

# ENTX LIMITED

ACN 164 573 728

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## NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM

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### Date of Meeting

Friday, 26 May 2023

### Time of Meeting

2:00 pm (Adelaide time)

### Place of Meeting

In person: Offices of Grant Thornton Australia Limited, Level 3,  
170 Frome Street, Adelaide, South Australia, 5000

Virtual: <https://meetnow.global/MTXRGZR>

**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 advisors prior to voting.**

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Damien Connor, on 1300 105 041.**

Shareholders who are unable to attend the Annual General Meeting in-person or via the online meeting platform, are encouraged to lodge their proxy forms online at: [www.investorvote.com.au](http://www.investorvote.com.au), or by mail, in accordance with instructions contained on the proxy form and within this Notice of Meeting.

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of Shareholders of entX Limited (ACN 164 573 728) ('entX' or the 'Company') will be held on Friday, 26 May 2023 at 2.00 pm (Adelaide time) at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000, and virtually (details below).

The Company strongly encourages Shareholders to read this Notice of Meeting carefully and vote by proxy following the instructions set out in this Notice of Meeting.

Shareholders can access a copy of the Notice of Meeting at the following link on the Company's website: [www.entx.com.au](http://www.entx.com.au)

Shareholders who wish to virtually attend the Annual General Meeting (which will be broadcast as a live webcast), can register online at <https://meetnow.global/MTXRGZR>. Online registration will commence at 1:30pm (Adelaide time) on Friday, 26 May 2023, being 30 minutes prior to the Meeting.

The Directors of entX encourage Shareholders to participate in the Meeting by attending in person or via the online platform. Shareholders who are unable to attend the Meeting (either in person or online) or choose not to attend the Meeting, are encouraged to appoint a proxy ahead of the Meeting to cast their vote at the Meeting. If you wish to appoint a proxy, please lodge your proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) or by mail, in accordance with instructions contained on the proxy form and within this Notice of Meeting.

Proxy forms must be received by no later than 2:00 pm (Adelaide time) on Wednesday, 24 May 2023.

If you have elected to receive notices from the Company electronically, then a link to your personalised proxy form will be emailed to you. For other Shareholders, a copy of your personalised proxy form will be sent to you by mail.

The Company advises that a poll will be conducted for voting on all Resolutions being considered at the Meeting.

This Notice of Meeting (which includes the following agenda, information for Shareholders and explanatory memorandum) details the formal business to be dealt with at the AGM.

### How to participate in the AGM

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#### In person

Shareholders can participate in the AGM in person by attending the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

#### Online

Shareholders can participate in the AGM and watch the webcast online from their computer or mobile device by entering the following URL into their browser: <https://meetnow.global/MTXRGZR>. Online registration will open 30 minutes before the Meeting.

The online platform will allow Shareholders, proxyholders, attorneys and authorised representatives to view the Meeting, vote and ask questions in real-time. Further information on how to participate in the Meeting online is provided in this Notice of Meeting, and in the Virtual Meeting Guide, which can be accessed at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

#### How to submit your vote in advance of the meeting

Proxy votes must be received by 2.00pm (Adelaide time) on Wednesday, 24 May 2023 to be valid for the meeting. Instructions on how to appoint a proxy online are on the online voting website, [www.investorvote.com.au](http://www.investorvote.com.au).

Your proxy may be appointed in a variety of ways described on page 5 of this Notice under 'Appointment of proxies and corporate representatives'.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting.

The Explanatory Memorandum and proxy form comprise part of this Notice of Meeting. Shareholders are urged to vote by completing and lodging their proxies online at [www.investorvote.com.au](http://www.investorvote.com.au) or otherwise returning a completed Proxy Form, by no later than 2:00pm (Adelaide time) on Wednesday, 24 May 2023.

Terms and abbreviations used in the Notice of Meeting and Explanatory Memorandum are defined in the Glossary of the Explanatory Memorandum.

## AGENDA

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The Explanatory Memorandum that accompanies and forms a part of this Notice of Annual General Meeting describes the matters to be considered at the Meeting.

