
LASERBOND LIMITED**ACN 057 636 692****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 10.00 am (AEDT)

DATE: Wednesday 23rd October 2024

PLACE: Rydges Campbelltown
Rockwell Meeting Room
15 Old Menangle Road
CAMPBELLTOWN NSW 2560

The meeting location has a limited number available for attendees. If the attendee numbers reach this limit, shareholders may be turned away from attending the 2024 Annual General Meeting. Ideally, we ask all shareholders to advise us of their attendance in advance so that LaserBond can manage this risk.

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.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at (+61 2) 4631 4500.

CONTENTS

Notice of Annual General Meeting (setting out the proposed resolutions)	2
Explanatory Statement (explaining the proposed resolutions)	7
Glossary	16
Schedule 1 & 2	17

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Meeting of the Shareholders to which this Notice of Meeting relates will be held on Wednesday, 23rd October 2024, at:

Rydges Campbelltown
Rockwell Meeting Room
15 Old Menangle Road
CAMPBELLTOWN NSW 2560

The Annual General Meeting of Shareholders will be held at 10.00 am (AEDT).

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 complete and sign the enclosed Proxy Form and return by:

- (a) Email to proxies@laserbond.com.au; or
- (b) post or hand to LaserBond Limited, 2 / 57 Anderson Road, Smeaton Grange NSW 2567; or
- (c) facsimile to the Company on facsimile number (+61 2) 4631 4555,

so that it is received no later than 10.00 am (AEDT) on Monday 21st October 2024. **Proxy Forms received later than this time will be invalid.**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00 am (AEDT) on 23rd October 2024 at the Rydges Campbelltown. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company as of 7:00 pm (AEDT) on Monday 21st October 2024.

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

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial report for the financial year ended 30 June 2024, together with the declaration of Directors, the Directors' report, the remuneration report, and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

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

Voting Prohibition Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution or
- (b) the voter is the Chair, and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on this Resolution, and
 - b. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF NON-EXECUTIVE DIRECTOR – MR PHILIP SURIANO

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

“That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Philip Suriano, a Director, who retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF FULLY PAID ORDINARY SHARES ISSUED AS PART OF A TRANSACTION IN THE LAST TWELVE MONTHS

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,974,729 fully paid ordinary shares in the Company made as part of a transaction on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who participated in the issue or is a counterparty to the agreement being approved; or
- b) An associate of that person or persons.

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

- a) 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
- b) 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
- c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - a. 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
 - b. The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

The participants excluded are:

Holder
Mr Francis Joseph Maher & Mrs Sharon Jane Maher <The Maher Family A/C>
Gemblue Nominees Pty Ltd <G A Baker Family A/C>
Mining and Civil Management Services Pty Ltd <The Edwards Family A/C>
Mrs Julia Catherine Moore & Mr James Edward Moore <J & J Moore Family A/C>

5. RESOLUTION 4 – APPROVAL OF AN ADDITIONAL PLACEMENT CAPACITY TO ISSUE SECURITIES EQUIVALENT TO AN ADDITIONAL 10%

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of equity securities equal 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 on the terms and conditions in the Explanatory Statement.”

6. RESOLUTION 5 – APPROVAL OF THE ISSUE OF SECURITIES UNDER AN EMPLOYEE INCENTIVE SCHEME AS AN EXCEPTION TO ASX LISTING RULES 7.1 AND 7.1A

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 400,000 Shares under the current employee incentive scheme for 3 years from the date of this approval, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- c) A person who is eligible to participate in the employee incentive scheme; or
- d) An associate of that person or persons.

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

- d) 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
- e) 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
- f) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - a. 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
 - b. The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - a. a person eligible to participate in the scheme; or
 - b. a Closely Related Party of such a person; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6 – ADOPTION OF LONG-TERM INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt a new employee incentive scheme and for the issue of a maximum of 2,500,000 securities under that plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- e) A person who is eligible to participate in the long-term incentive plan; or
- f) An associate of that person or persons.

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

- g) 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
- h) 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
- i) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - a. 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
 - b. The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

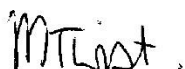
- (a) the proxy is either:
 - a. a person eligible to participate in the scheme; or
 - b. a Closely Related Party of such a person; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

DATED: 20 SEPTEMBER 2024

BY ORDER OF THE BOARD



**MATTHEW TWIST
LASERBOND LIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at 10.00 am (AEDT) on 23rd October 2024 at the Rydges Campbelltown.

