

Dear Shareholder

Constellation Technologies Limited Annual General Meeting

The Company hereby announces its intention to hold its 2022 Annual General Meeting of Shareholders on Friday 25th November 2022 at 11.00am. This meeting will be a Virtual Annual General Meeting.

The agenda of the meeting will be to consider the following items of business:

- Financial Statements
- Remuneration Report
- Re-election of Director – Mr Leath Nicholson
- Re-election of Director – Mr Raymond Malone
- Amendment to the Company's Constitution

A copy of the 2022 Notice of Annual General Meeting can be found on the Company's website:

www.ct1limited.com

Shareholders wishing to attend this virtual meeting are requested to register at the Company's website www.ct1limited.com no later than 11.00 am on 23 November 2022 to enable the Company to verify your eligibility to attend the meeting.

Once all attendees are verified, an email will be sent to attendees with a link to participate in the meeting using our Webinar facilities.

At the meeting, the Chair and management will provide an update to shareholders. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at terri@ct1limited.com 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

Shareholders are strongly encouraged to vote prior to the meeting by submitting their proxy form in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

Shareholders will be able to ask questions during the meeting.

By order of the Board



Terri Bakos
Company Secretary
17 October 2022

Notice of Annual General Meeting

Constellation Technologies Limited ACN 009 213 754

Notice is given that the 2022 Annual General Meeting of Constellation Technologies Limited ACN 009 213 754 (Company or CT1) will be held on Friday 25th November 2022 at 11.00am. This meeting will be a Virtual Meeting. Shareholders may attend the meeting virtually by registering at:

www.ct1limited.com

Shareholders wishing to attend the virtual meeting are requested to register their attendance no later than 11.00am on 23 November 2022.

Once the Company has verified all attendee's eligibility to attend the meeting, an email will be sent to the Shareholder with a link to participate in the meeting using our Webinar facilities.

BUSINESS

1. Financial Statements and Reports

To receive the Annual Financial Statements of Constellation Technologies Limited for the year ended 30 June 2022, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

A copy of the Annual Report can be downloaded at www.ct1limited.com

2. Resolution 1 – Remuneration Report

To consider and, if in favour, pass the following Resolution in accordance with Section 250R(2) of the Corporations Act 2001 (Cth):

'That the Remuneration Report section of the Director's Report for the Company for the year ended 30 June 2022 be adopted.'

3. Resolution 2- Re-election of Mr Leath Nicholson

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

'That Mr Leath Nicholson, a Non-Executive Director, who retires by rotation in accordance with Article 64 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

4. Resolution 3- Re-election of Mr Raymond Malone

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

'That Mr Raymond Malone, a Non-Executive Director, who retires in accordance with Article 63 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

5. Resolution 4- Amendment to the Company's Constitution

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

'That for the purposes of Section 136 (2) of the Corporations Act 2001 and for all other purposes, Shareholders approve the amendment to the Company's Constitution in the manner as set out in the Explanatory Memorandum, effective from the date of the meeting'

By order of the Board

A handwritten signature in blue ink that reads "Terri Bakos". The signature is written in a cursive style with a large initial "T".

Terri Bakos
Company Secretary
Dated: 17 October 2022

Voting restrictions Corporations Act

Introduction

Section 250R(2) of the Corporations Act 2001 (Cth) (“the Act”) requires Shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policies for the Company and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages 27 to 37 of the 2022 Annual Report to Shareholders.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Board will however consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies. Under the Act, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM’s, Shareholders will be required at the second of those AGM’s to vote on an additional resolution (“Spill Resolution”) that a further meeting be held within 90 days of the Spill Resolution. At that further meeting, all of the Company’s Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the ‘remuneration resolution’ at the 2021 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

Voting restrictions

The Company will disregard votes cast by a member of the Key Management Personnel or their Closely related parties, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of Section 250R or 250BD of Corporations Act 2001 (Cth),

Notwithstanding the above voting restrictions:

- (a) a KMP may cast a proxy where they proxy specified in writing how the KMP is to vote (except proxies cast on behalf of another KMP); and

the Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote or you must tick the box on the Proxy Form expressly authorising the Chair to vote undirected proxies, if you want your vote to count. If you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the chair to exercise the proxy in respect of the above Resolution notwithstanding that the Chair or KMP may benefit.

‘Key Management Personnel (‘KMP’) are identified at page 15 of the 2022 Annual Report.

‘Closely related parties’ of KMP are defined in Corporations Act 2001 (Cth), to include certain of family members, dependents and companies they control.

Notes

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form, in accordance with the instructions on the proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Wednesday, 23 November 2022. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your vote then please email the Company Secretary at terri@ct1limited.com.

Explanatory Memorandum

Constellation Technologies Limited ACN 009 213 754

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held in a virtual format on Friday, 25 November 2022 at 11.00am (Melbourne time). Shareholders are encouraged to register to attend this meeting via Webinar Conferencing facilities that have been put in place.

Details of how to register for this meeting are set out in the Notice of Meeting.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

All the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. This includes voting via proxies.

1. Financial Statements and Reports

The Corporations Act requires that the report of Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements or reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the company's auditor, if the question is relevant to:

- a) The content of the auditors report, or
- b) The conduct of the audit of the Annual Financial Report to be considered at the meeting.