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### GENERAL BUSINESS

#### FINANCIAL STATEMENTS AND REPORT

To receive and consider the Financial Report for the year ended 31 December 2022 and the reports of the Directors and Auditor, as set out in the 2022 Annual Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

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### ORDINARY BUSINESS

#### RESOLUTION 1 – RE-ELECTION OF MR TIMOTHY WISE AS A DIRECTOR

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*‘That, Mr Timothy Wise be re-elected as a Non-Executive Director of the Company in accordance with article 7.2(b) of the Constitution.’*

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#### Chairman’s voting intention

The Chairman intends to vote undirected proxies on, and in favour of, the proposed Resolution.

By order of the Board



**Damien Connor**  
**Company Secretary**

Adelaide, 27 April 2023

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# INFORMATION FOR SHAREHOLDERS

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### PARTICIPATING IN THE MEETING

#### In person

Shareholders can participate in the AGM in person by attending the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

#### Online registration

You will be able to attend and participate in the Meeting online using your computer, your mobile phone or device.

You can participate in the Meeting by entering the following link in your browser: <https://meetnow.global/MTXRGZR> and follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 by no later than one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

Further information about how to log in to the online meeting platform, to register for the Annual General Meeting, and to participate in the Annual General Meeting as a Shareholder, proxyholder, attorney or authorised representative is available in the Virtual Meeting Guide, which can be accessed at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

### VOTING

For the purpose of determining the voting entitlements at the Meeting, the Board has determined that, in accordance with the Company's Constitution and the Corporations Act, the shares in the Company will be taken to be held by the registered holders of those shares at 7.00 pm (Sydney time) on Wednesday, 24 May 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting on all items of business will be conducted on a poll. You may vote at the Annual General Meeting:

- a) in person at the Meeting; or
- b) live and online during the Meeting using the online meeting platform (at <https://meetnow.global/MTXRGZR>); or
- c) in advance of the Meeting, by appointing a proxy and directing your proxy how to vote:
  - i) online at [www.investorvote.com.au](http://www.investorvote.com.au) by no later than 2:00 pm (Adelaide time) on Wednesday, 24 May 2023; or
  - ii) completing your personalised proxy form and sending to the Company's Share Registry via:  
  
Mail to: entX Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia;  
  
Fax to: entX Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555;
  - iii) online at [www.intermediaryonline.com](http://www.intermediaryonline.com) (only available to Custodian Voting with an Intermediary Online subscription).

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Wednesday, 24 May 2023.

## Notice of Annual General Meeting – 2023

### Appointment of proxies and corporate representatives

A Shareholder entitled to attend and vote is entitled to appoint up to two proxies. A proxy need not be a Shareholder and may be either an individual or a body corporate.

If a Shareholder is a corporation, it can attend and vote at the meeting by appointing an individual person to act as its corporate representative or by appointing a proxy to attend and vote on its behalf. A Shareholder that is a body corporate, or a proxy who is a body corporate, will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act.

Where a Shareholder wishes to appoint two proxies, they can do so online at [www.investorvote.com.au](http://www.investorvote.com.au). A Shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies but fails to specify the proportion or number of votes that each may exercise, each proxy appointed may exercise half the Shareholder's votes. Fractions of votes are to be disregarded.

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 (i.e. as directed);
- 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;
- 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 (i.e. as directed); and (iv) 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 (i.e. as directed).

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;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- either 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.

Subject to any applicable voting restrictions, if you do not direct your proxy to vote by marking the relevant box on the proxy form, your proxy may vote as they choose on that item of business.

The Chair intends to vote all available proxies in accordance with the Board recommendations set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Wednesday, 24 May 2023.

### Voting by Attorney

A Shareholder entitled to attend and vote, may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not, be a Shareholder of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

## Notice of Annual General Meeting – 2023

### Proxy Lodgement

Proxies are able to be lodged by the following means:

- Online: Enter the control number, SRN/HIN and postcode shown on the first page of your proxy form at **[www.investorvote.com.au](http://www.investorvote.com.au)**
- Mail: entX Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia;  
or
- Fax: entX Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555.
- Custodian Voting: Custodian Voting is available for Intermediary Online subscribers only (Custodians) by visiting **[www.intermediaryonline.com](http://www.intermediaryonline.com)** to submit your voting intentions.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Wednesday, 24 May 2023. Any proxy forms received after that time will not be valid for the Meeting.