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

1. IMPORTANT INFORMATION RELATED TO UNDIRECTED PROXIES

If a Shareholder appoints the Chairman of the meeting as their Proxy and does not specify how the Chairman is to vote on a resolution, except as expressly stated, the Chairman advises that he intends to vote each proxy as a proxy for that Shareholder in favour of the resolution.

In particular, if you elect the Chairman to vote on your behalf as a proxy holder and do not give directions about how your vote should be cast, your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report.

2. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receiving and considering the Company's annual financial report for the financial year ended 30 June 2024, together with the declaration of the directors, the directors' report, the remuneration report, and the auditor's report.

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of its annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may reduce the Company's printing costs.

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's annual financial report on its website at <http://www.laserbond.com.au/investor-relations/financial-reports.html>

3. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution to adopt the remuneration report must be put to the shareholders. However, the Corporations Act expressly provides that the vote on such a resolution is advisory only and does not bind the Directors or the Company. Votes will not be cast by those members listed within the remuneration report or a closely related party of such member unless a Proxy appointing the member by writing directs them to do so and said Proxy is not cast by a member listed on the remuneration report or a closely related party.

The remuneration report sets out the Company's remuneration arrangements for the Directors and key management personnel. It is part of the Directors' report contained in the company's annual financial report for the financial year ending 30 June 2024.

At the Company's previous annual general meeting, 100% of votes were cast for the 2023 Remuneration Report.

A reasonable opportunity will be provided to discuss the remuneration report at the Annual General Meeting.

4. RESOLUTION 2 – RE-ELECTION OF NON-EXECUTIVE DIRECTOR – MR PHILIP SURIANO

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one-third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Philip Suriano, who has served as a Director since May 2008 and was last re-elected in November 2021, will retire by rotation and seek re-election.

Experience

Mr Suriano's professional career spans corporate banking, finance and media. He commenced his career in corporate banking with the Commonwealth Bank (formerly the State Bank of Victoria). Philip then moved across into the Australian media industry, working in roles spanning operations, sales and marketing with Network Ten in Melbourne, followed by an in-house marketing/sales role within the Victor Smorgon Group before moving to Sydney as the National Sales Director at MCN (the sales and marketing arm of Foxtel). Since then, Philip has held various board roles for the last 17 years in corporate advisory/sales/finance.

Independence

Mr Suriano has provided the Board with a declaration confirming his independence on the Board. The Board assessed this declaration, and agrees his independence from management and substantial shareholders continues to be maintained. This is based on his unbiased oversight, lack of conflicts of interests or duties, and commitment to corporate governance. He emphasises his continued ability to ask challenging questions, provide valuable contributions, maintaining work-related interactions only, ensuring objectivity and the protection of shareholder interests. The Board considers Mr Suriano's skill set and experience will continue to enhance its ability to perform its obligations.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

5. RESOLUTION 3 – APPROVAL OF FULLY PAID ORDINARY SHARES AS PART OF A TRANSACTION IN THE LAST TWELVE MONTHS

On 5 March 2024, the Company issued capital as part of a transaction.

ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of the period (subject to certain exceptions).

This issue does not fit within any of these exceptions. As it has not yet been approved by shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

LaserBond wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, LaserBond seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If this resolution is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If this resolution is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

The following information is provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.5:

- a) the shares were issued in part consideration for the 40% equity purchase in Gateway Equipment Parts & Services Pty Ltd (Gateway) in Perth, Western Australia. This purchase was to extend the entity's reach throughout Australia. The shares were issued to four existing Gateway shareholders who were not related parties to the company or any of its subsidiaries. Details of the shareholdings and the shares issued are below:

Holder	Shares Issued
Mr Francis Josph Maher & Mrs Sharon Jane Maher <The Maher Family A/C>	2,332,866
Gemblue Nominees Pty Ltd <G A Baker Family A/C>	1,244,195
Mining and Civil Management Services Pty Ltd <The Edwards Family A/C>	1,231,235
Mrs Julia Cahterine Moore & Mr James Edward Moore <J & J Moore Family A/C>	1,166,433

- b) a summary of the key terms and conditions of the purchase agreement is set out in Schedule 2;
- c) the total number of fully paid ordinary securities issued was 5,974,729. These securities rank equally with existing shares on issue and are subject to escrow for twelve months from the issue date.
- d) the shares were issued on 5 March 2024 at a price of \$0.85438 per share.
- e) this purchase was to extend the entity's reach throughout Australia, with the share issue forming 59.7% of the purchase price for the 40% equity purchase in Gateway.
- f) a voting exclusion statement is included in the Notice.

