

28 October 2022

Dear Shareholders

2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OliveX Holdings Limited (**Company**) is pleased to confirm that it has scheduled its 2022 annual general meeting to be held at Level 1, 50 Kings Park Road, West Perth WA 6005 on Tuesday 29 November 2022 at 10:00am (AWST) (**Meeting**).

The Directors have made the decision that a physical meeting will be held. Accordingly, Shareholders will be able to attend the Meeting in person.

In accordance with section 110D of the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of Annual General Meeting to shareholders unless a shareholder has requested a hard copy. The Notice of Annual General Meeting can be viewed and downloaded from the link set out below.

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to commencement of the Meeting** and register their attendance prior to the Meeting if they intend to attend. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions.

However, votes and questions may also be submitted during the Meeting.

Please find below links to important Meeting documents:

- Notice of Annual General Meeting and Explanatory Memorandum: <https://www.olivex.ai/investment>

Alternatively, a complete copy of the Notice of Annual General Meeting and Explanatory Statement has been posted on the Company's NSX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Annual General Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://www.linkmarketservices.com.au/> and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Annual General Meeting and Explanatory Memorandum online, please contact the Company Secretary, Marshall Lee, on +61 8 9278 2478 or via email at info@olivex.ai.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Annual General Meeting, the Company will notify Shareholders accordingly via the Company's website at www.olivex.ai and the Company's NSX Announcement Platform at nsx.com.au (NSX: OLX).

This announcement is authorised by the Board.

Yours sincerely,



Marshall Lee
Company Secretary



OliveX Holdings Limited
ACN 631 675 986

Notice of Annual General Meeting

Notice is given that the 2022 annual general meeting of the Company will be held at:

Time	10:00 am (AWST)
Date	Tuesday, 29 November 2022
Place	Level 1, 50 Kings Park Road, West Perth WA 6005
Format	Physical meeting

<p>Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.</p>

Notice of Annual General Meeting

Notice is given that the 2022 annual general meeting of OliveX Holdings Limited ACN 631 675 986 (**Company**) will be held at 10:00 am (AWST) on Tuesday, 29 November 2022 at Level 1, 50 Kings Park Road, West Perth WA 6005 (**Meeting**).

Agenda

1 Annual Report

To table and consider the Annual Report of the Company for the financial year ended 30 June 2022, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

2 Resolution 1 – Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2022."

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

Voting exclusion: In accordance with sections 250BD, 250R and 250V 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) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

3 Resolution 2 – Re-election of Director – Yat Siu

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

"That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Yat Siu, who retires as a Director by rotation and, being eligible, offers himself for re-election as a Director, is re-elected as a Director, as described in the Explanatory Statement."

4 Resolution 3 – Re-election of Director – Sonny Vu

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

"That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Sonny Vu, who retires as a Director by rotation and, being eligible, offers himself for re-election as a Director, is re-elected as a Director, as described in the Explanatory Statement."

5 Resolution 4 – Approval to grant NED Performance Rights to Maja McGuire

To consider and, if thought fit, to pass, with or without amendment, as a **special resolution**:

“That, for the purposes of Listing Rule 6.44 (Section 2A) and for all other purposes, approval is given for the grant of up to 300,000 NED Performance Rights to Maja McGuire (or her nominee(s)) under the Securities Plan, as described in the Explanatory Statement.”

Voting exclusion: In accordance with section 250BD 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) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

6 Resolution 5 – Approval to grant NED Performance Rights to David Do

To consider and, if thought fit, to pass, with or without amendment, as a **special resolution**:

“That, for the purposes of Listing Rule 6.44 (Section 2A) and for all other purposes, approval is given for the grant of up to 300,000 NED Performance Rights to David Do (or his nominee(s)) under the Securities Plan, as described in the Explanatory Statement.”

Voting exclusion: In accordance with section 250BD 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) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

7 Resolution 6 – Amendment to Constitution – Virtual meetings

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its existing Constitution to permit the Company to hold general meetings using virtual meeting technology as contemplated by section 249R(c) of the Corporations Act, in the manner set out in the Explanatory Statement, with effect from the conclusion of the Meeting.”

