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ASX Announcement

26 September 2023

2023 Annual General Meeting – Notice of Meeting

AI-Media Technologies Limited (ASX: AIM) will hold its 2023 Annual General Meeting (AGM) as a physical meeting on Friday, 27 October 2023 at 10.00am AEDT in the Burke Meeting Room at the offices of Chartered Accountants ANZ on Level 9, 33 Erskine Street, Sydney.

Attached for release is the 2023 AGM Notice of Meeting and sample voting form which has been despatched to shareholders with details on how to attend and vote at the AGM, together with details of how a live audio live stream of the AGM may be accessed for shareholders who are unable to attend.

ENDS

This announcement has been approved for release by the Company Secretary.

Further Information

Ai-Media Technologies
Lisa Jones
Company Secretary
investorrelations@ai-media.tv

NWR Communications
Melanie Singh
Investor Relations
melanie@nwrcommunications.com.au

About AI-Media

Founded in Australia in 2003, technology company AI-Media is a global leader in live and recorded captioning, transcription and translation solutions. The Company helps the world's leading broadcasters, enterprises and government agencies ensure high accuracy, secure and cost-effective captioning via its AI-powered LEXI automatic captioning solution. LEXI captions are delivered to millions of screens worldwide via AI-Media's range of captioning encoders and its iCap Cloud Network – the world's largest, most secure caption delivery network. Globally, AI-Media delivers over 9 million minutes of live and recorded media monthly. AI-Media (ASX: AIM) commenced trading on the ASX on 15 September 2020.

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AI-Media Technologies Limited

ACN 122 058 708

Notice of Annual General Meeting

Date of Meeting

Friday 27 October 2023

Time of Meeting

10:00am (AEDT)

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LETTER FROM THE CHAIR

Dear Shareholder

I am pleased to invite you to attend the Annual General Meeting (**Meeting**) of AI-Media Technologies Limited (**AI-Media** or the **Company**) for 2023. I enclose the Notice of Meeting, which sets out the items of business, and the Explanatory Memorandum, which explains each of the Resolutions to be considered at the Meeting

The Meeting will be held at 10.00am (AEDT) on Friday 27 October 2023 at the Burke Meeting Room at the offices of Chartered Accountants ANZ on Level 9, 33 Erskine Street, Sydney.

The Directors have decided to proceed with a physical meeting and the Shareholders will be able to attend the Meeting in person.

The Company will also live audio stream the Meeting for those Shareholders who choose not to, or are unable to, attend the Meeting in person. This will allow Shareholders to listen to proceedings and view presentations but not participate in the Meeting or vote on any resolutions during the Meeting.

If you would like to access the webcast, please register your interest via email to companysecretary@ai-media.tv.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

I welcome you to submit your questions in advance of the Meeting. If you wish to do so you may email your questions to companysecretary@ai-media.tv by 5.00pm (AEDT) on Friday 20 October 2023. We hope to address as many questions as possible at the Meeting.

If you have questions in relation to the Meeting, please contact Lisa Jones, Company Secretary by email to companysecretary@ai-media.tv.

In case you are not able to attend the Meeting, the Board encourages you to complete the enclosed Voting Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your votes online via the share registry's website at https://www.investorvote.com.au.

I look forward to welcoming you to the 2023 Annual General Meeting.

Yours faithfully

Deanne Weir
Chair

AI-Media Technologies Limited ACN 122 058 708

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Shareholders of AI-Media Technologies Limited ACN 122 058 708 (**AI-Media** or the **Company**) will be held at:

Time: 10:00am (AEDT)
Date: Friday 27 October 2023

Venue: The Burke Meeting Room at the offices of Chartered Accountants ANZ on Level 9, 33 Erskine Street, Sydney.

The business to be considered at the Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the Resolutions. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary and throughout this Notice of Meeting and Explanatory Memorandum.

BUSINESS OF THE MEETING

Financial Statements and Report

To receive and consider the financial report, the Directors' report and the Auditor's report for the financial year ended 30 June 2023.

Resolution 1 – Adoption of Remuneration Report

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

> *"That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as set out in the Company's annual report for the financial year ended 30 June 2023 be adopted."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution (please see below).

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Resolution 2 – Re-election of John Martin as a Director
To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**: *"That John Martin, being a Director who retires by rotation in accordance with Rule 7.1(d)(ii) of the Constitution and Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director."* The Directors (with Mr Martin abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.
For further details regarding each Resolution, Shareholders are referred to the notes to voting and Explanatory Memorandum that accompany, and form part of, this Notice of Meeting.

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Dated 20 September 2023

By order of the Board of Directors

Lisa Jones
Company Secretary

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Notes related to voting

1 Entitlement to vote and how to vote/attend

The Board has determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Wednesday 25 October 2023.

You may vote by attending the Meeting in person, by proxy or duly authorised representative.

You may also lodge your direct vote online by visiting www.investorvote.com.au and use the information provided in your Voting Form. Direct votes must be received by 10.00am on Wednesday 25 October 2023.