6. RESOLUTION 4 – APPROVAL OF AN ADDITIONAL PLACEMENT CAPACITY TO ISSUE SECURITIES EQUIVALENT TO AN ADDITIONAL 10%

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions).

However, under ASX Listing Rule 7.1A, an eligible entity can seek approval by shareholders by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25%.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P / ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

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

If the resolution is approved, then the Company, within the twelve months after Shareholder approval, will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without further shareholder approval.

If the resolution is not approved, then 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.

Any securities issued within this limit will be calculated in accordance with the formula in ASX Listing Rule 7.1A.2.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.3A:

- a) Shareholder approval of the additional 10% as per ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained. This approval will cease on the earlier to occur of:
 - the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
 - the time and date of the next annual general meeting; or
 - the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- b) The minimum price at which equity securities can be issued will be calculated in accordance with ASX Listing Rule 7.1A.3, which specifically states the issue must be in an existing quoted class of the eligible entity's securities and issued for a cash consideration that is not less than 75% of the volume weighted average market price for equity securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which equity securities are to be issued is agreed to by the entity and the recipient of the securities or
 - if the equity securities are not issued within ten trading days of the date agreed by the entity and the recipient of the securities, the date on which the equity securities are issued.
- c) The Company may seek to issue the equity securities for cash consideration. As disclosed in ASX announcements and reports, the Company continues to actively pursue further growth opportunities, in particular, to extend the Company's reach internationally. Any funds raised using this additional 10% capacity may be used to fund acquisitions or investments necessary (including expenses associated with such acquisitions or investments) to grow the business and/or additional working capital to fund growth opportunities.
- d) If resolution 4 is approved by Shareholders and the Company issues equity securities under the 10% Placement capacity, the existing Shareholder's economic and voting power in the Company will be diluted as shown in the table below under point g). There is a risk that:
 - The market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
 - The equity securities may be issued at a price that is at a discount 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 the equity securities.

- e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- The effect of the issue of the equity securities on the control of the Company;

- o the financial situation and solvency of the Company; and
- o advice from corporate, financial and broker advisers (if applicable).

The allottees under this Placement Capacity have not been determined as of the date of this notice but may include new or existing Shareholders who are not related parties or associates of a related party of the Company.

- f) No securities were issued under Listing Rule 7.1A.2 in the twelve-month period preceding the date of this Notice of Meeting for the 2023 Annual General Meeting,
- g) The below table shows examples of possible dilution of existing Shareholders, based on the current market price of \$0.685 per Share and the current number of fully paid ordinary Shares on issue of 116,756,333 as of 5 August 2024.

Variable A as per ASX Listing Rule 7.1A2		Dilution		
		\$0.343 50% decrease in issue price	\$0.685 issue price	\$1.37 100% increase in issue price
Current Variable A 116,756,333 Shares	10% Voting Dilution	11,675,633 Shares	11,675,633 Shares	11,675,633 Shares
	Funds Raised	\$4,004,742	\$7,997,809	\$15,995,617
50% Increase in Current Variable A 175,134,500 Shares	10% Voting Dilution	17,513,450 Shares	17,513,450 Shares	17,513,450 Shares
	Funds Raised	\$6,007,113	\$11,996,713	\$23,993,427
100% Increase in Current Variable A 233,512,666 Shares	10% Voting Dilution	23,351,266 Shares	23,351,266 Shares	23,351,266 Shares
	Funds Raised	\$8,009,484	\$15,995,617	\$31,991,234

This table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
 - The 10% voting dilution reflects the aggregate percentage dilution against Variable A at the time of issue.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- h) Upon issuing any equity securities, the Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4.
- i) the Company previously obtained approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 20 October 2023.
- j) At the time of the mailing of the Notice of Meeting, the Company is not proposing to make an issue of equity securities. Therefore, a voting exclusion statement is not required or provided.

7. RESOLUTION 5 – APPROVAL OF THE ISSUE OF SECURITIES UNDER AN EMPLOYEE INCENTIVE SCHEME AS AN EXCEPTION TO ASX LISTING RULES 7.1 AND 7.1A

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 shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which Shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

The existing employee share plan (**ESP**) was last approved by shareholders under Resolution 7 at the Annual General Meeting held on 5th November 2021.