Venue

The Meeting will be held physically at Level 1, 50 Kings Park Road, West Perth WA 6005.

The health and safety of Shareholders, personnel and other stakeholders is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19 in Australia.

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an in-person meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing an NSX announcement.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10:00 am (AWST) on Sunday, 27 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person

Given the current COVID-19 circumstances in Western Australia and in the interests of the health and safety of our Shareholders, the Company will implement social distancing and other arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

In light of the evolving COVID-19 situation, Shareholders are strongly encouraged to consider appointing the Chair as proxy to attend and vote at the Meeting on their behalf.

Poll

Shareholders are advised that all Resolutions to be considered at the Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

Proxies

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy

will automatically default to the Chair, who is required to vote proxies as directed on a poll.

- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Link Market Services:

- (i) by post to:

C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia;

- (ii) by hand at:

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

- (iii) online at www.linkmarketservices.com.au:

Select 'Investor Login' and in the "Single Holding" section enter OliveX Holdings Limited or the NSX code OLX in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and follow the security procedure which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website; or

- (iv) by facsimile to +61 2 9287 0309, so that they are received no later than 48 hours before the commencement of the Meeting.

- (j) The Chair intends to vote all undirected proxies in favour of the Resolutions.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Terms used in this Notice which are defined in the Explanatory Statement have the meanings given to them in the Explanatory Statement.

Authorisation

By order of the Board.



Marshall Lee
Company Secretary

28 October 2022

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

1 Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.olivex.ai;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than 5 Business Days before the Meeting (being **Tuesday, 22 November 2022**) to the Company Secretary at the Company's registered office.

2 Resolution 1 – Remuneration Report

2.1 Overview

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or its directors. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Chair must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome

of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at 2 consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

2.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

This Resolution is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

3 Resolution 2 – Re-election of Director – Mr Yat Siu

3.1 Overview

Clause 20.2 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third).

Clause 20.3 of the Constitution provides that a Director who retires in accordance with clause 20.2 is eligible for re-election.

As at the date of this Notice, the Company has 5 Directors and accordingly, 2 Directors must retire. Each of the 5 Directors were last elected at the annual general meeting held on 23 November 2021. In accordance with clause 20.2 of the Constitution, the Directors have agreed that Messrs Yat Siu and Sonny Vu will retire by rotation at this Meeting.

Accordingly, Mr Siu retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to this Resolution.

If re-elected, Mr Siu is not considered to be an independent Director, as Mr Siu is, represents or has been within the last 3 years an officer or employee of, or a professional advisor to, a substantial holder of the Company.

This Resolution is an ordinary resolution.

The Board (other than Mr Siu) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Siu has the necessary level of experience which is relevant to the Company's phase of growth; and
- (b) Mr Siu is well known in the industry for his strong leadership and focus on delivering shareholder returns.

3.2 Mr Yat Siu

Mr Yat Siu is the founder and CEO of Outblaze Limited, a digital media company specializing in gaming, cloud technology, and smartphone/tablet software development. In 2009, Mr Siu sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from business-to-business (**B2B**) messaging services to business-to-customer (**B2C**) digital entertainment. Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited, Animoca (a substantial shareholder in the Company) and Turner Entertainment Holdings Asia-Pacific Limited, and Mr Siu is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games. In 2012, Mr Siu set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology.

Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. Mr Siu is a supporter of various non-governmental organizations and serves on the board of directors for the Asian Youth Orchestra.

Mr Siu has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Animoca Brands Corporation Limited (delisted)	Non-executive Chairman	Remains in office

Mr Siu has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

4 Resolution 3 – Re-election of Director – Mr Sonny Vu

4.1 Overview

Refer to Section 3.1 for a summary of clause 20.2 and clause 20.3 of the Constitution. As stated in Section 3.1, in accordance with clause 20.2 of the Constitution, the Directors have agreed that Messrs Yat Siu and Sonny Vu will retire by rotation at this Meeting.

