



25 November 2021

Dear Shareholders

On behalf of your Board, I am pleased to invite you to attend the General Meeting of Animoca Brands Corporation Limited (“**Animoca**”) which will take place on Wednesday, 22 December 2021 at 9.30 am ADST as a virtual meeting online at [[https://us02web.zoom.us/webinar/register/WN\\_JL\\_t7ncvTLm1FT5sXgnHuw](https://us02web.zoom.us/webinar/register/WN_JL_t7ncvTLm1FT5sXgnHuw)].

**Virtual Annual General Meeting (AGM)**

Animoca has been monitoring the advice of government authorities regarding the ongoing risks of COVID-19. In light of government restrictions on large gatherings, social distancing recommendations and the temporary changes in legislation allowing the online, rather than face-to-face AGM’s, the Board has decided that in the interests of the health and safety of shareholders, staff and other stakeholders it will hold this year’s AGM virtually.

Unfortunately, shareholders will not be able to physically attend the meeting.

Shareholders will be able to participate in the AGM via a live webcast and an online platform which will enable shareholders to vote and to ask questions. How to access the meeting documents and lodge your proxy online as well as related information and guidance (including a Virtual AGM guide) is set out on this page.

Shareholders can cast a direct vote on a resolution during the AGM via the same online means. You will be able to ask questions during the AGM via the online platform.

The Directors of Animoca encourage shareholders to participate in the meeting via the online platform or to lodge your proxies ahead of the meeting.

We will only be mailing hard copy documents by post to those Shareholders who have elected to receive hard copy documents. If you have not elected to receive hard copy documents but wish to obtain a hard copy of the Proxy Form and Notice of Meeting, please contact on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

**Attending the meeting online**

If you choose to participate online on the day of the AGM you will be able to view a live web cast of the AGM, ask the Directors questions online and submit your vote in real time.

To participate online you will need to pre-register via: [[https://us02web.zoom.us/webinar/register/WN\\_JL\\_t7ncvTLm1FT5sXgnHuw](https://us02web.zoom.us/webinar/register/WN_JL_t7ncvTLm1FT5sXgnHuw)] on your [smartphone, tablet or computer]. After registering you will receive a confirmation containing information on how to attend the virtual AGM. An online AGM user guide is available at <https://web.automic.com.au/er/public/api/documents/AB1U?fileName=Virtual Meeting Registration and Voting Guide.pdf>.

Once again, I encourage all shareholders to participate in voting on the proposed resolutions.

Yours faithfully

A handwritten signature in black ink, appearing to read "JM Madden".

JM Madden  
Company Secretary



Animoca Brands Corporation Limited  
ACN 122 921 813

## Notice of Meeting

Notice is given that the Meeting will take place as a virtual meeting online:

**Time:** 9:30 am (ADST)

**Date:** Wednesday, 22 December 2021

**Meeting access:** [https://us02web.zoom.us/webinar/register/WN\\_JL\\_t7ncvTLm1FT5sXgnHuw](https://us02web.zoom.us/webinar/register/WN_JL_t7ncvTLm1FT5sXgnHuw)

After registering you will receive a confirmation containing information on how to attend the virtual AGM.

Online registration will commence at 9:00 am (ADST)

### **Important**

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders.

We will only be mailing hard copy documents by post to those Shareholders who have elected to receive hard copy documents. If you have not elected to receive hard copy documents but wish to obtain a hard copy of the Proxy Form and Notice of Meeting, please contact on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

# Business of the Meeting

## Agenda

### 1.0 Resolution 1 – Removal of auditor

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

*“That the removal of Grant Thornton as the current auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 329(1) of the Corporations Act and for all other purposes.”*

### 2.0 Resolution 2 – Appointment of auditor

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

*“That, subject to Resolution 1 being passed, the appointment of DFK Collins being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, as auditor of the Company effective from the date of the Meeting is approved under and for the purposes of section 327D of the Corporations Act and for all other purposes and the Directors are authorised to agree the remuneration of A\$140,000 – 160,000.”*

### 3.0 Resolution 3 – Re-election of David Brickler

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

*“That, for the purpose of clause 47(a) of the Constitution and for all other purposes, David Brickler, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

### 4.0 Resolution 4 – Re-election of Christopher Whiteman

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

*“That, for the purpose of clause 47(a) of the Constitution and for all other purposes, Christopher Whiteman, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

### 5.0 Resolution 5 – Adoption of Performance Right Plan Rules

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

*“That all aspects of the employee incentive scheme known as the “Animoca Performance Rights Plan” (“**Plan**”) governed by the “Animoca Performance Rights Plan Rules” (“**Plan Rules**”) be approved for all purposes under the Corporations Act 2001 (Cth) (“**Corporations Act**”), including:*

- (a) the Company establishing and operating the Plan in accordance with the Plan Rules (a summary of the key terms of which is set out in the Explanatory Memorandum accompanying this Notice as Annexure 4; and*
- (b) the Company or any of its subsidiaries giving financial assistance (as defined in the Corporations Act) to any Plan participants (or related parties) in the Plan, pursuant to the Plan Rules.”*

**Voting Exclusion Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

### 6.0 Resolution 6 – Approval of issuance of Shares to Yat Siu

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

*“That, Shareholders hereby approve the issue by the Company of up to 38,298,973 Shares, to Mr Yat Siu, the Executive Chairman and Managing Director of the Company for past performance on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **7.0 Resolution 7 – Grant of Performance Rights to Yat Siu**

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

*“That, subject to the Resolution 5 being passed, Shareholders' approval is given for the Company to grant 89,364,270 Performance Rights in the Company, to Mr Yat Siu, the Executive Chairman and Managing Director of the Company, on the terms set out in the accompanying Explanatory Memorandum.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **8.0 Resolution 8 – Termination benefits approval**

