
ZYBER HOLDINGS LTD

ACN 131 090 947

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.30am Sydney Time

DATE: 29 November 2019

PLACE: Automic, Level 5, 126 Phillip Street, Sydney, NSW, Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 2 9251 7177.

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IMPORTANT INFORMATION

Time and place of Meeting

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at Automic, Level 5, 126 Phillip Street, Sydney, NSW, Australia at 9.30am Sydney Time on 29 November 2019.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.30am (Sydney Time) on 27 November 2019.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

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

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

For personal use only

BUSINESS OF THE ANNUAL GENERAL MEETING

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding 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 contained in the Company's annual financial report for the financial year ended 30 June 2019."

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

Voting Prohibition Statement:

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.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHN TOMARAS

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

"That, for the purpose of clause 11.12 of the Constitution, ASX Listing Rule 14.4 and for all other purposes John Tomaras, a Director who was appointed as an additional director on 15 April 2019, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – TED TZOVARAS

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

"That, for the purpose of clause 11.12 of the Constitution, ASX Listing Rule 14.4 and for all other purposes Ted Tzovaras, a Director who was appointed as an additional director on 14 August 2019, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ISSUE SECURITIES TO JOHN TOMARAS

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant John Tomaras (or his nominee), a Director of the Company, 892,860 Fully Paid Ordinary Shares on the terms outlined in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- John Tomaras
- A person who is to receive securities in relation to the entity; and
- An associate of any of the aforesaid

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

6. RESOLUTION 5 – ISSUE SECURITIES TO TED TZOVARAS

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant Ted Tzovaras (or his nominee), a Director of the Company, 297,620 Fully Paid Ordinary Shares on the terms outlined in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ted Tzovaras
- A person who is to receive securities in relation to the entity; and
- An associate of any of the aforesaid

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

7. RESOLUTION 6 – ISSUE SECURITIES TO HENRY KINSTLINGER

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to grant Henry Kinstlinger (or his nominee), Company Secretary of the Company 2,500,050 Fully Paid Ordinary Shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

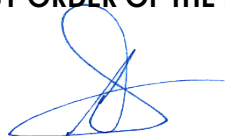
- Henry Kinstlinger (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, the entity need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED: 25 OCTOBER 2019

BY ORDER OF THE BOARD



HENRY KINSTLINGER

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.zyber.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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 the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting 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

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than

25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

| Proxy | Directions given | No directions given |
|---------------------------------------|------------------|--|
| Key Management Personnel ¹ | Vote as directed | Unable to vote ³ |
| Chair ² | Vote as directed | Able to vote at discretion of Proxy ⁴ |
| Other | Vote as directed | Able to vote at discretion of Proxy |

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JOHN TOMARAS

3.1 General

Clause 11.12 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr John Tomaras, having been appointed by other Directors on 15 April 2019 in accordance with the Constitution, will retire in accordance with clause 11.12 of the Constitution and ASX Listing Rule 14.4 and being eligible seeks election from Shareholders.

3.2 Qualifications and other material directorships

John has over 18 years of experience in litigation and dispute resolution in Sydney and Australia. In 2006, he established what is now Tomaras Lawyers, a boutique commercial firm largely experienced in providing Commercial, Litigation and Corporate advice and legal services. He has worked, advised and attended to projects in the UAE, Asia and Greece, as well as appearing as co-counsel in a number of matters in the UAE and Asia.

John has extensive experience in civil, commercial and corporate law in Australia and the UAE, and has worked closely with his overseas associated offices in a number of matters. He currently holds a directorship and legal counsel role at Billi, a financial payment platform application in Singapore. He is also currently a member of the Australian Institute of Company Directors and legal

counsel for a number of medium size corporations with local and international projects.

3.3 Independence

Mr John Tomaras has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr John Tomaras will be an independent director.

3.4 Board recommendation

The Board supports the election of Mr John Tomaras and recommends that Shareholders vote in favour of Resolution

4. RESOLUTION 3 – ELECTION OF DIRECTOR – TED TZOVARAS

4.1 General

Clause 11.12 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ted Tzovaras, having been appointed by other Directors on 14 August 2019 in accordance with the Constitution, will retire in accordance with clause 11.12 of the Constitution and ASX Listing Rule 14.4 and being eligible seeks election from Shareholders.

4.2 Qualifications and other material directorships

Ted is an accomplished practising lawyer with an extensive and a varied experience in commercial litigation and alternative dispute resolution, commercial transactions and corporate matters in Australia and internationally, spanning over almost four decades. He has acted as an instructing solicitor and appeared as an advocate in commercial litigation, international arbitration and criminal proceedings. He has acted as a legal representative in respect of major and complex commercial transactions and corporate matters.