To attract, motivate, and retain key employees, the Board recommends expanding the existing ESP to provide selected employees with further opportunities to participate in the company's future growth through a long-term incentive.

This resolution seeks shareholders' approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 400,000 shares to be issued under the ESP. If the resolution is approved, those 400,000 shares will be deemed to have been issued pursuant to Shareholder approval and will, therefore, not be counted in determining the Company's 15% placement capacity.

Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue securities under the ESP to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the ESP (up to the maximum number of securities stated below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the ESP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the ESP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.

Technical information required by Listing Rule 7.2 (Exception 13)

a) Summary of Terms of the ESP

1. Continuing Tax-Exempt Plan

- Eligible persons are full- or part-time employees of the Company (or any of its 100% owned subsidiaries), Australian residents for income tax purposes, and have been directly employed by the Company (or any of its 100% owned subsidiaries) for at least 36 continuous months.
- Eligible persons are entitled to up to \$1,000 of fully paid ordinary shares annually, with the number of shares calculated based on the closing share price of the Company's quoted securities on the day each issue is formally passed by the board.
- If an employee is eligible for any other form of non-cash incentive, they are ineligible from being a participant in this tax-exempt plan.
- Shares issued are classed as fully paid ordinary shares, quoted on the ASX, and rank equally with existing shares on issue. These rights include full voting rights at Shareholder meetings and participation in dividends or dividend reinvestment plans.
- Shares issued are vested for three years from the date of issue, with one-third released annually on each anniversary date of the Board-approved issue date. If employment is

ceased for any reason, any shares still currently vested and not released will be forfeited by the employee.

- A participant cannot sell or transfer their shares whilst vested.
 - The continuing tax incentive plan is a 'qualifying share plan' for the purpose of Division 13A Income Tax Assessment Act 1936. Provided a participant selects the appropriate income tax election in their income tax returns, no personal income tax is payable.
- b) The Company has issued 104,836 securities under the ESP since the ESP was last approved by shareholders on 5th November 2021.
- c) There have been three issues through the ESP with shares issued at prices of \$0.82 (February 2022), \$0.84 (February 2023), and \$0.90 (December 2023).
- d) The maximum number of Securities proposed to be issued under the ESP in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 400,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.
- e) The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the ESP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
- f) A voting exclusion statement applies to this Resolution.
- g) A voting prohibition statement applies to this Resolution.

8. RESOLUTION 6 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

General

Resolution 6 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Long Term Incentive Plan" (**Long-Term Incentive Plan**) as part of the establishment of a performance-based remuneration plan, principally for its senior executives and for the issue of up to a maximum of 900,000 securities, excluding issues approved by Shareholders under Listing Rule 10.11 or Listing Rule 10.14, under the Long Term Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The Company retained The Reward Practice (**TRP**) to advise the Company on the establishment of this performance-based remuneration plan and is considering the terms of that remuneration plan and the likely structure.

At present, the Company's fixed remuneration is generally aligned with the lower quartile of the market comparator group. In order to enhance the attraction/retention of key talent, TRP has recommended that the Company consider establishing a remuneration market positioning policy which identifies where LaserBond should sit in the long term in comparison to the peer group.

An important design issue is the concept that the Company as a whole must achieve a minimum performance for any performance element to be received by executives. The objective of this is to ensure alignment of executive remuneration with returns to shareholders such that the "At Risk" elements are paid from above benchmark performance – in other words, a 'sharing of excess returns above a threshold'. The Company will undertake detailed modelling to ensure that the structure when settled does not lead to a reduction in performance below the benchmarks by paying the STI's or having the LTI's vest.

At this stage, the basic structure that is proposed is that the remuneration for senior executives should include a Total Fixed Remuneration (in effect, base salary and applicable superannuation), a Short-Term Incentive (**STI**) and a Long-Term Incentive (**LTI**).

The STI is proposed to be paid in cash each year and the LTI is proposed to be issued in the form of Performance Rights to LBL Shares (granted for no consideration). The Performance Rights would be

granted upfront under the terms of the Long-Term Incentive Plan and on the basis that they would be intended to vest 3 years from the date of grant.

The STI's will be subject to a profit performance gateway which the Board will need to determine.

