

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

CXXU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



CAP-XX Limited General Meeting

The CAP-XX Limited General Meeting will be held on Tuesday, 23 April 2024 at 5:00pm (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For your proxy appointment to be effective it must be received by 5:00pm (AEST) on Sunday, 21 April 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://www.investormeetcompany.com/cap-xx-limited/register-investor>

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **5:00pm (AEST) on Sunday, 21 April 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CAP-XX Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of CAP-XX Limited to be held as a virtual meeting on Tuesday, 23 April 2024 at 5:00pm (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Approval to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Reset the Dilution Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare



CAP-XX LIMITED
ACN 050 845 291
NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of CAP-XX Limited will be held at CAP-XX's offices, Unit 1/13A Stanton Road, Seven Hills, 2147, Australia, at 5.00 p.m. AEST on 23 April 2024. The General Meeting can also be accessed via the Investor Meet Company platform (www.investormeetcompany.com).

AGENDA

BUSINESS

Resolution 1 – Authorisation of issue of Second Placing Shares, Subscription Shares and Retail Offer Shares

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

That the directors of the Company be and are generally and unconditionally authorised to exercise all the powers of the Company to allot the Second Placing Shares, the Subscription Shares and the Retail Offer Shares, provided that this authority shall be conditional upon Admission becoming effective on or before 8:00am BST on 25 April 2024 (or such later time and/or date as the Company and Allenby Capital Limited may agree, but in no event no later than 8:00 a.m. BST on 20vMay 2024) and shall be limited to the allotment of the Second Placing Shares, the Subscription Shares and the Retail Offer Shares up to a maximum number of **1,896,145,120** new Ordinary Shares.

Resolution 2 – Ratification of issue of First Placing Shares – Issued Share Capital – Dilution Policy

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

That, for the purposes of the Dilution Policy (as defined in the attached Explanatory Statement) of the Company, the allotment of the First Placing Shares is generally and unconditionally approved and authorised, and that notwithstanding the issue of the First Placing Shares, and notwithstanding the Dilution Policy, the directors of CAP-XX are hereby authorised to exercise all or any of the powers of the Company to issue for cash an aggregate number of securities up to 15% of the entire issued capital of CAP-XX, provided that such authority will expire on the date 12 months after the passing of this resolution.

NOTES

- Shareholders may either attend the General Meeting in person at the Company's address or may register to view and/or participate at the General Meeting by registering in advance for the event via the following link :
- <https://www.investormeetcompany.com/cap-xx-limited/register-investor>
- An opportunity will be given also to those shareholders to ask questions. The time for the Meeting equates with 5.00 p.m. AEST or 8.00 a.m. BST on 23 April 2024.
- The Letter from the Chairman which accompanies and forms part of this Notice, describes the business to be considered at the General Meeting.

- A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
- The proposed Chairman of the meeting intends to vote undirected proxies in favour of the resolution.
- For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 5.00 p.m. AEST on 21 April 2024 (48 business hours prior to commencement of the meeting) which equates with 8.00 a.m. BST on 21 April 2024.
- A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Clearing Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 5.00 p.m. on 21 April 2024 which equates with 8.00 a.m. BST 21 April 2024.
- In respect of Depositary Interests a Form of Instruction must be lodged at the office of the Depositary at: Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by **21 April 2024** at 8.00 a.m.
- Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in the document of which this notice forms part.

By order of the Board

Lars Stegmann

Director

Date: 25th March 2024