Accordingly, Mr Vu retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to this Resolution.

If re-elected, Mr Vu is not considered to be an independent Director, as Mr Vu has received performance-based remuneration from the Company.

This Resolution is an ordinary resolution.

The Board (other than Mr Vu) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Vu has the necessary level of experience which is relevant to the Company's phase of growth; and
- (b) Mr Vu is well known in the industry for his strong leadership and focus on delivering shareholder returns.

4.2 Mr Sonny Vu

Mr. Sonny Vu founded Misfit in 2011 and serves as its Chief Executive Officer and Managing Director. Mr Vu also served as the President of Misfit and currently serves as the President of Connected Devices and Chief Technology Officer of Connected Devices at Fossil Group, Inc.

In addition, Mr Vu serves as a service provider at Hardware Club and Eleven Two Capital. Sonny co-founded AgaMatrix, Inc. in 2000 and served as its Chief Executive Officer and previously served as Executive Vice President of Business Development and Marketing at the firm.

Mr Vu has management and entrepreneurial experience from having worked in several of Microsoft's product groups and having launched and built FireSpout. At Microsoft, Sonny worked in a number of product development groups, including the natural language group responsible for shipping linguistic technologies to over 16 applications in 22 languages. At FireSpout, Sonny created the original technology vision, recruited the technical teams, developed and managed the technology development and various operational processes, and developed the intellectual property strategy. Sonny served as Member of Advisory Board of Breathometer, Inc.

Mr Vu is a mathematician by training prior to working in the software industry and holds a Ph.D in linguistics from Massachusetts Institute of Technology (MIT) from 1996 to 2000 and Bachelor's Degree in Mathematics (BS) and Linguistics (BA) from University of Illinois at Urbana-Champaign from 1991 to 1996.

Mr Vu has not held any other directorships with listed companies other than the Company in the past 3 years.

5 Resolutions 4 and 5 – Approval to grant NED Performance Rights to Participating NEDs

5.1 Background

As announced on 24 August 2021, the Company made some changes to the members of the Board to reflect the Company's continued progress to its next stage of development. As a result, Ms Maja McGuire and Mr David Do were appointed as non-executive directors of the Company and have since actively engaged with the Company through their experience in the media and e-commerce industry as well as the capital raising, corporate governance and commercial negotiations sectors.

At the time of their appointment, as a method of cash preservation and to attract and retain both directors, Ms McGuire and Mr Do have agreed to accept a lower cash component of the director's fee on the premise that non-cash incentives would be granted at a later date to align directors' and shareholder interests. On or around the time of their acceptance, the Company agreed, subject to obtaining Shareholder approval, to grant a total of 600,000 performance rights, valued at \$1.00 per right, based on the share price as at 24 August 2021 (**NED Performance Rights**) to Ms Maja McGuire and Mr David Do (or their respective nominee(s)) (the **Participating NEDs**) as follows:

- (a) 300,000 NED Performance Rights to Ms McGuire; and
- (b) 300,000 NED Performance Rights to Mr Do.

5.2 Rationale for grant of NED Performance Rights

The basis on which the quantum and terms of the NED Performance Rights were agreed with the Participating NEDs are as follows:

- (a) The grant of the NED Performance Rights will allow the Company to retain and incentivise the Participating NEDs whilst preserving the cash of the Company as it continues to grow and develop its operations.
- (b) Although the Company is progressing to its next stage of development, it remains a company within the small cap sector and as such, the Board are included in the operations of the Company more closely than may be the case with larger companies. The Participating NEDs have performed, and are anticipated to continue to perform, a key role in guiding the Company through its next and critical stage of development, both from a business strategy perspective as well as a corporate governance perspective.

