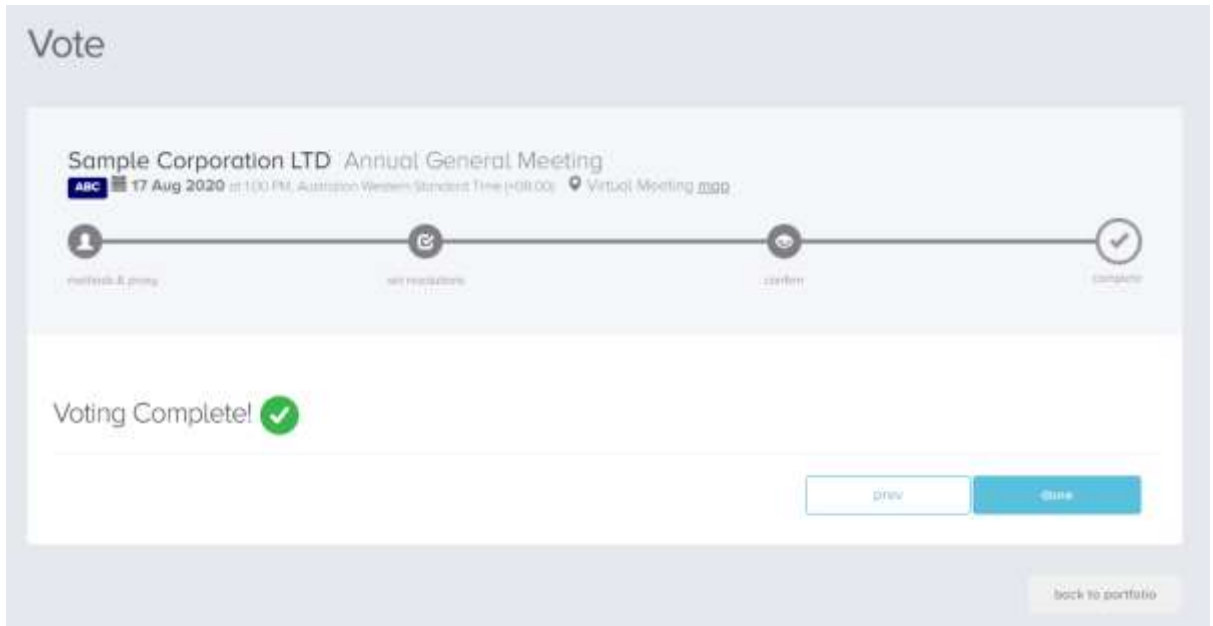


- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



VOTING COMPLETE

- Your voting is complete.



Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Saturday, 12 November 2022** being **no later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

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All enquiries to Automic:

PHONE:

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