Note: under Section 250PA(1) of the Corporations Act 2001 (Cth), a Shareholder must submit any questions to the Company no later than the fifth business day before the day on which he AGM is held.

Written questions for the Auditor must be delivered to the Company's auditor: Company Secretary, Constellation Technologies Limited, Level 7, 420 Collins Street, Melbourne VIC 300

or

terri@ct1limited.com.

No later than 9am on Friday 18th November 2022.

2. Resolution 1: Remuneration Report

A Copy of the Company's Remuneration Report is contained in its 2022 Annual Report, which is available on the CT1 website: www.ct1limited.com.

Section 250R(2) of the *Corporations Act 2001* (Act) requires that the Remuneration Report be put to a vote of Shareholders for adoption.

This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CT1's Remuneration Policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

The Remuneration Report

- a) Reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-executive Directors.
- b) Explains board policies in relation to the nature and value of remuneration paid to Non-executive Directors, executive and senior management within CT1; and
- c) Discusses the relationship between the board policies and CT1 performance.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Voting restrictions apply to this Resolution (see above).

As the Resolution relates to matters including the remuneration of Directors, the Board, as a matter of Corporate Governance and in accordance with the spirit of Section 250R(4) of the *Corporations Act 2001* (Cth), makes no recommendation regarding this Resolution. Voting restrictions apply to this Resolution.

3. Resolution 2 – Re-election of Mr Leath Nicholson

Article 64 of the Company's Constitution provides that no Director who is not the Managing Director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

To the extent that the ASX Listing Rules require an election of Directors to be held and no Director is due to retire due to their period of service or they hold the position of Managing Director, then the Director to retire may voluntarily submit for re-election, otherwise it shall be decided based on those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agreed between themselves) be determined by lot.

The Board has determined that Mr Leath Nicholson will retire from office under Article 64 of the Company's Constitution, and he stands for re-election. He was first appointed to the board on 14 October 2016.

Mr Nicholson was a corporate partner at a leading Melbourne law firm, gaining experience with a breadth of ASX listed entities before co-founding Foster Nicholson (now Nicholson Ryan Lawyers) in 2008. Leath's principal clients continue to be ASX listed companies and high net worth individuals. He holds particular expertise in mergers and acquisitions, IT based transactions and corporate governance.

Mr Nicholson has held board positions with ASX listed Company's AMA Group Limited and Money3 Corporations Limited. He does not currently hold any other board positions with ASX listed company's.

Both Mr Nicholson and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company. He currently holds 17,930,084 Ordinary Shares and 15,033,613 Unlisted Options in the Company.

The Directors (other Mr Nicholson, who abstains), recommend that shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Mr Raymond Malone

Article 63 of the Company's Constitution provides that a Director, who is not the Managing Director, appointed to fill a casual vacancy or as an addition to the existing Directors shall only hold office until the end of the next annual general meeting following their appointment unless re-elected at the annual general meeting.

The Director to be re-elected at the annual general meeting will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with Article 64 a) of the Company's Constitution.

On 7 June 2022 Mr Raymond Malone was appointed to the Board as an additional director. Mr Malone, who retires from office under Article 63 of the Company's Constitution, stands for re-election to the Company.

Mr Malone has an extensive track record in the public company arena and was most notably Chairman of AMA Group Limited (ASX: AMA) until August 2019 and Money3 Corporation Limited (ASX: MNY) until November 2018.

During Ray's tenor at AMA Group, he was instrumental in restructuring and growing the business from 2 panel shops and a handful of automotive accessory businesses to an Australian/New Zealand Group with a market capitalisation in excess of \$800m.

Mr Malone does not currently hold any other board positions with public companies.

Both Mr Malone and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company. He currently holds 69,343,038 Ordinary Shares and 61,621,387 Unlisted Options in the Company.

The Directors (other Mr Malone, who abstains), recommend that shareholders vote in favour of Resolution 3.

5. Resolution 4 – Amendments to the Company’s Constitution

The Company’s Constitution was last amended in November 2020.

As part of the Company’s commitment to good corporate governance and best practice, it recently conducted a review its Constitution in light of recent changes in legislation and notification from the ASX of pending changes to the ASX trading platform in the next 12 to 18 months.

The Company is proposing the following changes to its Constitution.

Overview of changes:

- Electronic sending and execution of documents
 - o Sending of Notice of General Meetings.
 - o Electronic execution of documents.
- Pending & future changes to the ASX trading platform
 - o Increase in the quantity of registered joint holders of securities.
 - o Potential name changes to the platform & its clearing system.
 - o Future changes to how the platform operates and delivers notifications to security holders.
- Others
 - o Clarification on the transfer & registration of securities; calling of general meetings; direct voting and events leading to a director ceasing to be a director.
 - o Defining terms already in the Constitution and other consequential amendments necessary to give effect to the changes set out above

A copy of the proposed changes in red-line will be tabled at the Annual General Meeting and is available for inspection on the Company’s website: www.constellationtechnologies.com.au/corporate-governance.

Under Section 136 (2) of the Corporations Act, a company can modify its Constitution or a provision of its Constitution by **special resolution**. This requires approval of 75% or more of all votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, a representative).

The Directors recommend that shareholders vote in favour of Resolution 4.