

ASX RELEASE

23 June 2023

Notice of Extraordinary General Meeting

Acusensus Limited (ASX:ACE) (**Acusensus**) today issues a Notice of Extraordinary General Meeting and Explanatory Statement (**Notice**). The Notice and a sample proxy form are attached and are also available on the Acusensus website.

The Extraordinary General Meeting will be held on Tuesday, 25 July 2023 at 2:00pm (AEST) (**Meeting**). The Meeting will be held at Level 33, 360 Collins Street, Melbourne VIC 3000. The Notice includes further information on the business of the Meeting and how shareholders may participate in the Meeting.

The Notice and proxy form will be despatched to shareholders today.

END

Enquiries

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This announcement is authorised by the Board of Acusensus Limited.

About Acusensus

Acusensus is a technology company that was founded in 2018 with a mission to design and develop artificial intelligence enabled road safety solutions. Collaborating with governments and commercial stakeholders to tackle distracted driving globally is Acusensus' first priority.

Acusensus has pioneered intelligent solutions that provide anywhere, anytime digital evidence that can be used in conjunction with law enforcement to drive behavioural change and improve road safety. Acusensus technology is used to detect and provide prosecutable evidence of distracted driving (mobile phone use), seatbelt compliance, speeding, railway crossing compliance and the monitoring of vehicles of interest.

Acusensus listed on the Australian Securities Exchange in January 2023. Acusensus is headquartered in Melbourne, Australia, with offices also in Sydney, Brisbane, London (UK) and Las Vegas (United States).

1.4 Indicative Timetable

Outlined below is an indicative timetable for completion of the Share Split, subject to compliance with all regulatory requirements.

| | |
|--|-------------------------|
| Company tells ASX that Shareholders have approved the Share Split with immediate effect (Effective Date). | Tuesday, 25 July 2023 |
| Last day for trading in pre-Share Split securities. | Wednesday, 26 July 2023 |
| Trading in post-Share Split securities commences on a deferred settlement basis (ASX code: ACEDA). | Thursday, 27 July 2023 |
| Record date. Last day for the Company to register transfers on a pre-Share Split basis. | Friday, 28 July 2023 |
| First day for the Company to update its register and to send holding statements to Shareholders reflecting the change of holdings as a result of the Share Split. | Monday, 31 July 2023 |
| Last day for the Company to update its register and to send new holding statements to Shareholders reflecting the change of holdings as a result of the Share Split and to notify ASX that this has occurred. Trading in the post-Share Split securities on a deferred settlement basis ends. | Friday, 4 August 2023 |
| Normal trading in the post-Share Split securities commences. | Monday, 7 August 2023 |

1.5 Taxation Consequences

It is not considered that any taxation implications will exist for Shareholders as a result of the Share Split. However, Shareholders are advised to seek their own tax advice regarding the impact of the Share Split. The Company accepts no responsibility for the individual taxation implications resulting from the Share Split.

1.6 Director's Recommendation

The Directors have recommended that Shareholders vote **IN FAVOUR** of the resolution.

1.7 Chair's Voting Intention

The Chair intends to vote all undirected proxies **IN FAVOUR** of the resolution.

Notice to Persons outside Australia

This Notice of Meeting, including the Explanatory Statement, has been prepared in accordance with Australian laws, disclosure requirements and accounting standards, which may differ from those in other countries. The distribution of the Explanatory Statement may be restricted by law or regulation in certain countries. Therefore, persons who come into possession of the Explanatory Statement should inform themselves of any such restrictions and comply accordingly.

Schedule 1 – Glossary

AEST means Australian Eastern Standard Time as observed in Melbourne, Australia.

Entitlement Time means 2:00 pm (AEST) on Sunday, 23 July 2023.

Extraordinary General Meeting or **EGM** or **Meeting** means the meeting convened by this Notice of Meeting.

ASX means ASX Limited (ACN 620 466 248).

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Company means Acusensus Limited (ACN 625 231 941).

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

Director means a current director of the Company.

Effective Date has the meaning given in section 1.4 of the Explanatory Statement.

Explanatory Statement means the Explanatory Statement accompanying this Notice of Meeting.

HIN means Holder Identification Number.

Link means the Company's share registry, Link Market Services Limited.

Notice or **Notice of Meeting** or **Notice of Extraordinary General Meeting** means this Notice of Extraordinary General Meeting, including the Explanatory Statement and Proxy Form accompanying this Notice of Meeting.

Ordinary Resolution means a resolution that must be passed by at least 50% of the total votes cast by Shareholders entitled to vote on that resolution.

Proxy Deadline means 2:00pm (AEST) on Sunday, 23 July 2023.

Proxy Form means the proxy form accompanying this Notice of Meeting.

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

Shareholder means a registered holder of a Share.

SRN means Shareholder Reference Number.



acusensus

ACN 625 231 941

LODGE YOUR VOTE

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
Acusensus 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 Acusensus Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair 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 Chair 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 Extraordinary General Meeting of the Company to be held at 2:00 pm (AEST) on Tuesday, 25 July 2023 at Level 33, 360 Collins Street, Melbourne VIC 3000 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chair 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 executed no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

For Against Abstain*

1 Approval of a Subdivision of Capital (Share Split)

Three empty boxes for voting: For, Against, Abstain*

* 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)

Signature box for Shareholder 1

Signature box for Joint Shareholder 2

Signature box for Joint Shareholder 3

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).

ACE PRX2301A



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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

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 attend 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:

- 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
- 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 attend 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 **2:00 pm (AEST) on Sunday, 23 July 2023**, 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

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



BY FAX

+61 2 9287 0309



BY HAND

delivering 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)

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