He is a Solicitor and Barrister of the Supreme Courts of New South Wales, Victoria, Western Australia and the Australian Capital Territory, and a Solicitor of the High Court of Australia and all federal courts of Australia. His professional qualifications include Bachelor of Laws from the University of Sydney, Master of Laws from the University of Technology, Sydney, Master of Business Administration from the Macquarie Graduate School of Management and Diploma in International Commercial Arbitration from the Chartered Institute of Arbitrators.

He has served on the board of directors of several Australian and foreign private and public companies engaged in property development, fund management, manufacturing, engineering, mining and international trade.

4.3 Independence

Mr Ted Tzovaras has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his

capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Ted Tzovaras will be an independent director.

4.4 Board recommendation

The Board supports the election of Mr Ted Tzovaras and recommends that Shareholders vote in favour of Resolution

5. RESOLUTIONS 4 AND 5: ORDINARY RESOLUTIONS TO ISSUE SECURITIES TO NON-EXECUTIVE DIRECTORS

The Company's current remuneration arrangements, determined on 11 October 2019, with its Non-Executive Directors is \$25,000 per annum, with that amount to be paid in Shares in lieu of cash subject to shareholder approval at a meeting of shareholders of the Company.

The deemed issue price of the Shares is 1.4 cents per Share, being the most recent price at which Shares of the Company were traded on the ASX prior to 11 October 2019.

Each non-executive director would be issued 148,810 Fully Paid Ordinary Shares in the Company at a deemed issue price of approximately 1.4 cents per share for each month of service or part thereof.

Accordingly, it is proposed to issue John Tomaras 892,860 Shares representing 6 months remuneration and Ted Tzovaras 297,620 Shares representing 2 months remuneration.

Directors Recommendation

The Non-Executive Directors do not make a recommendation to shareholders with respect to Resolutions 4 and 5 noting their material personal interests in the matters being considered. The Executive Chairman recommends that shareholders vote in favour of Resolutions 4 and 5 considering that the issue of securities to the non-executive directors to reduce cash expenditure is in line with the Company's internal remuneration policies.

It should be noted that in the event shareholders do not approval the issue of Shares, the amount accrued at the date of the meeting of shareholders will be paid in cash from working capital.

Regulatory Information for Resolutions 4 and 5

(a) Regulatory Framework

Corporations Act: Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and 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. Having considered the circumstances of the Company and the Directors as required by section 211 of the Corporations Act, the Directors rely on section 211 and confirm that, in their opinion, the granting of the Shares to the Directors represents reasonable remuneration to the Directors, and accordingly, the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rules: Listing Rule 10.11 requires that the Company seek shareholder approval to be obtained for the Company to issue securities to a related party of the Company (including directors of the Company). The Company accordingly seeks shareholder approval pursuant to Listing Rule 10.11 for Resolutions 4 and 5. Pursuant to Listing Rule 7.2 Exception 14, the passing of Resolutions 4 and 5 will not require separate shareholder approval pursuant to Listing Rule 7.1.

(b) Compliance Information

In compliance with Listing Rule 10.13, the Company provides the following information with respect to Resolutions 4 and 5:

- (i) The Non-Executive Directors, John Tomaras and Ted Tzovaras (or their nominees) are the proposed recipients of the Shares.
- (ii) The maximum number of securities to be issued is 892,860 Shares to John Tomaras and 297,620 Shares to Ted Tzovaras.
- (iii) John Tomaras and Ted Tzovaras are presently Directors of the Company.
- (iv) The Company will issue the securities within one month of approval by Shareholders, being on or before 29 December 2019.
- (v) The Shares are being issued at a deemed price of 1.4 cents being the most recent price at which Shares of the Company were traded on the ASX prior to 11 October 2019, which is in the view of the directors, is fair and reasonable remuneration.
- (vi) The Shares are fully paid ordinary shares which rank equally with existing fully paid ordinary shares.
- (vii) A voting exclusion statement applies to Resolutions 4 and 5 to prevent the proposed recipients or their associates from voting on Resolutions 4 and 5 (respectively).
- (viii) No funds will be received as a result of the issue of the Shares as the issue is in lieu of cash consideration to the proposed recipients.

6. RESOLUTION 6: ORDINARY RESOLUTIONS TO ISSUE SECURITIES TO THE COMPANY SECRETARY

The Company's current remuneration arrangements, determined on 11 October 2019, with the Company Secretary is \$60,000 per annum, with that amount to be paid in Shares in lieu of cash subject to shareholder approval at a meeting of shareholders of the Company.

The deemed issue price of the Shares is 1.4 cents per Share, being the most recent price at which Shares of the Company were traded on the ASX prior to 11 October 2019.