- (c) The Company is a digital health fitness company which operates in the centre of three key industries; the fitness and wellness industry, the gaming industry and the blockchain and NFT industry. There are inherent risks applicable to the Company's activities as a result of it operating in each of these industries (including the volatile nature of the blockchain ecosystem and the regulatory uncertainty associated with government and quasi-government regulation of blockchain technologies and its use, or restrictions on or regulation of access to and operation of blockchain networks or other similar systems) to which the directors of the Company, including the Participating NEDs are exposed. The grant of the NED Performance Rights as part of the remuneration package to the Participating NEDs provides a cost-effective method of compensating the Participating NEDs for their exposure to such risks.
- (d) The quantum and terms of the NED Performance Rights are comparable to current market standards and/or practices of analogous early-stage US tech-based companies of a similar size and stage of development to the Company.
- (e) The Board is of the view that the Company has the potential for significant future growth and the NED Performance Rights will assist in aligning the financial interests of the Participating NEDs with the success of the Company, and therefore the interests of shareholders.
- (f) The vesting conditions attaching to the NED Performance Rights is spread over multiple time periods, which will have the effect of promoting continuous service and contribution to the growth and value of the Company.
- (g) The NED Performance Rights will be unlisted and subject to various vesting conditions and voluntary escrow restrictions. Therefore, their issue will have no immediate dilutionary impact on shareholders.

Considering the above, the Company is firmly of the view that the grant of the NED Performance Rights are reasonable and appropriate to fairly compensate the Participating NEDs for their time and contribution to the Company, whilst allowing the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Participating NEDs.

Accordingly, the Company is seeking Shareholder approval at this Meeting to grant the NED Performance Rights to the Participating NEDs.

Resolution 4 seeks the approval of Shareholders to grant 300,000 NED Performance Rights to Ms McGuire (or her nominee(s)).

Resolution 5 seeks the approval of Shareholders to grant 300,000 NED Performance Rights to Mr Do (or his nominee(s)).

Each of Resolutions 4 and 5 is a **special** resolution.

5.3 Terms and conditions of NED Performance Rights

The NED Performance Rights will be subject to the terms of conditions described below:

- (a) The NED Performance Rights will be granted under the Company's Securities Plan, a summary of which is set out in Schedule 1.
- (b) Each NED Performance Right will entitle the holder to receive Shares on a one for one basis subject to the satisfaction of the following vesting conditions:
 - (i) 1/3 vesting on 24 August 2023 (being 24 months after the date of appointment of the Participating NEDs); and
 - (ii) 1/3 vesting on 24 August 2024 (being 36 months after the date of appointment of the Participating NEDs),

with the remaining 1/3 being free from any vesting conditions in recognition of their service to date as directors of the Company.

- (c) The NED Performance Rights will not be quoted. The Company will apply to NSX for quotation of Shares issued on vesting and exercise of NED Performance Rights.
- (d) The NED Performance Rights will not be transferable other than as permitted under the Company's Securities Plan.
- (e) The NED Performance Rights have an expiry date of 3 years from the date of grant. The holder may exercise a vested NED Performance Right at any time prior to expiry.
- (f) The Shares to be issued on the exercise of any vested NED Performance Rights will be subject to voluntary escrow for a period of 12 months from the date of grant.

5.4 Listing Rule 6.44 (Section 2A)

Listing Rule 6.44 (Section 2A) requires shareholder approval to be obtained by way of a special resolution where any entity issues, or agrees to issue, securities to a related party of the Company.

Since each of Ms McGuire and Mr Do is a related party of the Company by virtue of being a Director of the Company, the Company requires shareholder approval by way of special resolution under Listing Rule 6.44 (Section 2A) to approve the grant of the NED Performance Shares to Participating NEDs (or their respective nominee(s)).

If Resolutions 4 and 5 are passed, the Company can grant the NED Performance Rights to Participating NEDs (or their respective nominee(s)).

If Resolutions 4 and 5 are not passed, the Company will not be able to grant the NED Performance Rights to Participating NEDs (or their respective nominee(s)), to the extent that such approval is not obtained.