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

*“That:*

- (a) the giving of any benefit under the Plan by the Company to a person (or any of that person's associates) in connection with that person ceasing to hold a managerial or executive office of the Company or of a related body corporate of the Company; and*
- (b) the entitlement or potential entitlement of any person (or any of that person's associates) who holds a managerial or executive office of the Company (or of a related body corporate of the Company) to any such benefit in connection with the Plan,*

*be approved for the purposes of sections 200B and 200E of the Corporations Act.”*

**Voting Exclusion Statement:** In accordance with section 200E of the Corporations Act 2001 (Cth), a vote on the proposed ordinary resolution set out in Resolution 8 above:

- (a) must not be cast (in any capacity) by or on behalf of:
  - (i) a person who currently holds a managerial or executive office in the Company;
  - or

- (ii) an associate (as defined under the Corporations Act 2001 (Cth)) of a person set out in (i) above; but
- (b) may be cast by a person specified in (a)(i) or (a)(ii) above as a proxy appointed in writing that specifies how the proxy is to vote on the resolution, and such vote is not cast on behalf of a person specified in (a)(i) or (a)(ii) above or an associate as of such person.

However, this prohibition does not apply if the proxy is the Chair and 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.

## **9.0 Resolution 9 – Approval for payment of interest to Mr Yat Siu for monies provided under Unsecured Loan Agreement**

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

*“That, Shareholders’ approval is given for the Company to pay interest at 8% on the amount of A\$225,000 contributed by Mr Siu in the year 2019.”;*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **10.0 Resolution 10 – Approval of the acquisition of Sanrio Digital Corporation**

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

*“That, Shareholders’ approval is given for the Company’s subsidiary Animoca Brands Limited to acquire all the shares on issue in Sanrio Digital Corporation, and for the issue of Shares in the Company to the sellers of Sanrio Digital Corporation:*

- (a) *as consideration for the purchase of Sanrio Digital Corporation; and*
- (b) *for the payment of any earn-out payable (if any) under the Share Sale and Purchase Agreement (which may be paid in cash or Shares in the Company),*

*on the terms set out in the Share Sale and Purchase Agreement as summarised in the accompanying Explanatory Memorandum.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **11.0 Resolution 11 – Issue of Shares to Mr David Brickler in lieu of services as a Non-Executive Director**

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

*“That, the Company issue 426,831 Shares to Mr David Brickler (or his nominees) in lieu of services for the period 1 April 2018 to 31 December 2019, on the terms set out in the accompanying Explanatory Memorandum.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **12.0 Resolution 12 – Issue of Shares to Ms Holly Liu in lieu of services as a Non-Executive Director**

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

*“That, the Company issue 791,448 Shares to Ms Holly Liu (or her nominees) in lieu of services for the period 1 July 2018 to 30 September 2020 on the terms set out in the accompanying Explanatory Memorandum.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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.

## **13.0 Resolution 13 – Issue of Shares to Mr Christopher Whiteman in lieu of services as a Non-Executive Director**

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

*“That, the Company issue 617,561 Shares to Mr Christopher Whiteman (or his nominees) in lieu of services for the period 1 July 2018 to 31 December 2019, on the terms set out in the accompanying Explanatory Memorandum.”*

This resolution seeks member approval in accordance with Chapter 2E of the Corporations Act, which states that a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to section 208 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel, a Closely Related Party of such a member, a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a

related party and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and 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: 25 November 2021**

**By order of the Board**

A handwritten signature in black ink, appearing to read 'JM Madden', written in a cursive style.

**JM Madden**

**Company Secretary**

## ATTENDANCE, PROXY AND VOTING INSTRUCTIONS

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.

### Registration with Automic

Shareholders will need to have an account with Automic to watch the AGM and vote online.

Shareholders who do not yet have an account with Automic are strongly encouraged to register for an account as soon as possible to avoid delays on the day of the Meeting.

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

### Virtual attendance

To access the virtual meeting:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. At the time of the meeting, click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. Note that you cannot amend your vote after it has been submitted

### How to vote

Shareholders may vote by:

- attending the online meeting in person or by attorney and by direct voting during the meeting;
- by proxy (see below); or
- by corporate representative in the case of corporate shareholders (see below).

All Resolutions will be decided by poll.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Shareholders can also appoint their proxies via:

- a) vote online at <https://investor.automic.com.au/#/loginsah> by following the instructions provided;
- b) or download and lodge the proxy form by:
  - i. emailing signed proxy form(s) to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) (and the power of attorney or other authority, if any, under which the proxy form is signed); or
  - ii. by mail to Automic, PO Box 5193, Sydney, NSW, 2001.

Your proxy instruction must be received no later than 48 hours before the commencement of the Meeting. The Chair intends to vote all open proxies in favour of the Resolution where permitted.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:



- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Direct voting at the meeting**

As this Meeting is being held virtually, votes may be cast directly by Shareholders during the live meeting by logging in to [www.investor.automic.com.au/#/home](http://www.investor.automic.com.au/#/home) with their username and password.

Shareholders who cast a vote by proxy on a resolution before the Meeting will still be entitled to lodge a direct vote on that resolution online during the live meeting, with the later vote overriding the earlier vote.

### **Corporate representatives**

A member that is a body corporate may appoint an individual to act as its representative at the meeting. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all or any of the powers that the body corporate could exercise at the meeting or in voting on a resolution.

Appointments may be lodged in advance of the meeting at the Company's registered office or share registry (details on the voting form).

**Should you wish to discuss the matters in this Notice of Meeting please contact the Company by telephone on +61-400 887 001.**

## **Explanatory Statement**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### **1. Resolution 1 and 2 – change of the Company auditor**

#### **1.1 Resolution 1 – Removal of auditor**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. It should be noted under section 329(1A) of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company hereby provides the Notice of Intention to remove Grant Thornton as the Company's auditor to Shareholders at Annexure 1 to this Notice and seeks Shareholder approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given.