The Company Secretary would be issued 357,150 Fully Paid Ordinary Shares in the Company at a deemed issue price of approximately 1.4 cents per share for each month of service or part thereof.

Accordingly, it is proposed to issue Henry Kinstlinger (or his nominee) 2,500,050 Shares representing 7 months remuneration.

ASX Listing Rule 7.1

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 months period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder approval.

ASX Listing Rules 7.3 requires that Shareholders be provided with the following additional information:

- (a) The maximum number of Shares proposed to be issued is 2,500,050.
- (b) The new Shares are expected to be issued within 1 month of the date of this Annual General Meeting;

- (c) The new Shares will be issued 1.4 cents per Share.
- (d) The Shares are fully paid ordinary shares which rank equally with existing fully paid ordinary shares.
- (e) A voting exclusion statement applies to Resolution 6 to prevent the proposed recipient or his associates from voting on Resolution 6.
- (f) No funds will be received as a result of the issue of the Shares as the issue is in lieu of cash consideration to the proposed recipient.

Directors Recommendation

The Directors recommend that shareholders vote in favour of Resolution 6 considering that the issue of securities to the non-executive directors to reduce cash expenditure is in line with the Company's internal remuneration policies.

It should be noted that in the event shareholders do not approval the issue of Shares, the amount accrued at the date of the meeting of shareholders will be paid in cash from working capital.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company or **Zyber** means Zyber Holdings Ltd (ACN 131 090 947).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors Fees means all fees payable by the Company or any of its subsidiaries to a non-executive director for acting as a director of the Company or any subsidiary (including

attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits, not including reimbursement of genuine out-of-pocket expenses, or genuine special remuneration payable under the Constitution

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

Key Management Personnel has the same meaning as in the accounting standards and 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 or ASX Listing Rules means The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time.

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

Official List means the official list of entities that ASX has admitted and not removed.

Ordinary Resolution means a resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

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

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

Sydney Time means Australian Eastern Daylight Time as observed in Sydney NSW.



Zyber Holdings Ltd | ACN 131 090 947

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: ZYB

Your proxy voting instruction must be received by **9.30am (Sydney Time) on Wednesday 27 November 2019**, being not 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 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

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



| | | | | |
|---------|---|---|---|--|
| Contact | Return your completed form | | All enquiries to Automic | |
| | 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 | |
| | WEBCHAT https://automic.com.au/ | | PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas) | |

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| STEP 1: Appoint Your Proxy | Complete and return this form as instructed only if you do not vote online |
| | <p>I/we being a Shareholder entitled to attend and vote at the Annual General Meeting of Zyber Holdings Ltd, to be held at 9.30am (Sydney Time) on Friday 29 November 2019 at Automic, Level 5, 126 Phillip Street, Sydney NSW, Australia hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p> <p>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.</p> |

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| STEP 2: Your Voting Direction | Resolutions | For | Against | Abstain | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center;">1.</td> <td style="width: 75%;">Adoption of Remuneration Report</td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Re-Election of Director – John Tomaras</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Re-Election of Director – Ted Tzovas</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Issue Securities to John Tomaras</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">5.</td> <td>Issue Securities to Ted Tzovas</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">6.</td> <td>Issue Securities to Henry Kinstlinger</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | 1. | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 2. | Re-Election of Director – John Tomaras | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 3. | Re-Election of Director – Ted Tzovas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4. | Issue Securities to John Tomaras | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5. | Issue Securities to Ted Tzovas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. | Issue Securities to Henry Kinstlinger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | |
| 1. | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Re-Election of Director – John Tomaras | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Re-Election of Director – Ted Tzovas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. | Issue Securities to John Tomaras | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5. | Issue Securities to Ted Tzovas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6. | Issue Securities to Henry Kinstlinger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| STEP 3: Sign Here + Contact Details | SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED | | | | |
| | Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | | |
| | <input style="width: 100%; height: 30px;" type="text"/> | <input style="width: 100%; height: 30px;" type="text"/> | <input style="width: 100%; height: 30px;" type="text"/> | | |
| <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">Sole Director and Sole Company Secretary</td> <td style="width: 33%; text-align: center;">Director</td> <td style="width: 33%; text-align: center;">Director / Company Secretary</td> </tr> </table> | | | Sole Director and Sole Company Secretary | Director | Director / Company Secretary |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary | | | |
| Contact Name: | | | | | |
| <input style="width: 100%; height: 20px;" type="text"/> | | | | | |
| Email Address: | | | | | |
| <input style="width: 100%; height: 20px;" type="text"/> | | | | | |
| Contact Daytime Telephone | | | | | |
| <input style="width: 100%; height: 20px;" type="text"/> | | | | | |
| Date (DD/MM/YY) | | | | | |
| <input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/> | | | | | |
| By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible). | | | | | |