

**Shekel Brainweigh Ltd**  
Level 5, 126 Phillip Street  
Sydney, NSW 2000  
ARBN: 625 669 445

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# Shekel Brainweigh Ltd

## **Notice of 2021 Annual General Meeting**

Explanatory Statement | Proxy Form

Monday 31 May 2021

**4.00 PM AEST**

**Address**

Level 5, 126 Phillip Street, Sydney, NSW 2000

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 advisers prior to voting.

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## Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 29 April 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at

<https://www.shekelbrainweigh.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting (AGM) of the Shareholders to which this Notice of Meeting relates will be held at 4.00pm (AEST) on Monday 31 May 2021 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.  
**Proxy Forms received later than this time will be invalid.**

## Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Company's Share Registry.

## Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Review rights of an interested party

One or more Shareholders holding Shares in an amount constituting five percent or more of the total voting rights in the Company (currently equating to a holding of 7,658,775 Shares or more), as well as whoever holds such percentage of the total voting rights not held by a "Controlling Shareholder" in the Company ("**Controlling Shareholder**" is any Shareholder that has the ability to direct the Company's activities (other than by means of being a director or office holder of the Company)). A person is presumed to be a Controlling Shareholder if he or she holds or controls, by himself or together with others, one half or more of any one of the "means of control" of a company; for this purpose, a shareholder who holds 25% or more of the voting rights in the company if no other shareholder holds more than 50% of the voting rights in the company, is also presumed to be a controlling shareholder. "Means of control" is defined as any one of the following: (i) the right to vote at a general meeting of a company, or (ii) the right to appoint directors of a company or its chief executive officer. For the purpose of holding in the context of a transaction with an interested party, two or more holders of voting rights in the Company, each of whom has a personal interest in approving the transaction brought for the approval of the Company, shall be regarded as "holding together", is entitled to review, by himself or through an agent acting on his behalf, following the convening of the Annual General Meeting in the registered office of the Company and during normal business hours, the voting proxies and voting records received by the Company.

Shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a "**Position Statement**") to Shekel Brainweigh Limited, c/o The Automic Group, at Level 5, 126 Phillip Street, Sydney, NSW 2000. Any Position Statement received will be made available to the public on the Company's website and by way of an ASX announcement. Position Statements should be submitted to the Company no later than 17 May 2021. A Shareholder is entitled to contact the Company directly and receive the text of the Proxy Form and any Position Statement.

## Quorum

Two Shareholders present, personally or by proxy, holding Shares conferring in the aggregate at least 25% (twenty five percent) of the Company's voting power, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned to 7 June 2021, at the same time and place. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any present Shareholders personally or by proxy shall be deemed a quorum, and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Shekel Brainweigh Ltd ARBN 625 669 445 will be held at 4.00pm (AEST) on Monday 31 May 2021 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 (the "**Meeting**").

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. Each of the Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to the Israeli Companies Regulations (Relief for Public Companies Traded on Stock Markets Outside of Israel), 5760–2000 that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 24 May 2021. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### **Financial statements and reports**

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Directors' Report, and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## Resolutions

### **Re-election of Directors**

#### **1. Resolution 1 – Re-election of Yoram Ben Porat as Executive Director and approval of his terms of office.**

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

*"That Yoram Ben Porat, a Director who retires by rotation in accordance with the Company's Articles of Association and ASX Listing Rule 14.4, and being eligible offers himself for re-election as an Executive Director of the Company, effective immediately and until the third Annual General Meeting of the Company; and that the shareholders approve Yoram Ben Porat terms of office as set forth in the Notice of Meeting."*

#### **2. Resolution 2 – Election of Gilead Sher as a Non-Executive Director**

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

*"That Gilead Sher be elected as a non-executive director of the Company effective immediately and until the third Annual General Meeting of the Company."*

## **ASX Listing Rule 7.1A (Additional 10% Capacity)**

### **3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Appointment of independent auditor**

### **4. Resolution 4 – Appointment of BDO Ziv Haft certified public accountants as the as independent auditor of the Company**

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

*"That BDO Ziv Haft certified public accountants be appointed as the Company's independent auditor for the year ending December 31, 2021, and until the next annual general meeting of the Company's shareholders, and the Company's Board of Directors be authorized to determine their remuneration"*

#### **BY ORDER OF THE BOARD**

Elizabeth Spooner  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 4.00pm (AEST) on Monday 31 May 2021 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions set out in this Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### Ordinary business

#### **Financial statements and reports**

In accordance with the Company's Articles of Association and the Israeli Company's Law, 5759-1999, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Directors' Report and the Auditor's Report.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.shekelbrainweigh.com](http://www.shekelbrainweigh.com).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 24 May 2021. Questions should be submitted to the Company Secretary at [elizabeth.spooner@automicgroup.com.au](mailto:elizabeth.spooner@automicgroup.com.au).

