

22 December 2020

Knosys General Meeting of Shareholders

On behalf of the Board of Directors, I am pleased to invite you a General Meeting of Shareholders (“General Meeting”) of Knosys Limited (ASX: KNO) (the “Company”). The General Meeting will be held electronically through an online virtual meeting at 2:30 pm (Melbourne time) on Wednesday, 27 January 2021.

In view of the health concerns attributed to the COVID-19 pandemic coupled with the guidelines and restrictions issued by Australian state and federal governments from time to time, the Company has decided to hold the General Meeting online as a virtual meeting in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer. **The Company is committed to the safety of its shareholders, employees and the broader community.**

Shareholders will have the opportunity to attend and participate in the General Meeting online. Relevant details, including how to participate, are set out below. There will not be a physical venue for shareholders of the Company to attend the General Meeting.

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Commonwealth Treasurer on 21 September 2020, the Company’s Notice of General Meeting dated today’s date (“**Notice**”) will be made available to shareholders electronically and can be viewed and downloaded online at the following link: <https://knosys.it/investor>

Hard copies of the Notice will not be posted or sent ahead of the General Meeting. However, where the Company has a record of a shareholder’s email address, the Notice will be emailed to them.

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by shareholders, circumstances may have changed but this Notice is given based on circumstances as at today’s date. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://knosys.it>. Shareholders are encouraged to monitor the ASX market announcements platform and the Company’s website.

All resolutions to be considered at the General Meeting will be decided by way of a poll. The poll will be conducted based on votes submitted by proxy and at the General Meeting by shareholders who have indicated that they intend to vote at the General Meeting in accordance with the instructions set out below. However, shareholders are encouraged to vote by proxy prior to the General Meeting.

Venue – Virtual Meeting

To virtually attend the General Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_NggsBXMrrW-kOkRN-mKAGg

After registering, you will receive a confirmation email containing information on how to attend the virtual meeting on the day of the General Meeting.

Shareholders will be able to vote and ask questions at the virtual General Meeting. Shareholders are also encouraged to submit questions relevant to the resolutions to be considered at the General Meeting in advance of the General Meeting to the Company. Questions must be submitted in writing to Mr Stephen Kerr, Company Secretary, at cosec@knosys.it at least 48 hours before the General Meeting. The Company will endeavor to answer all questions submitted to it prior to the General Meeting.

Voting virtually on the day of the General Meeting

Shareholders who wish to vote online on the day of the General Meeting will need to log into the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Your Directors encourage all shareholders of the Company who do not have an account with Automic to register for an account **as soon as possible and well in advance of the General Meeting** to avoid any delays on the day of the General Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote online on the day of the General Meeting:

1. Log into the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

Shareholders who wish to participate and vote at the General Meeting are strongly encouraged to complete and submit their proxies prior to the General Meeting as early as possible.

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

Online	You can scan the QR code on the proxy form with your smart phone and follow the prompts OR Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.		
By post	Automic, GPO Box 5193, Sydney NSW 2001		
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000		
By email	Meetings@automic.com.au	By facsimile	+61 (02) 8483 3040

Your proxy instruction must be received not later than 48 hours before the commencement of the General Meeting. **Proxy Forms received later than this time will not be valid.**

The Chair intends to vote all undirected proxies in favour of all resolutions, subject to any voting exclusion or restriction.

This letter will be sent to the Company's shareholders and released to the ASX. The release of this letter to the ASX has been approved by the Board.

Stephen Kerr
Company Secretary
Knosys Limited

For further information please contact:
 Stephen Kerr
 Company Secretary
 cosec@knosys.it

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.30pm (Melbourne time) on Monday, 25 January 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form (or as subsequently notified to ASX), including where the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCCHAT:

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

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Knosys Limited, to be held virtually at **2.30pm (Melbourne time) on Wednesday, 27 January 2021** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member of the company’s Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE GENERAL MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “register” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory statement that accompanies and forms part of the Notice of Meeting describe the various matters to be considered at the meeting.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of Prior Issue of Shares- December 2020 Placement (LR 7.1 Issue)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Issue of Shares- December 2020 Placement (LR 7.1A Issue)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for the Issue of 36,978,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval for the Issue of Loan Funded Shares to Kathrin Mutinelli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval for the Issue of Loan Funded Shares to Neil Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval for the Issue of 200,000 Share to Peter Pawlowitsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for the Issue of 250,000 Shares to Neil Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval for the Issue of 200,000 Shares to John Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[HolderNumber] KNO

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

L- [HolderNumber]