Grant Thornton is entitled to make representations under section 329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have its representations sent to members prior to the Meeting.

If Resolution 1 is passed, the removal of Grant Thornton as the Company's auditor will take effect at the close of the Meeting. If Resolution 1 is not passed, Grant Thornton will remain as the Company's auditor.

#### **1.2 Resolution 2 – Appointment of auditor**

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed replacement auditor and to each person entitled to receive a notice of meeting.

If Grant Thornton is removed under Resolution 1, the Directors proposes that DFK Collins (DFK) be appointed as the Company's auditor. The Notice of Nomination nominating DFK as the Company's auditor is provided to Shareholders as Annexure 2 to this Notice.

Further, section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has first consented to act as auditor and has not withdrawn that consent before the appointment is made.

DFK has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to Resolution 2 being approved by Shareholders at the Meeting. As at the date of this Notice, DFK has not withdrawn that consent.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The Company has been in discussion with DFK and has agreed an appropriate timetable for the completion of all outstanding compliance obligations that would be pursued aggressively following approval of its appointment by shareholders. As an international affiliate of DFK International, DFK Collins is able to perform audit work for the Company in multiple jurisdictions

If Resolution 1 is passed and Resolution 2 is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this Meeting. At that meeting, DFK can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of DFK from a member of the Company at least 14 days before the date of the adjourned meeting.

If Resolutions 1 and 2 are passed, the appointment of DFK as the Company's auditor will take effect at the close of this Meeting.

### **1.3 Board recommendation**

The Board recommends Shareholders vote in favour of each of Resolution 1 and Resolution 2. The Board does not believe that the audit quality will be diminished as a result of changing auditors.

## **2. Resolution 3 – Re-election of David Brickler**

### **2.1 General**

Clause 47(a) of the Constitution provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which directors are to retire by rotation at an annual general meeting.

Mr David Brickler, who has served as a Non-Executive Director of the Company since 2014 and retires by rotation and seeks re-election.

### **2.2 Qualifications and other directorships**

Mr Brickler holds a BA from Princeton University and an MBA from Kellogg-HKUST and is fluent in Chinese and Japanese. Prior to his retirement from fulltime employment, Mr Brickler held a number of senior management positions in Asia and Australia including CIO for Mizuho Securities Asia Ltd and Global CIO for Noble Group as well as Executive Director for EY in Hong Kong. Prior to his 14 years in Hong Kong, Mr Brickler spent 15 year in Japan, including Vice-President of Equity Technology at Goldman Sachs Securities Co Ltd as well as engineering positions at EDS Japan LLC, Sundai and Fujitsu Limited.

### **2.3 Independence**

If elected, the Board considers Mr Brickler will be a Non-Executive Director.

### **2.4 Board recommendation**

The Board (other than Mr Brickler) supports the re-election of Mr Brickler and recommends that Shareholders vote in favour of Resolution 3.

## **3. Resolution 4 – Re-election of Christopher Whiteman**

### **3.1 General**

Clause 47(a) of the Constitution provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which directors are to retire by rotation at an annual general meeting.

Mr Christopher Whiteman, who has served as a Non-Executive Director of the Company since 2018 and retires by rotation and seeks re-election.

### **3.2 Qualifications and other directorships**

Mr Whiteman holds a BEc from the University of Adelaide and a Graduate Diploma in Applied Finance and Investment from FINSIA. Mr Whiteman has also completed the Chartered Financial Analyst Level 1 qualification from the CFA Institute.

Mr Whiteman is a non-executive and advisor to a number of Australian entities across the investment management, gaming and resources sectors. In these roles Mr Whiteman performs a variety of functions including corporate and commercial negotiations, strategy, investor and public relations, transaction origination, equity capital and project management. Prior to his advisory roles, Mr Whiteman held senior corporate and commercial positions with Taylor Collison Limited, Santos

Limited, Beach Energy Limited, and TXU Australia Limited. Mr Whiteman has considerable experience in the Australian securities market as well as international exposure through various assignments in London, Hong Kong and Shanghai.

Mr Whiteman is a non-executive director of iCandy Interactive Limited.

### **3.3 Independence**

If elected, the Board considers Mr Whiteman will be a Non-Executive Director.

### **3.4 Board recommendation**

The Board (other than Mr Whiteman) supports the re-election of Mr Whiteman and recommends that Shareholders vote in favour of Resolution 4.

## **4. Resolution 5 - Adoption of Performance Right Plan Rules**

### **4.1 General**

Incentive-based pay for executives and senior management has become commonplace over the last two decades. The various incentive schemes have been largely driven by the desire to align the interests of management and shareholders with the underlying goal being the generation of outstanding performance through heavy incentivisation.

The Company has considered over the course of this year the best mechanism available to it to motivate and retain key executives and senior management. The Company concluded that the award of performance rights with the award linked to milestones was the best incentive-based approach.

The Animoca Performance Rights Plan Rules (“**Plan**”) developed by the Company contains three key features:

- (a) It is an integral part of the Company’s overall approach to competitive-based remuneration;
- (b) It establishes a clear line of sight between business objectives and reward and therefore, bind executives and members of senior management at the Company through a performance reward arrangement to ensure focus on achievement of business strategy while providing equity in employee rewards throughout the business; and
- (c) It creates a strong link between performance and reward and increasing shareholder value by enabling executives and senior management who participate in the incentive plan to have a greater involvement with, and share in the future growth, and profitability of the Company.

The board of directors will ensure that the performance milestones are appropriately structured to extract maximum effort from the participants.