The LTI's are intended to vest subject to the Company achieving an agreed earnings per share (**EPS**) growth rate and an average return on capital employed (**ROCE**) percentage over the 3-year performance period, although the vesting conditions will be determined by the Board at the time and may change prior to grant if another appropriate hurdle was determined. These vesting conditions are designed to reward longer term Shareholder value creation.

The proposed profit performance gateway (for the STI) and the EPS growth rate and average ROCE (for the LTI) are important elements in the structure as they ensure that the Company as a whole performs financially before management qualify for the STI and before the LTI vests. An important further element in the structure is that when the bonuses are paid the profit after bonus will not fall below the hurdle- meaning that only returns in excess of the hurdle are to be paid as a bonus. As an overarching requirement for both the STI and LTI, participants must be employed by the Company at the time of payment and/or vesting, noting however that if a participant in the STI or LTI leaves prior to payment and/or vesting they will forfeit any award unless the Board determines otherwise.

It is proposed that those executives whose contribution has a major impact on the Company's performance will be included in the remuneration plan.

With the proposed grant of the LTI's, it is more effective for tax and disclosure purposes to offer the LTI's under an approved plan and for the securities to be an exception to the "15% rule, and this is the reason for this resolution, which seeks to adopt the Long-Term Incentive Plan. The terms of the Long-Term Incentive Plan provide the Board with the flexibility to issue Performance Rights, but also Shares and Options or other convertible securities, and to set vesting hurdles and milestones that are appropriate.

Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

As summarised in Resolution 5 above, and subject to a number of exceptions set out in Listing Rule 7.2, 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 shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which Shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 6 is passed, the Company will be able to issue securities under the Long-Term Incentive Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Long-Term Incentive Plan (up to the maximum number of securities stated in Section 81.3(b) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Long-Term Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 6 is not passed, the Company will be able to proceed with the issue of securities under the Long-Term Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 6:

- (a) a summary of the key terms and conditions of the Long-Term Incentive Plan is set out in Schedule 1;
- (b) the Company has not issued any securities under the Long-Term Incentive Plan as this is the first time that Shareholder approval is being sought for the adoption of the Long-Term Incentive Plan;
- (c) the Company is seeking Shareholder approval to adopt the Long-Term Incentive Plan to:
 - (i) allow the Company to have the option to issue shares, options and performance rights; and
 - (ii) include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (**Employee Incentive Scheme**); and
- (d) the maximum number of securities proposed to be issued under the Long-Term Incentive Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 2,500,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary at (+61 2) 4631 4500 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday, or public holiday in the State of New South Wales.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means LaserBond Limited (ABN 24 057 636 692).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

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

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.

Notice of Meeting or **Notice of Annual General Meeting** means the notice of annual general meeting forming part of this document including the Explanatory Statement.

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

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

Shareholder means a holder of a Share.

SCHEDULE 1– TERMS AND CONDITIONS OF THE COMPANY’S LONG-TERM INCENTIVE PLAN

A summary of the material terms of the Company’s Long-Term Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a ‘primary participant’ (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, a Performance Right). Prior to a Convertible Security being exercised, the holder: <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (a) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (b) is not entitled to receive any dividends declared by the Company; and (c) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches

	<p>their duties to the Group and the Board has made this determination or the Participant is a Leaver;</p> <p>(b) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(c) on the date the Participant becomes insolvent; or</p> <p>(d) on the Expiry Date,</p> <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.

Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 2– TERMS AND CONDITIONS OF THE COMPANY’S PURCHASE AGREEMENT IN GATEWAY

In March 2024, LaserBond entered into:

- (a) a subscription and share sale agreement (**Subscription and Sale Agreement**); and
- (b) a shareholders agreement (**Shareholders Agreement**),

with Gateway Parts & Equipment Pty Ltd (**Gateway**), and the shareholders of Gateway, pursuant to which LaserBond had a conditional right to acquire an initial 40% and up to a minimum 51% of Gateway. The material terms and conditions are set out below.