2 Voting prohibitions and exclusions

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the key management personnel (KMP) whose remuneration is disclosed in the Remuneration Report, or their closely related parties, including as proxy; or
- by a member of the KMP at the date of the AGM or their closely related parties as a proxy,

unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- in accordance with a direction as to how to vote in the proxy appointment; or
- by the Chair of the AGM pursuant to an express authorisation in the proxy appointment to vote undirected proxies as the Chair sees fit, even though Resolution 1 is connected with the remuneration of members of the KMP.

3 Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To vote by proxy, please complete and sign the Voting Form enclosed with this Notice of Meeting, so that it is received by no later than 10:00am (AEDT) on 25 October 2023 at:

Online: www.investorvote.com.au

By mail:	Computershare Investor Services Pty Limited GPO Box 242 MELBOURNE VIC 3001 Australia
By fax:	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Appointing a body corporate as proxy

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

Your Voting Form is enclosed

The Voting Form is an important document. Please read it carefully. If you are unable to attend the Meeting, please complete the enclosed Voting Form and return it in accordance with the instructions.

Chair's intention regarding undirected proxies

The Chair intends to vote all proxies without voting instructions that are exercisable by the Chair of the Meeting in favour of each Resolution including Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected with the remuneration of one or more of the Company's key management personnel.

4 Corporate representatives and attorneys

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and the representative should be provided with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder's or proxy's representative.

The representative should send evidence of his or her appointment to the Company (address above) in advance of the Meeting (including any authority under which it has been signed).

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Any Shareholder entitled to vote at the Meeting may appoint an attorney to act on its behalf at the Meeting. An attorney may but need not be a member of the Company. Any 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) are received by the Company in the same manner, and by the same time, as outlined for Proxy Forms.

5 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the auditor's report for the year ended 30 June 2023 or the conduct of its audit of the Company's financial report for the year ended 30 June 2023.

Relevant written questions for the Auditor must be received by the Company by email to companysecretary@ai-media.tv no later than 5.00pm (AEDT) on Friday 20 October 2023.

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Explanatory Memorandum

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2023 Annual General Meeting.

1 Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the Auditor's Report and the financial report for the Company for the year end 30 June 2023 be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions with respect to these reports at the Meeting.

In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's annual report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's annual report on the Company's website or may request a copy from the Company at any time.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

2 Resolution 1 – Adoption of Remuneration Report

S 250R of the Corporations Act 2001 (Cth) requires the Company to put the Remuneration Report to a vote of Shareholders. The Remuneration Report is set out on pages 16 to 21 of the 2023 Annual Report and sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the non-executive directors, the Managing Director and CEO and other KMP.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the

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Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

It is noted that the 2022 Remuneration Report was adopted at the 2022 Annual General Meeting, with 99.89% of votes cast in favour of the relevant resolution. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election should a Spill Resolution pass at that next annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

As set out in the notes to Resolution 1, a voting prohibition statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Board Recommendation

The Board recommends that Shareholders vote **FOR** Resolution 1.

3 Resolution 2 – Re-Election of John Martin as a Director

Mr John Martin was appointed as a Director of the Company in 2010. and served as the inaugural chair until 2013.

3.1 Constitution and ASX Listing Rule 14.4

Listing Rule 14.4 and Rule 7.1(d)(ii) of the Company's Constitution are both to the effect that a Director of the Company (other than a managing director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer (counting only the AGMs and time since listing).

The 2023 AGM is the third AGM since Mr Martin's re-election as a Director. Accordingly, in accordance with Rule 7.1(d)(ii) of the Constitution and Listing Rule 14.4, John Martin retires as Director and offers himself for re-election as a Director at this Meeting.

3.2 Skills and experience

Mr Martin is an experienced director and has held board positions as chair, non-executive and executive director of ASX-listed and private companies

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across a range of industries. He is a former corporate and executive partner of the law firm Allens where he specialised in M&A, fundraising and corporate advisory. Mr Martin is a Non-Executive Director of Australian national law firm, Sparke Helmore; biotech companies, BioPoint and Centre for Commercialisation of Regenerative Medicine Australia; and US internet services company, Lokket.

In addition to his role as an independent Non-Executive Director, Mr Martin is Chair of Al-Media's Audit and Risk Committee and is a member of the Company's Remuneration and Nomination Committee.

Mr Martin is a member of the Australian Institute of Company Directors.

3.3 Other current directorships

Mr Martin is not currently a director of any other ASX-listed entities.

3.4 Independence

Mr Martin is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers Mr Martin is an independent Director.

3.5 Recommendation

The Directors (with **John Martin** abstaining) recommend that Shareholders vote **FOR** Resolution 2.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

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AI-MEDIA TECHNOLOGIES LIMITED
ABN 12 122 058 708

Need assistance?

Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00 am (AEDT) Wednesday, 25 October 2023.**

Voting Form

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How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.
Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.
Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.
Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 183030

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Voting Form

Please mark ☒ to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

At the Annual General Meeting of Ai-Media Technologies Limited to be held at The offices of Chartered Accountants ANZ, Burke Meeting Room, Level 9, 33 Erskine Street, Sydney, NSW 2000 on Friday, 27 October 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Ai-Media Technologies Limited

A Vote Directly ☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: *A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.*

OR

B Appoint a proxy to vote on your behalf

I/We hereby appoint:

☐ **The Chairman of the Meeting** **OR** ☐

PLEASE NOTE: *Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).*

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.
Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of John Martin as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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