5.5 Additional information

The following additional information is provided in relation to the grant of the NED Performance Rights to Participating NEDs (or their respective nominee(s)):

- (a) the maximum number of NED Performance Rights to be granted will be 600,000;
- (b) each of the Participating NEDs is a related party of the Company under section 228 of the Corporations Act and the Listing Rules by virtue of being a Director;
- (c) the Shares to be issued on the exercised of any vested NED Performance Rights will be subject to voluntary escrow for a period of 12 months from the date of grant and otherwise issued on the same terms as and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the NED Performance Rights will be granted for nil cash consideration;
- (e) the Company has determined to grant the NED Performance Rights to the Participating NEDs for the following reasons:
 - (i) the grant of the NED Performance Rights to the Participating NEDs will align the interests of the Participating NEDs with those of Shareholders;
 - (ii) the grant of the NED Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Participating NEDs; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the NED Performance Rights on the terms proposed; and
- (f) the current remuneration package for each of the Participating NEDs comprise:
 - (i) A\$30,000 per annum;
 - (ii) the NED Performance Rights the subject of Resolutions 4 and 5; and
 - (iii) US\$20,000 worth of DOSE Tokens per annum (which are yet to be provided to the Participating NEDs).

5.6 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (i) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board (excluding Ms McGuire and Mr Vu) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the NED Performance Rights, because the grant of the NED Performance Rights, considered as part of each of the Participating NEDs' total remuneration package, is considered to fall within the "reasonable remuneration" exception under section 211 of the Corporations Act given the circumstances of the Company and the position held by the Participating NEDs in the Company, as described in Section 5.2.

5.7 Directors' recommendation

The Board (other than Ms McGuire who has a material personal interest in the outcome of this Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 4.

The Board (other than Mr Do who has a material personal interest in the outcome of this Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 5.

5.8 Other information

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 or 5.

6 Resolution 6 – Amendment to Constitution – Virtual meetings

6.1 Overview

The travel and gathering restrictions introduced by governments in response to the coronavirus COVID-19 pandemic saw significant disruption to listed public companies holding general meetings, particularly in respect of shareholder attendance and participation.

A number of interim legislative measures were implemented to assist companies in this regard, including the ability to hold and conduct wholly virtual general meetings using video and other

technology. These measures have now ceased, but companies may still conduct virtual meetings provided doing so is expressly permitted by their constitutions.

The Board considers it important that the Company have the ability to hold virtual meetings to ensure it is able to conduct general meetings in circumstances where in person attendance is not possible, practical or appropriate. Accordingly, it proposes that the Constitution be amended to expressly permit the Company hold wholly virtual general meetings.

Resolution 6 is a special resolution to amend the Constitution to expressly permit the Company to hold and conduct general meetings using virtual meeting technology only.

As a special resolution, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of the Resolution for it to be passed.

6.2 Proposed amendments

The table below sets out the proposed variations to the Constitution.

Constitution clause reference	Amendment
Clause 1.1 – new definition of “Virtual Meeting Technology”	The following new definition is added to clause 1.1: <i>“Virtual Meeting Technology” means any technology that allows a person to participate in a meeting without being physically present at the meeting.”</i>
Clause 15.2	Clause 15.2 is wholly replaced with the following: <i>“The Directors may convene a general meeting of the Company whenever they think fit, at the time and place (including at two or more venues using Virtual Meeting Technology or using Virtual Meeting Technology only).and in the manner that the Directors resolve.”</i>
Clause 15.5(a)	Clause 15.5(a) is wholly replaced with the following: <i>“(a) set out the place, the day and time for the meeting (and, if the meeting is to be held using Virtual Meeting Technology, the technology that will be used to facilitate this and sufficient information to allow the Members to participate in the meeting by means of the Virtual Meeting Technology).”</i>
Clause 16.10	The following new clause 16.10 is added: “16.10 Use of Virtual Meeting Technology at general meetings <i>Where a general meeting is held using Virtual Meeting Technology in accordance with clause 15.2:</i> <i>(a) the technology used must be reasonable and allow the Members who are entitled to attend the meeting, and do attend the meeting using that Virtual Meeting Technology, as a whole, to exercise their right to ask questions and make comments both verbally and in writing;</i> <i>(b) a Member participating in the meeting is taken for all purposes, including the quorum requirements in clause 16.4, to be present in person at the meeting;</i> <i>(c) if a person is entitled to attend the meeting, or to vote at the meeting, by proxy, the chair of the meeting must treat a duly appointed proxy in the same way as the person would be entitled or required to be treated if they attended the meeting in person;</i>