Under the proposed Plan, each Performance Right (as defined in the Plan Rules) will vest as one Share subject to the satisfaction of certain performance criteria. In the event that the performance criteria are not met, the Performance Rights will not vest and as a result, no new Shares will be issued.

There is nil consideration payable upon the vesting of a Performance Right.

In the event of a change in control event, the Plan allows the Board to determine the treatment of outstanding Performance Rights in its discretion.

A change in control event includes:

- the acquisition by any individual, entity or group (a “Person”) of beneficial ownership of 50% or more of either (i) the then-outstanding ordinary shares of the Company on an as converted and fully diluted basis or (ii) the combined voting power of the then-outstanding voting securities of the Company entitled to vote generally;
- consummation of a reorganisation, amalgamation, merger, statutory share exchange or consolidation or similar corporate transaction involving the Company;

- sale or other disposition of all or substantially all of the assets of the Company; or
- public offering of 15% or more of the securities of the Company on a recognised stock exchange.

#### **4.2 Summary of key terms of the Plan Rules**

A summary of the key terms of the Plan is provided in Annexure 1 to this explanatory memorandum. A copy of the Plan Rules will be made available free of charge to any Shareholder on request.

#### **4.3 Financial assistance under section s260C(4)**

The Plan may involve the giving of financial assistance to each relevant Plan participant for the purposes of section 260A of the Corporations Act, including if the Company acquires shares to satisfy the vesting of Performance Rights. Under section 260A of the Corporations Act, a company (or any subsidiary) is prohibited from financially assisting the acquisition of its shares, except in limited circumstances or if an exemption from this prohibition applies.

Section 260C(4) of the Corporations Act permits a company to give financial assistance if the assistance is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the relevant company. In order to facilitate the operation of the Plan, Shareholders are requested to approve the Plan so that any financial assistance provided to Plan Participants is given under an employee share scheme approved by a resolution passed at a general meeting and therefore permitted under the Corporations Act.

The Board considers that giving the Company the ability to provide financial assistance to Plan Participants to fund the purchase of Shares under the Plan is in the interests of the Company as it provides the Company with greater flexibility to adequately incentivise and reward its employees and assist the Company in attracting and retaining key talent.

#### **4.4 Board recommendation**

The Board unanimously recommends that Shareholders eligible to vote on this Resolution to vote in favour of this Resolution 5.

### **5. Resolution 6 – Approval to issue of Shares to Mr Yat Siu**

#### **5.1 General**

Mr Siu has been a director of the Company since 2014 and from 6 June 2017 Mr Siu has played a greater role in leading the Company. Following his appointment as Non-executive Chairman of the Company on 27 September 2018, Mr Siu has, in effect, driven the growth of the Company and, effectively, performed an executive role.

On 6 June 2017, Mr Siu volunteered to waive his entitlement to directors emoluments with effect from 1 January 2017. At that time, the market capitalisation of the Company was approximately in the A\$5 million to A\$10 million range. Indeed, Mr Siu has not received any remuneration since 1 January 2017 and, more importantly, has actively and materially participated in various equity raising initiatives since that time.

On 15 August 2021, the board of directors approved the appointment of Mr Siu as Executive Chairman and Managing Director of the Company.

In relation to his remuneration, Mr Siu has affirmed that he would continue to drive the direction of the Company for no cash-based remuneration and accept solely share-based remuneration based on performance milestones.

Under the leadership of Mr Siu the Company has acquired:

- Fuel Powered (the developer of the iconic CryptoKitties created by Dapper Labs)
- Pixowl (and the intellectual property that it has developed - The SandBox);
- Gamma Innovations Inc
- Leade.rs Inc
- Stryking Entertainment GmbH (and the intellectual property to the Bundesliga)

- Quidd Inc
- nWay Inc
- Gamee Inc
- Sanrio Digital Corporation
- Fugu Raw Pty Ltd (trading as Blowfish Studios)

The Company has made a series of investments in and established partnerships with many of the leading players in the global gaming industry, including:

- Bitski
- Brinc
- Dapper Labs (CryptoKitties and NBA Top Shot)
- Everest Ventures Group
- Fano Labs
- Harmony
- Helix Accelerator
- Open Sea
- Sky Mavis (Axie Infinity)
- Zeroth SPC
- and many more

The Company's strategy has evolved from traditional gaming into new world gaming through the adoption of blockchain technology and the emergence and integration of non-fungible tokens. The Company launched REVV tokens for F1 delta Time and MotoGP and both the Sand and Land tokens for The SandBox. In addition, the Company has overseen the successful listing of one of its incubator businesses, OliveX Holdings Limited, on the NSX in Australia. OliveX listed at A\$0.20 per share and its now trading at A\$1.01 per share under the leadership and guidance of Mr Siu.

The growth has been funded through funding initiatives led by Mr Siu. In total, Mr Siu has arranged A\$326.221million in funding from third parties during his tenure. Some of the world's leading investors in this sector have invested in the Company including Blue Pool Capital, Samsung Venture Investment Corporation, Coinbase Ventures, Gobi Partners, RIT Capital Partners, Kingsway Capital, Korean Investment Partners, Scopely, Razer Inc, Huobi, Perennial Investment Management, Ellerston Capital.

Notwithstanding the delisting of the Company from the ASX and the regrettable lack of liquidity that arose as a consequence of this, these equity raisings have been undertaken at continued premiums with the last equity raising being priced at A\$2 per ordinary share. Shareholders will recall that the share price of the Company when the delisting occurred was \$0.18 per ordinary share. With the last equity raising at \$2 per share, the Company has an inferred valuation, based on that raising, of in excess of A\$2.9 billion a greater than 100x increase in market capitalisation since Mr Siu took a more active role in the Company in 2017.