# Resolutions

## **Re-election of Directors**

### **Resolution 1 – Re-election of Yoram Ben Porat as Executive Director and approval of his terms of office.**

The Company's Articles of Association requires that a Director, excluding the Managing Director, must retire from office as a Director no later than the longer of the third annual general meeting of the Company or three years following the Director's last election or appointment.

ASX Listing Rule 14.4 also provides each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Yoram Ben Porat was appointed a Director of the Company on 19 August 2018 (in addition to him being the Chief Executive Officer of the Company) and has not sought re-election since appointment. Since appointment of Mr Arik Schor, on July 31, 2020, to combined role of Chief Executive Officer of the Company and Chair of the Company's Board of Directors, Yoram Ben Porat serves as an Executive Director of the Company and focuses on the Company's business development activities.

Under this Resolution, Yoram Ben Porat has elected to retire by rotation, and being eligible, seeks re-election as an Executive Director of the Company at this AGM.

Yoram Ben Porat has certified to us that he complies with all requirements under the Companies Law for serving as a director.

In his capacity as Executive Director, Yoram Ben Porat shall continue to be entitled, effective as of the date on which he stood down from the office of Chief Executive Officer to a monthly consideration of NIS 48,500 (AUD19,300) (Total cost to the Company).

In addition, in his capacity as Director, Yoram Ben Porat shall continue to be entitled to the same insurance, indemnification and exculpation arrangements, as are currently in effect for the Company's officers and directors; all of which are in accordance with the Company's Articles of Association and the Company's remuneration policy (the "**Remuneration Policy**").

A brief biography of Yoram Ben Porat is set forth below:

In 1988, Mr Ben Porat co-founded NUR Macroprinters Ltd, an Israeli-based international manufacturer of industrial digital printers. Between 1988-2000, Mr Ben Porat acted as CEO for NUR Macroprinters, during which time, in 1995, the company listed on NASDAQ. NUR Macroprinters was subsequently sold in 2007 to Hewlett Packard, a multinational information technology company, for US\$117.5 million, in 2007. Mr Ben Porat previously co-founded Israeli-based technology companies Print Electronics (in 1983) and Light Piezo Tech (in 1985), acting as Director of Business Development, Sales and Marketing for Print Electronics until 1985 and as Director of Sales and Marketing for Light Piezo Tech until 1988.

#### **Directors' recommendation**

The Directors (excluding Yoram Ben Porat) recommend that Shareholders vote for this Resolution.

### **Resolution 2 – Election of Gilead Sher as a Non-Executive Director**

This Resolution is brought for the approval of the shareholders of the Company in accordance with section 63(b)(2) of the Companies Law and Article 32 of the Company's Articles of Association which requires the nomination of a director to be approved by the General Meeting of the Company.

#### **Election of Gilead Sher**

Under this Resolution, Gilead Sher, being eligible, seeks election as a Non-Executive Director of the

Company at this Meeting.

Gilead Sher has certified to us that he complies with all requirements under the Companies Law for serving as a director.

In his capacity as Director, Gilead Sher shall be entitled to shall be entitled to fees equal to the fixed amount set forth in the second and third appendices of the Companies Regulations (Rules concerning Compensation and Expenses of an External Director), 5760-2000 (the "Compensation Regulations").

In addition, in his capacity as Director, Gilead Sher shall be entitled to the same insurance, indemnification and exculpation arrangements, as are currently in effect for the Company's officers and directors; all of which are in accordance with the Company's Articles of Association and the Remuneration Policy.

A brief biography of Gilead Sher is set forth below:

Gilead Sher was chief of staff and policy coordinator to former Israeli Prime Minister Ehud Barak, a senior negotiator at the Camp David summit and Taba talks (1999-2001), and a delegate to the 1994-95 Israeli-Palestinian Interim Agreement negotiations under PM Rabin. Over the last two and a half decades, Sher led numerous secret and confidential negotiation tracks. He heads the Center for Applied Negotiations and is a senior fellow at the Institute for National Security Studies INSS, ranked 1st among Israeli think tanks and within the top twenty worldwide in the field of Defense and National Security.