	<p>(d) <i>the provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes, to general meetings held using that technology; and</i></p> <p>(e) <i>the meeting is taken to be held at:</i></p> <p>(i) <i>if the meeting is held at more than one physical venue (whether or not it is also held using Virtual Meeting Technology), the main physical venue of the meeting as set out in the notice of the meeting; or</i></p> <p>(ii) <i>if the meeting is held using Virtual Meeting Technology only, the registered office of the Company.”</i></p>
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6.3 Section 136(2) of the Corporations Act

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution (or a provision in its constitution), or may adopt a new constitution, by special resolution of its shareholders.

6.4 Directors' recommendation

The Board recommends that Shareholders approve Resolution 6 to give the Company the flexibility to hold and conduct general meetings using virtual meeting technology only.

Definitions

\$ means Australian dollars.

Animoca means Animoca Brands Limited.

Annual Report means the annual report for the Company (including the Directors' Report, the Financial Report and the Auditor's Report) in respect of the financial year ended 30 June 2022.

Associated Entity has the meaning given to that term in section 50AAA of the Corporations Act.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the board of Directors.

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

Chair means the chairperson of the Meeting.

Closely Related Party has the meaning given in the Corporations Act. It includes close family members and any controlled companies of a member of the Key Management Personnel.

Company means OliveX Holdings Limited (ACN 631 675 986).

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

Director means a director of the Company.

Directors' Report means the directors' report for the Company prepared under Chapter 2M of the Corporations Act in respect of the financial year ended 30 June 2020.

DOSE Token means the ERC-20 token launched by the Company's wholly-owned subsidiary, OliveX (BVI) Limited.

Equity Security has the meaning given in the Listing Rules, and includes a Share, an option, a right to a Share or option, a convertible security and any security that NSX decides to classify as an Equity Security.

Explanatory Statement means this explanatory statement (including all section references, definitions, schedules, attachments and similar components within this document) accompanying the Notice.

Financial Report means the financial report for the Company prepared under Chapter 2M of the Corporations Act in respect of the financial year ended 30 June 2022.

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

Listing Rules means the official listing rules of NSX.

Meeting means the annual general meeting convened by this Notice.

NED Performance Rights has the meaning given to that term in Section 5.1.

Notice means this document (including the Explanatory Statement and Proxy Form) or the notice of annual general meeting section of this document (as the context requires).

NSX means NSX Limited (ACN 008 624 691) or the financial market operated by NSX Limited, as the context requires.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolution means a resolution set out in the Notice.

Section means a section in the Notice.

Securities Plan means the Company's employee securities incentive plan, a summary of which is set out in Schedule 1.

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

Schedule 1 – Securities Plan

1 Overview

The Company's employee securities incentive plan (**Securities Plan**) was adopted by the Company on 26 November 2020. Under the Securities Plan, the Board may offer eligible persons the opportunity to subscribe for such number of Securities in the Company as the Board may decide and, on the terms and conditions set out in the Securities Plan. Some of the key terms of the Securities Plan have been set out below.

2 Eligible Participant

An eligible participant means:

- here the Company seeks to rely on ASIC Class Order [CO 14/1000], a person who is an “eligible participant” (as that term is defined in ASIC Class Order [CO 14/1000]) any amendment or replacement thereof in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order [14/1000]); or
- otherwise:
 - a person who is a “primary participant” as defined in section 1100L(1)(a) of the Corporations Act in relation to the Company or any of its Associated Entities; or
 - any other person who is a “related person” as defined in section 1100L(1)(b) of the Corporations Act of a “primary participant”,

and has been determined by the Board to be eligible to participate in the Securities Plan from time to time.