The Company announced on 20 October 2021 that it had completed an equity raising with the issue of 43,850,317 fully paid ordinary shares at \$2.00 per fully paid ordinary share and, accordingly, the Company has adopted this latest share price as the basis for valuing the shares that are the subject of this resolution,

## **5.2 Chapter 2E of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to section 208 applies or Shareholders have in general meeting approved the giving of that financial benefit to the related party.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a public company issuing securities. A "related party" is defined under section 228 of the Corporations Act to include but not limited to a director of a company. Accordingly, the proposed issue of Shares to Mr Siu, being a Director of the Company, involves the provision of a financial benefit to a related party of the Company.

For a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

### 5.3 Details of issuing Shares to Mr Siu

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Siu:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Siu, or his nominee;
- (b) the number of Shares proposed to be issued is 38,298,973, which would represent 1.6% of the expanded issued share capital on an undiluted basis after the issuance of Shares.
- (c) the nature of the financial benefit to be given is the issuing of the Shares at zero consideration;
- (d) Securities held by Mr Siu

As at the date of this Notice, Mr Siu holds directly and indirectly (through entities controlled by Mr Siu) 70,537,111 Shares in the Company. This table does not take into account the Shares to be issued to the Participating Director if Resolution 6 is passed by Shareholders.

Participating Director	Number of Existing Shares	Number of Shares to be issued	Total Shareholding	% of issued capital (on an expanded capital basis)
Yat Siu	70,537,111	38,298,973	108,836,084	7.32%

Note: This table sets out the maximum number of Shares which may be issued under Resolution 6 to the Participating Director assuming that no other person nominated by the Participating Director subscribes for the shares. Shares may be issued to nominees of the Participating Director, who may be third party nominees, in which case, the shareholding interest of the Participating Director will be reduced.

The number of shares on issue as at the date of this Notice of Meeting are 1,486,104,408 ordinary shares.

- (e) Remuneration of the Mr Siu

The total annual remuneration paid to Mr Siu for the last financial year is as follows:

Year Ended 31 December 2020	Salaried and Fees	Superannuation	Value of options granted	Total
Yat Siu	Nil	Nil	Nil	Nil

### 5.4 Accounting standards

The Company accounts for share-based payments in accordance with AASB 2 Share-based payments and has assessed the valuation of the remuneration at the fair value of the shares based

on the last equity raising price. The fair value of the issue of shares to Mr Siu for past performance is valued at \$76,597,945.

The \$76,597,945 valuation represents the latest share price paid by investors pursuant to the equity raising on 20 October 2021. The Company announced on 20 October 2021 that it had completed an equity raising with the issue of 43,850,317 fully paid ordinary shares at \$2.00 per fully paid ordinary share.

## 5.5 Board recommendation

Mr Siu does not wish to make a recommendation to Shareholders in respect of Resolution 6 because he has a material personal interest in the outcome of the Resolution 6.

The Company's independent directors have no interest in the outcome of the Resolution 6, and all recommend that Shareholders vote in favour of Resolution 6, as they believe the award of shares for past performance reflects the contribution Mr Siu has made to the Company and the significant increase in shareholder value achieved.

## 6. Resolution 7 – Grant of Performance Rights to Mr Yat Siu

### 6.1 General

In order to continue to secure the services of Mr Siu and incentivise Mr Siu into the future, the Company has agreed with Mr Siu a series of grants of Performance Rights based on the achievement of Performance Milestones.

As set out Section 5 above, Mr Siu has driven an extraordinary growth in the Company through acquisitions, strategic partnerships and investments in blockchain technology artificial intelligence and machine learning. Mr Siu is internationally recognised as an outstanding entrepreneur in innovative technologies. The independent board of directors acknowledge the significant leadership Mr Siu has brought to the Company since 2017 and seek to motivate Mr Siu into the future in order to continue to build on the strategies that he has implemented and to generate significant returns for shareholders.

The milestones agreed between the Company and Mr Siu are demanding when compared to a number of incentives set by other entities. The first performance milestone is achieved on the Company securing an externally validated market valuation of US\$2.5 billion. The second performance milestone is achieved on the Company securing an externally validated market valuation of US\$5 billion which is around 5 times the inferred valuation of the Company based on the last equity raising share price.

The third and fourth performance milestones are achieved on the Company achieving valuations of in excess of US\$10 billion and US\$20 billion, respectively.

### Performance Milestones & Performance Rights on Achievement

Milestone	Performance Rights	Fair value/A\$
Milestone 1		
Externally validated valuation of the Company via material capital raising greater than US\$2.5 billion	28,724,230	57,448,459
Milestone 2		
Externally validated valuation of the Company via material capital raising greater than US\$5.0 billion	28,724,230	57,448,459
Milestone 3		



Realising a market capitalisation for the Company of greater than US\$10 billion	15,957,905	31,915,811
Milestone 4		
Realising a market capitalisation for the Company of greater than US\$20 billion and/or continuation of service for a minimum of five years	15,957,905	31,915,811
Total	89,364,270	178,728,540

## 6.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

The issue of Performance Rights to Mr Siu constitutes giving a financial benefit to a related party of the Company, because Mr Siu is a related party of the Company by virtue of being a Director and the issue of Performance Rights is a financial benefit given by the Company.

## 6.3 Arm's length exception

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than arm's length terms.

The Directors (other than Mr Siu) consider that issuing of Performance Rights to Mr Siu is likely to be on arm's length terms. This is because the board of directors believe the performance milestones are very demanding and result, if achieved, in the generation of significant shareholder value as the market capitalisation is required to be 2.5-20 times greater than the market capitalisation based on the last equity raising price of A\$2 per share. This means the arm's length exception of section 210 of the Corporations Act has the potential to apply to the subject matter of this Resolution 7. However, the Company has determined to seek Shareholders' approval hereby under Chapter 2E of the Corporations Act for the purposes of the transparency to Shareholders and the best corporate governance practice.