Acquisition	At completion, LaserBond acquired 40% of the issued capital of Gateway.
Consideration	<p>The consideration paid for the acquisition of a 40% interest in Gateway was a combination of cash and LBL shares, comprising:</p> <ul style="list-style-type: none"> (a) \$4,894,433 in cash; and (b) LBL shares to the value of \$5,104,686, <p>with 5,974,729 LBL shares issued under (b) above on 5 March 2024 at a price of \$0.85438 per share, based on the average of the daily VWAP of LBL shares on the 30 trading days ending on 22 February 2024.</p>
Put and Call Options	<p>The shareholders of Gateway have agreed that at any time from 3 years following settlement, LaserBond has a right to acquire such number of shares in Gateway for it to obtain a minimum of 51% (Call Option). The shareholders of Gateway may elect:</p> <ul style="list-style-type: none"> (a) that LaserBond exercise the Call Option before 3 years from completion; and/or (b) the Call Option may be for a greater number of shares than what would result in LaserBond reaching a minimum of 51%. <p>The cash price at which additional shares in Gateway may be purchased on exercise of the Call Option will be calculated on a per share basis based on a multiple of 4.5 x Average EBITDA of Gateway over all financial years prior to the exercise of the Call Option (up to a maximum of 3 financial years).</p> <p>LaserBond has agreed with the shareholders of Gateway that, following LaserBond acquiring a minimum of 51% of Gateway, the shareholders can require LaserBond to purchase additional shares from them (Put Option).</p> <p>The Put Option is exercisable at any time between:</p> <ul style="list-style-type: none"> (a) the date on which LaserBond acquires a minimum of 51% of Gateway; and (b) with respect to: <ul style="list-style-type: none"> all shareholders except two key executive shareholders, 2 years from the date in (a) above; and for the key executive shareholders, until the date which is 1 month from termination of their employment with Gateway. <p>The price at which additional shares in Gateway must be purchased on exercise of the Put Option will be calculated on a per share basis based on a multiple of 4.5 x Average EBITDA of Gateway over all financial years prior to the exercise of the Put Option (up to a maximum of 3 financial years). LaserBond may elect that the purchase of shares on exercise of the Put Option by the shareholders, is payable in cash or LBL shares or a combination of both, with the number of shares to be issued to be based on the 30-day VWAP of LBL ending on the date of exercise of the Put Option.</p>
Nominee director	<p>Following the acquisition of a 40% interest in Gateway LaserBond has the right to appoint 1 nominee director to the board of Gateway. Dagmar Parsons has been appointed as LaserBond’s representative. Upon reaching 51%, LaserBond has the right to appoint 3 nominee directors to the board of Gateway.</p>
Representations and Warranties	The Subscription and Share Sale Agreement contains representations and warranties from all parties considered standard for transactions of this nature.

All Correspondence to:

@ By Email	proxies@laserbond.com.au
✉ By Mail	LaserBond Limited 2 / 57 Anderson Road, Smeaton Grange NSW 2567 Australia
☎ By Fax:	+ 61 2 4631 4555
☎ By Phone:	+61 2 4631 4500

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00 am AEDT on Monday 21st October 2024.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy on how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities, your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person.

Please indicate the office held by signing in the appropriate place.

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.00 am AEDT on Monday 21st October 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by:

@ By Email	proxies@laserbond.com.au
☎ By Fax	+ 61 2 4631 4555
✉ By Mail	LaserBond Limited 2 / 57 Anderson Road, Smeaton Grange NSW 2567 Australia
👤 In Person	LaserBond Limited 2 / 57 Anderson Road, Smeaton Grange NSW 2567 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist with registration.

Your Address
This is your address, as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes.
Please note you cannot change ownership of your securities using this form.

PROXY FORM

I/We, being a member/s of **LaserBond Limited** (Company) and entitled to attend and vote, hereby appoint:

A 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 (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting of LaserBond Limited to be held at the Rydges Campbelltown, Rockwell Meeting Room, 15 Old Menangle Road, Campbelltown NSW 2560 on Wednesday 23rd October 2024 at 10.00 am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration-related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolutions even though Resolutions 1, 5 and 6 are connected with the remuneration of key management personnel for LaserBond Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including all resolutions related to remuneration matters). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

B VOTING DIRECTIONS (If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your vote will not be counted in calculating the required majority.)

	For	Against	Abstain*
Resolution 1 To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To Re-elect Mr. Philip Suriano as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of fully paid ordinary shares issued as part of a transaction in the last 12 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of an additional placement capacity to issue securities equivalent to an additional 10% (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of the issues of securities under an Employee Incentive Scheme as an exception to ASX listing rules 7.1 and 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Adoption of Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

C SIGNATURE OF SHAREHOLDERS (This form must be signed to enable your directions to be implemented.)

Individual or Security holder 1	Security holder 2	Security holder 3
<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024