3 Purpose

The purpose of the Securities Plan is to assist in the reward, retention and motivation of eligible participant, link the reward of eligible participant to Shareholder value creation and align the interests of eligible participant with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to eligible participant to receive an equity interest in the Company in the form of Shares, Performance Rights or Options (collectively, the **Awards**).

4 Administration

The Securities Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Securities Plan in its sole and absolute discretion. The Board may delegate its powers and discretion.

5 Eligibility, Invitation and Application

The Board may from time to time determine that an eligible participant may participate in the Securities Plan and make an invitation to that Eligible Participant to apply for Awards on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Awards the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible

Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

6 Grant of Awards

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Awards, subject to the terms and conditions set out in the invitation, the Securities Plan and any ancillary documentation required.

7 Award Terms

Each 'Award' represents a right to acquire one or more Shares (for example, under an Option or Performance Right), subject to the terms and conditions of the Securities Plan. Prior to an Award being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Award by virtue of holding the Award. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with an Award that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Award that has been granted to them.

8 Vesting of Awards

Any vesting conditions applicable to the grant of Awards will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Awards have vested. Unless and until the vesting notice is issued by the Company, the Awards will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Award are not satisfied and/or otherwise waived by the Board, that Award will lapse.

9 Exercise of Awards

To exercise an Award, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Awards (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

The Participant may elect not to be required to provide payment of the exercise price for the number of Awards specified in a notice of exercise, but that on exercise of those Awards the Company will transfer or issue to the Participant that number of Shares as are equal in value to the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the NSX during the 5 trading-day period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = A \times \frac{(MSP - EP)}{MSP}$$

Where:

- **S** is the Number of Shares to be issued on exercise of the Awards;
- **A** is the Number of Awards;
- **MSP** is the Market value of the Shares (calculated using the volume weighted average of the prices at which Shares were traded on the NSX during the 5-trading day-period immediately preceding the exercise date); and

- **EP** is the Exercise Price.

If the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then a holder will not be entitled to use the cashless exercise facility.

10 Delivery of Shares

As soon as practicable after the valid exercise of an Award by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Awards held by that Participant.

11 Forfeiture of Awards

Where a Participant who holds Awards ceases to be an Eligible Participant or becomes insolvent, all unvested Awards will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Awards to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Awards held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Securities Plan, any Awards which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date and any Awards which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12 Change of Control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13 Rights Attaching to Shares

All Shares issued under the Securities Plan or issued or transferred to a Participant upon the valid exercise of an Award, ("**Plan Shares**") will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14 Disposal restrictions

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan

Share or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

15 Award Adjustments

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Awards will be changed to the extent necessary to comply with the laws and the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation, and otherwise in a proportionate manner reflecting the change to the share capital. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Awards are exercised. Unless otherwise determined by the Board, a holder of Awards does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16 Participation in New Issues

There are no participation rights or entitlements inherent in the Awards and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Awards without exercising the Awards.

17 Amendments

Subject to the following paragraph, the Board may at any time amend any provisions of the Securities Plan, including (without limitation) the terms and conditions upon which any Securities have been granted under the Securities Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18 Plan duration

The Securities Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Securities Plan for a fixed period or indefinitely, and may end any suspension. If the Securities Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



THE LIVE MARKETING PLATFORM FOR HEALTH AND FITNESS

ACN 631 675 986

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

OliveX Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of OliveX Holdings Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Tuesday, 29 November 2022 at Level 1, 50 Kings Park Road, West Perth WA 6005 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report

For Against Abstain*

☐ ☐ ☐

2 Re-election of Director – Yat Siu

☐ ☐ ☐

3 Re-election of Director – Sonny Vu

☐ ☐ ☐

4 Approval to grant NED Performance Rights to Maja McGuire

☐ ☐ ☐

5 Approval to grant NED Performance Rights to David Do

For Against Abstain*

☐ ☐ ☐

6 Amendment to Constitution – Virtual meetings

☐ ☐ ☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

OLX PRX2202C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Sunday, 27 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

OliveX Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATION.**