As stated in Section 5.1, the Company announced on 20 October 2021 that it had completed an equity raising with the issue of 43,850,317 fully paid ordinary shares at \$2.00 per fully paid ordinary share and, accordingly, the Company has adopted this latest share price as the basis for valuing the performance rights that are the subject of this resolution,

## 6.4 Details of the grant of Performance Rights to Mr Siu

In accordance with the requirements of Section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Performance Rights to Yat Siu.

The Performance Rights will be granted to Mr Siu on the following basis (subject to Restriction Period of 12 months):

- No cash consideration is payable for the issue of the Performance Rights.
- The Performance Milestones are:
  - 28,724,230 Performance Rights granted with vesting based on the following conditions:
    - if the Company is unlisted, an externally validated valuation via a capital raising that values the Company at greater than US\$2.5 billion; or

- if the Company or an IPO Vehicle is listed on the HKEX (or similar securities exchange), the Company or IPO Vehicle (as relevant) has a minimum market capitalisation of US\$2.5 billion throughout any 3-month period, measured by the VWAP on each trading day over that period but excluding up to 2 trading days in the period to remove any outlier results.
- 28,724,230 Performance Rights granted with vesting based on the following conditions:
  - if the Company is unlisted, an externally validated valuation via a capital raising that values the Company at greater than US\$5 billion; or
  - if Company or an IPO Vehicle is listed on the HKEX (or similar securities exchange) the Company or IPO Vehicle (as relevant) has a minimum market capitalisation of US\$5.0 billion throughout any 3-month period, measured by the VWAP on each trading day over that period but excluding up to 2 trading days in the period to remove any outlier results.
- 15,957,905 Performance Rights granted with vesting based on the following conditions:
  - if the Company is unlisted, an externally validated valuation via a capital raising that values the Company at greater than at a minimum valuation of US\$10 billion, with the valuation verified by an Expert in accordance with the Valuation Procedure; or
  - if the Company or an IPO Vehicle is listed on the HKEX (or similar securities exchange) the Company or IPO Vehicle (as relevant) has a minimum market capitalisation of US\$10 billion throughout any 3-month period, measured by the VWAP on each trading day over that period but excluding up to 2 trading days in the period to remove any outlier results.
- 15,957,905 Performance Rights granted with vesting based on all of the following conditions:
  - the Company or an IPO Vehicle is listed on HKEX (or similar exchange); and
  - the Company or IPO Vehicle (as relevant) has a minimum market capitalisation of US\$20.0 billion throughout any 3-month period, measured by the VWAP on each trading day over that period but excluding up to 2 trading days in the period to remove any outlier results; and/or
  - the achievement of continuous period of employment for 5 years with the Group.
- Each performance hurdle vests independently of the others and there will be no straight line vesting meaning that each performance hurdle of the Performance Rights will either vest in full or not vest at all, depending on the satisfaction of the relevant performance conditions.
- The Performance Rights will only vest if Mr Siu remains an employee of the Company. Upon vesting, each Performance Right will convert into 1 fully paid ordinary share in Animoca with the same voting, dividend and other rights as the Animoca shares currently on issue.
- Each Performance Right will vest for nil consideration once the vesting conditions are achieved, and will be subject to a Restriction Period of 12 months.
- The performance hurdles will be measured from the date of this general meeting of Shareholders up until and including five years from the date of this general meeting.

The vesting conditions for the Performance Rights are designed to reward Mr Siu for successful performance and achievement of certain goals (the performance hurdles are set out above).

As stated in Section 6. Mr Siu has not received any cash-based or share-based remuneration since 1 January 2017.

Mr Siu has not received any Performance Rights prior to the proposed grant of Performance Rights set out in this Notice of Meeting.

If Shareholder approval is obtained, the Company will be able to proceed with the issue. If Shareholder approval is not obtained, the Company will not be able to proceed with the issue and the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Siu.

## **6.5 Accounting standards**

The Company has applied AASB 2 *Share-based payments* to assess the fair value of the Performance Rights. In Section 6.1 the Company has set out in the Table the fair value of each tranche of the Performance Rights based on the probability of achievement. The fair value of the Performance Rights will be charged to the profit or loss over an estimated timeframe for achievement.

The Company is required to re-assess each year the probability of achievement of each milestone at each balance date. Where the probability of achievement increases over time, the fair value is adjusted with the difference between the assessment of fair value at the current balance date and the previous balance date is charged over the remaining life of the Performance Rights. Where the probability of achievement decreases over time, the difference between the assessment of fair value at the current balance date and the previous balance date charged to the profit or loss in previous years is reversed through other comprehensive income.

Under AASB 2, the Company has assessed the value of the performance rights by applying both the latest share price and a probability of milestone achievement. As stated in Section 6.3, the Company announced on 20 October 2021 that it had completed an equity raising with the issue of 43,850,317 fully paid ordinary shares at \$2.00 per fully paid ordinary share and, accordingly, the Company has adopted this latest share price as the basis for valuing the performance rights that are the subject of this resolution.

The valuation of the performance rights have been assessed at \$178,728,540.

## **6.6 Board recommendation**

Mr Siu does not wish to make a recommendation to Shareholders in respect of Resolution 7 because he has a material personal interest in the outcome of the Resolution 7.

The independent directors have no interest in the outcome of the Resolution 7, and recommend that Shareholders vote in favour of Resolution 7, as they believe the increased shareholding of Mr Siu will provide further incentive to enhance the future value of the Company's Shares for all shareholders.

## **7. Resolution 8 – Termination benefits approval**

### **7.1 General**

Under the Plan Rules, if the Board determines that a Plan Participant is a Good Leaver (as defined in the Plan Rules), then the Board in its absolute discretion, may determine that all or a portion of unvested Performance Rights of a Participant are to be vested Performance Rights.