A reputable expert in negotiations and conflict resolution, Sher was a visiting professor and Israel studies fellow at Georgetown University in 2019, he is currently the Brochstein fellow in Middle East Peace and Security in Honor of Yitzhak Rabin at Rice University's Baker Institute for Public Policy.

A senior partner at the law firm Gilead Sher & Co., Sher serves on several corporate executive boards and public councils and chairs the executive board of Sapir Academic College, the largest public college in Israel. His expertise encompasses international negotiations; commercial law; public, administrative and election law, complex projects, arbitration, and other dispute resolution proceedings.

As a reserve officer in the IDF, Colonel Sher served as a company, battalion, and brigade commander, and as a deputy armored corps division commander. During his compulsory service, Sher fought the 1973 Yom Kippur War in the southern front in the 401 armored corps brigade.

He was a lecturer on law at Harvard Law School (fall 2016) and a non-resident guest lecturer at the University of Pennsylvania's Wharton School (Negotiating in Times of Crisis 2002-2012). Sher is the author of The Israeli-Palestinian Peace Negotiations, 1999-2001 (2006) and coeditor of Negotiating in Times of Conflict (2015) and Spoiling and Coping with Spoilers (2019).

#### **Directors' recommendation**

The Directors (excluding Gilead Sher) recommend that Shareholders vote for this Resolution.

## **ASX Listing Rule 7.1A (Additional 10% Capacity)**

### **Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX

300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$24.5million therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

#### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) Recruitment of Project Managers, Dev-Ops and support engineers to support the expending sales of the Company's Retail Innovation Division.

- (b) Recruitment of marketing and sales employees globally to lead the global expansion of sales of the Company's Retail Innovation and Shekel Scales divisions.
- (c) General working capital

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.08 50% decrease in issue price	\$0.6 issue prices <sup>(b)</sup>	\$0.32 100% increase in issue price
"A" is the number of shares on issue, being 153,175,000 Shares <sup>(a)</sup>	10% voting dilution <sup>(c)</sup>	15,317,500	15,317,500	15,317,500
	Funds raised	\$1,225,400	\$2,450,800	\$4,901,600
"A" is a 50% increase in shares on issue, being 229,762,500 Shares	10% voting dilution <sup>(c)</sup>	22,976,250	22,976,250	22,976,250
	Funds raised	\$1,838,100	\$3,676,200	\$7,352,400
"A" is a 100% increase in shares on issue, being 306,350,000 Shares	10% voting dilution <sup>(c)</sup>	30,635,000	30,635,000	30,635,000
	Funds raised	\$2,450,800	\$4,901,600	\$9,803,200

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 7 April 2021.
- (b) Based on the closing price of the Company's Shares on ASX as at 7 April 2021.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and

(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

#### Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## **Appointment of independent auditor**

### **Resolution 4 –Appointment of BDO Ziv Haft certified public accountants as the independent auditor of the Company**

Under the Companies Law, the appointment of an independent auditor requires the approval of the shareholders of the Company.

The Board of Directors has authorized and approved the re-appointment of the accounting firm of BDO Ziv Haft, Certified Public Accountants ("BDO"), as the Company's independent auditor for the year ending December 31, 2021, and until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the re-appointment of BDO as the Company's independent auditor is appropriate and in the best interest of the Company and its shareholders.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## **Enquiries**

Shareholders are asked to contact the Company Secretary at [elizabeth.spooner@automicgroup.com.au](mailto:elizabeth.spooner@automicgroup.com.au) if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Articles of Association** means the Company's articles of association.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Company** means Shekel Brainweigh Ltd ABRN 625 669 445.

**Companies Law** means the Israeli *Companies Law, 5759-1999*

**Controlling Shareholder** means any shareholder that has the ability to direct the Company's activities (other than by means of being a director or office holder of the Company)

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Dollar** or "\$" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual general meeting dated 29 April 2021 including the Explanatory Statement.

**Option** means an unlisted option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Special Majority** means the affirmative vote of the Shareholders holding at least a majority of the Shares present, in person or by proxy, and voting on the matter, provided that either (i) such a majority includes at least the majority of the votes of shareholders who are not Controlling Shareholders or do not have personal interest in the approval of the transaction (abstentions will not be taken into account); or (ii) the total number of votes against such proposal among the Shareholders mentioned in clause (i) above does not exceed two percent (2%) of the total voting rights in the Company.

# Proxy Voting Form

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **4.00pm (AEST) on Saturday, 29 May 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

