

8 December 2022

Dear Shareholder

**Re: Notice of Meeting on Friday, 30 December 2022 at 11.00am (AEDT)**

Notice is hereby given that the Annual General Meeting of Shareholders of Ionic Industries Limited (**Company**) will be held virtually via a live webcast at 11.00am (AEDT) on Friday, 30 December 2022 (**Meeting**).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) ("Corporations Act"), the Company will not be despatching physical copies of the Notice of Annual General Meeting (**Notice of Meeting**) unless a Shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://ionicindustries.com.au/category/all/> or at or at the Company's share registry's online voting site, Investor Vote at: <https://www.investorvote.com.au/Login?cn=2051&demo=Y&display=desktop>
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at [www.computershare.com.au/easyupdate/iilu](http://www.computershare.com.au/easyupdate/iilu). If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Computershare Investor Services Pty Ltd on at [www.computershare.com.au/easyupdate/iilu](http://www.computershare.com.au/easyupdate/iilu). or 1300 555 159 (within Australia) or +61 2 9415 4062 (Outside Australia) between 8:30am and 7:00pm (AEDT) Monday to Friday, to arrange a copy.

Yours sincerely,



Justin Mouchacca  
Company Secretary  
Ionic Industries Limited



**IONIC INDUSTRIES LIMITED**  
**ACN 168 143 324**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 30 December 2022**

Time of Meeting:  
**11.00am (AEDT)**

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 which renewed the relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Annual General Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Company's website: <http://www.ionicindustries.com.au/>

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If shareholders are in doubt as to how they should vote, they should seek advice from their  
accountant, solicitor or other professional advisor without delay.*

# IONIC INDUSTRIES LIMITED

ACN 168 143 324

Registered office: Level 21, 459 Collins Street, Melbourne, Victoria 3000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Ionic Industries Limited (the “Company”) will be held virtually via a webinar conferencing facility at 11.00am (AEDT) on Friday, 30 December 2022.

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances as a result of COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company will conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual meeting can be attended using the following details:

**When:** Friday, 30 December 2022 at 11.00am (AEDT)  
**Topic:** Ionic Industries Limited Annual General Meeting

**Register in advance for the virtual meeting:**

[https://us06web.zoom.us/webinar/register/WN\\_bCDxh0AUTzeGIUqdTbT8Jw](https://us06web.zoom.us/webinar/register/WN_bCDxh0AUTzeGIUqdTbT8Jw)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [justin@jmc corp.com.au](mailto:justin@jmc corp.com.au). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to its website.

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the Company’s website at <http://www.ionicindustries.com.au/>.

# IONIC INDUSTRIES LIMITED

ACN 168 143 324

Registered office: Level 21. 459 Collins Street, Melbourne, Victoria 3000

## AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

*To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2022.*

*Note: There is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

#### Resolution 1: Re-election of Mr Neil Wilson as a Director of the Company

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

*"That Mr Neil Wilson, who retires by rotation pursuant to the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### BY ORDER OF THE BOARD



**Justin Mouchacca**  
Company Secretary

8 December 2022

## Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting, for the purposes of the Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution and the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, proxy forms must be received at the Company's Share Registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11.00am (AEDT) on Wednesday, 28 December 2022. Any proxy received after that time will not be valid for the scheduled meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chairman of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

## 6. Voting Exclusion Statements

### Resolution 1

There are no voting exclusions on this resolution.

## 7. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 8630 3321 if they have any queries in respect of the matters set out in these documents.

## **EXPLANATORY STATEMENT**

### **Purpose of Information**

This Explanatory Statement ("Statement") accompanies and forms part of the Company's Notice of Annual General Meeting ("Notice") for the 2022 Annual General Meeting ("Meeting") to be held virtually via a webinar conferencing facility at 11.00am (AEDT) on Friday, 30 December 2022.

The Notice incorporates, and should be read together, with this Statement

### **Receipt and consideration of Accounts & Reports**

A copy of the Annual Report for the financial year ending 30 June 2022 (which incorporates the Company's financial report, reports of the Directors and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders.

You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 8630 3321, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: <http://www.ionicindustries.com.au/>.

It is noted that no resolution is required on these reports. Accordingly, no resolution will be put to shareholders on this item of business.

### **Resolution 1: Re-election of Mr Neil Wilson as a Director of the Company**

#### ***Background***

The Constitution of the Company requires that at every Annual General Meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Neil Wilson being eligible, offers himself for re-election.

Mr Neil Wilson was appointed as a Director of the Company on 7 October 2019.

Neil has 50 years of manufacturing, Management and Research experience, Chairman of Romar Engineering which holds several patents and two placements in Australian technology showcase. Neil is a member of UOW Centre of Excellence for Electromaterial Science, CSIRO and Lab 22, RMIT / SWINBOURNE SEAM ARC, AIG, Institution of Engineers.

#### ***Board Recommendation***

The Board (with Mr Wilson abstaining) recommends that shareholders vote in favour of the re-election of Mr Wilson.

The Chairman of the meeting intends to vote undirected proxies in favour of Mr Wilson re-election.

#### ***Voting Exclusions***

Refer to Note 6 for voting exclusions on this Resolution.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2022;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means Ionic Industries Limited ACN 168 143 324;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

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

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Memorandum; and

“**Shareholder**” means shareholder of the Company.