### **7.2 Corporations Act section 200B(1)**

Section 200B(1) of the Corporations Act prohibits the Company (or an associate of the Company) from giving a person a benefit in connection with a person's "retirement" from (that is, ceasing to hold) an office, or position of employment, in the Company or related body corporate of the Company if:

- (a) the office or position is a "managerial or executive" office (ie, they are a director of the company or a related body corporate of the company); or
- (b) the retiree has, at any time during the last 3 years before his or her retirement, held a "managerial or executive" office in the Company,

unless member approval has been given under section 200E of the Corporations Act for the giving of the benefit. A benefit will be exempt from section 200B(1) of the Corporations Act if the value of the relevant benefit does not exceed a prescribed amount, which, in general, is the relevant Leaver's annual base salary.

For the purposes of section 200B(1), a “managerial or executive” office is held by:

- (a) an officer or director of the Company; or
- (b) any other office or position in connection with the management of the Company’s affairs that is held by a person who is also an officer or director of the Company or any of the Company’s related bodies corporate.

“Benefits” is defined broadly in section 200AB of the Corporations Act. Potentially the determination of a participant’s unvested Performance Rights to be vested Performance Rights in circumstances where the Participant is a Good Leaver is captured.

If a Plan participant is classified as a Good Leaver and the company elects to determine their unvested Performance Rights to be vested Performance Rights, the Company may be considered to have given the participant a termination benefit.

In order to facilitate the operation of the Plan, shareholders are requested to approve any benefit that may be payable to a Plan participant under the Plan Rules for that Plan participant’s Performance Rights in connection with the relevant Plan participant’s retirement from an office, or position of employment, in the Company or other Group Member for the purposes of section 200E of the Corporations Act.

### **7.3 Directors’ recommendation**

The board of directors unanimously recommends that Shareholders eligible to do so vote in favour of this Resolution 8.

## **8.0 Resolution 9 – Approval of the payment of interest to Mr Yat Siu for monies provided under Unsecured Loan Agreement**

### **8.1 General**

On 16 December 2019, the Company announced the acquisition of 100% of the issued capital in nWay, Inc via its wholly owned subsidiary Animoca Brands Limited (“**ABL**”) and simultaneously informed investors that it had entered into unsecured 12-month loan agreements (“**Unsecured Loan Agreements**”) with a number of sophisticated and professional investors (including Mr Siu) to raise A\$2,500,000. At that time, the Company’s securities had been continuously suspended from official quotation on ASX since 2 September 2019, which made equity raising difficult.

Mr Siu provided the Company A\$225,000 of the total A\$2,702,656 raised (based on the AUD/USD exchange on the date of receipt of funds) and has subsequently agreed to extend the term of the loan until the Shareholders have resolved to pay the relevant interests.

Under the terms and conditions of the unsecured loan agreement, all contributors were entitled to 8% per annum interest on monies provided. The independent Directors discussed and minuted the basis on which the terms and conditions of the unsecured loan was undertaken. At the time of the approval of the terms and conditions the independent Directors noted the Reserve Bank of Australia reported lenders’ rates to small, medium and large businesses at 4.43%, 3.67% and 2.43%, respectively. The 8% interest rate reflected, at that time, the risks arising from a continued suspension of the Company’s securities from the official quotation on ASX and the need for the Company to fund two acquisitions that were due for completion.

The Company has accrued all interest due to the contributors as at the date of this Notice of Meeting and the accrued interest due to Mr Siu is \$33,000 for the period 1 January 2020 to 31 October 2021.

### **8.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

The interest payable and the issue of options to Mr Siu as a contributor to the Unsecured Loan Agreement constitute giving financial benefits to a related party of the Company, due to Mr Siu being a related party of the Company by virtue of being a Director, and the payment of interests to Mr Siu are financial benefits given by the Company.

### 8.3 Arm's length exception

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than arm's length terms.

The independent Directors of the Company approved the terms and conditions of the Unsecured Loan Agreement. As stated in Section 8.1, at the time of securing the funding for the Company by way of unsecured loan arrangements the Company was suspended from the ASX Official List and required funding for the completion of two acquisitions. The interest rate reflected the risks associated with an unsecured loan as well as the uncertainty of the status of the Company to access equity markets following its continued suspension from ASX. Accordingly, the independent directors believe that the proposed issue reflects arm's length terms, which means the arm's length exception of section 210 of the Corporations Act has the potential to apply to the subject matter of this Resolution 9. However, the Company has determined it is appropriate to seek Shareholders' approval hereby under Chapter 2E of the Corporations Act for the purposes of the transparency to Shareholders and the best corporate governance practice.

### 8.6 Board recommendation

Mr Siu does not wish to make a recommendation to Shareholders in respect of Resolution 9 because he has a material personal interest in the outcome of the Resolution 9.

Each of the Company's independent Directors have no interest in the outcome of the Resolution 9, and all recommend that Shareholders vote in favour of Resolution 9.

## 9.0 Resolution 10 – Acquisition of Sanrio Digital Corporation

### 9.1 General

On 4 January 2020, the Company's wholly owned subsidiary ABL entered into the Share Sale and Purchase Agreement with Typhoon Games (Hong Kong) Limited ("**TGHK**"), Typhoon Games Partners Limited ("**TGP**") and S2B Holding Limited ("**S2B**") (together with TGHK, TGP and S2B, the "**Sellers**"), pursuant to which ABL agreed to purchase 100% of the issued share capital in Sanrio Digital Corporation ("**Sanrio**") from the Sellers (being 51% from TGHK, 19% from TGP and 30% from S2B) at a total consideration price of A\$8,278,201, which will be paid through the issue of a total number of 23,652,003 fully paid Shares in the Company at a price of A\$0.35 per share ("**Upfront Consideration**") to the Sellers.