### Technical difficulties

Technical difficulties may arise during the course of the Meeting. The chairperson has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the chairperson will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the chairperson considers it appropriate, the chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy in accordance with the instructions provided even if they plan to attend online.

### Other Company documents and how to update your communication preferences

- A copy of the Company's 2022 Annual Report is available online at the Company's website **[www.entx.com.au](http://www.entx.com.au)**
- In order to receive shareholder communications from the Company electronically, instead of by post, go to **[www.investorcentre.com/au](http://www.investorcentre.com/au)** to register your details and update your communication preferences.

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# EXPLANATORY MEMORANDUM

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## Introduction

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Shareholders to be held on Friday, 26 May 2023 at 2.00pm (Adelaide time).

This Explanatory Memorandum should be read in full and in conjunction with the accompanying Notice of Annual General Meeting before making any decision in relation to the resolution and is a brief explanation of Resolution 1 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

Terms defined in the Notice of Meeting have the same meaning in this Explanatory Memorandum.

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## FINANCIAL STATEMENTS AND REPORT

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and the Auditor's Report for the most recent financial year ended 31 December 2022 will be laid before the Meeting.

These reports are set out in the 2022 Annual Report. The Company advises that the 2022 Annual Report is available on the Company's website at [www.entx.com.au](http://www.entx.com.au). Pursuant to section 110E of the Corporation Act, Shareholders may elect to receive a hard copy, electronic copy or, no copy at all, of the 2022 Annual Report (and future Annual Reports) from the Company free of charge by contacting the Company Secretary on 1300 105 041 or via email at [damien@entx.com.au](mailto:damien@entx.com.au).

This Item does not require a formal resolution to be put to the Meeting and there is no requirement for Shareholders to approve these reports.

During this item of business, Shareholders will be given reasonable opportunity to ask questions about the reports and the business and management of the Company. Also, Shareholders will be given a reasonable opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions in relation to the preparation and content of the Auditor's Report, the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

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## RESOLUTION 1 – RE-ELECTION OF MR TIMOTHY WISE AS A DIRECTOR.

Tim Wise has been a Director of the Company since 26 March 2019 and is a member of the Company's Audit & Risk Management Committee. In accordance with article 7.2(b) of the Company's Constitution, Tim retires by rotation and being eligible, offers himself for re-election as a Non-Executive Director of the Company.

The qualifications and experience of Mr Wise is set out below.

**Timothy Wise** (Independent Non-Executive Director) *BSc*.

Mr Wise has over 25 years' experience in both public and private companies. He is a founder and former CEO of The Tap Doctor and Kalina Power Limited (ASX: KPO). Tim is an advisor to the Harry Butler Institute based at Murdoch University. Mr Wise is a non-executive director of Environmental Clean Technologies Limited (ASX: ECT) and TMK Energy Limited (ASX: TMK).

The Board (with Mr Wise abstaining) considers Mr Wise to be an independent director. Mr Wise is not considered by the Board (with Mr Wise abstaining) to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

## Board Recommendation

The Board (with Mr Wise abstaining) unanimously recommends that Shareholders vote in favour of Resolution 1.

## Explanatory Memorandum

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### GLOSSARY

In the Explanatory Memorandum and Notice of Annual General Meeting:

**Annual General Meeting** or **AGM** or **Meeting** means the annual general meeting of Shareholders to be held as a virtual meeting on Friday, 26 May 2023 at 2.00 pm (Adelaide time), at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000 and online at <https://meetnow.global/MTXRGZR>.

**Annual Report** or **2022 Annual Report** means the annual report of the Company for the financial year ended 31 December 2022.

**Associate** has the meaning given to that term in the Corporation Act.

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of Directors.

**Chair** means the Chair of the Meeting.

**Closely Related Party** means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended.

**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.

**entX** or the **Company** means entX Limited (ACN 164 573 728).

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

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

**Grant Thornton** means Grant Thornton Audit Pty Ltd (ACN130 913 594) of Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the meeting of shareholders convened by the Notice.

**Notice of Meeting** or **Notice** means this Notice of this Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Resolution** means a resolution referred to in this Notice.

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

**Shareholder** or **Member** means each person registered as a holder of a Share.