At the time of the transaction, the independent directors acknowledged the synergies and capacity of the Company to integrate the games held by Sanrio but determined that the share price of the Company was significantly undervalued due to the ASX suspension and the time that had passed from the date of suspension to the date of the transaction. The independent directors believed that the Company had embarked on the implementation of its future strategy with some goals being achieved. The independent directors believed that the share price, if the shares of the Company had been trading on an exchange, would have been significantly above the last traded share price and accordingly, negotiated a superior premium to the last traded share price of 100%.

Under the Share Sale and Purchase Agreement, ABL also agreed to pay the Sellers US\$1,000,000 (the "**Earn-out Consideration**") if Sanrio achieved a revenue milestone of US\$3,000,000 for each 12-month period from the effective date of the Share Sale and Purchase Agreement. The Earn-out Periods are three discrete 12-month periods. In order for the Earn-out Consideration to be paid, Sanrio is also required to achieve a net profit equal to at least 5% of revenue. The Earn-Out Consideration may be paid in cash or Shares in the Company (as determined by ABL). If it is to be paid in Shares, the price of such Shares will be based on a price per share equal to the higher of: (a) A\$0.35; and (b) the 14-day volume-weighted average price of the Shares as of the date 3 days prior to the payment of the earn-out (or if the Company is not listed on a public exchange, the price at which the Shares were sold to investors in the most recent funding round of the Company prior to

the payment of the earn-out). The Company has assessed the potential of Sanrio to satisfy the earn-out milestones and does not believe Sanrio will generate sufficient revenues to justify accounting for contingent consideration.

The Shares issued to the Sellers as the Upfront Consideration will have a dilution effect of approximately 1.6% on the equity interests held by the existing Shareholders of the Company. It is intended that the Shares will be issued to the Sellers as soon as practicable after this Resolution 10 has been approved by the Shareholders.

Sanrio produces and publishes digital content based on a globally recognised intellectual property assets including Hello Kitty, My Melody, Badtz-Maru, Chococat and Keroppi. Sanrio holds around 40 officially licensed digital products on platforms including consoles, smartphones, PC and the Web. The acquisition of Sanrio is an outstanding opportunity for the Company's continued growth in its existing business.

Mr Yat Siu indirectly holds 45% shares in TGHK and indirectly holds 48% shares in TGP. Mr Siu has no direct or indirect interest in S2B. Accordingly, Mr Siu indirectly holds, in total, a 32.07% beneficial equity interest in Sanrio. Mr Yat Siu is a director of Sanrio and the sole director of its controlled entity, Sanrio Digital (HK) Limited.

Entities related to Mr Siu will receive 7,585,197 in fully paid ordinary shares at A\$0.35 per share for a total value of \$2,654,819.

## **9.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

The issue of Shares to the Sellers constitutes giving a financial benefit to a related party of the Company, due to Mr Siu (1) being a related party of the Company by virtue of being a Director, and (2) having substantial shareholdings in TGHK and TGP (see Section 9.1).

## **9.3 Arm's length exception**

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- (c) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (d) are less favourable to the related party than arm's length terms.

At the time of the execution of the Share Sale and Purchase Agreement, the Company was suspended from the Official List and its last trading price was A\$0.18 per Share and therefore, the acquisition price represented a 100% premium to the last trading Share price. The independent Directors concluded the premium was in the interest of the Company and they believed the last trading share price did not reflect the underlying value of the Company.

The independent Directors of the Company discussed and sought a valuation of Sanrio as part of the negotiations. Applying discount rates of 20-25%, the Company has valued the net cashflows over a ten-year forecast period for Sanrio at between A\$9.4 million and \$12.1 million. The valuation was based on the principal assumption that Sanrio's revenue will increase with the growth rates at 50%, 60% and 70% respectively for the first three years after the acquisition and then will continue to grow but at a slower growth rate. The Company has not incorporated into the valuation any residual value for the continuation of Sanrio's business beyond the forecast period considering the uncertainties of Sanrio's business beyond the forecast period.

Accordingly, the independent Directors understand that the proposed issue reflects arm's length terms, which means the arm's length exception of section 210 of the Corporations Act can apply to this Resolution 10. However, the Company has determined it is appropriate to seek Shareholders' approval hereby under Chapter 2E of the Corporations Act for the purposes of the transparency to Shareholders and the best corporate governance practice.

#### 9.4 Details of financial benefit

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow Shareholders to assess the proposed acquisition of Sanrio, and the issue of Shares to the Sellers and therefore, indirectly to Mr Siu:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is the Sellers and therefore, Mr Siu indirectly as a result of his indirect shareholding in two of the Sellers (i.e. TGHK and TGP);
- (b) the number of Shares proposed to be issued to the Sellers in which Mr Siu holds an equity interest is 7,585,197 at \$0.35 per share (which reflects 32.07% of the total 23,652,003 Shares to be issued to the Sellers);
- (c) the nature of the financial benefit to be given is the issuing to entities related to Mr Siu of 7,585,197 Shares at an issue price of \$0.35 per share, being 32.07% of the Upfront Consideration set out in the Share Sale and Purchase Agreement with the value of the financial benefit being \$2,654,819; and
- (d) Securities held by the Mr Siu

The Shares held by Mr Siu both directly and indirectly if Resolution 10 is approved are as follows:

Participating Director	Number of Existing Shares directly held by Mr Siu	Number of Shares to be issued indirectly to Mr Siu as a result of his shareholding in the Sellers	Total Shareholding	% of issued capital (on an expanded capital basis)
Yat Siu	70,537,111	7,585,197	78,122,308	5.26%

The number of Shares on issue as at the date of this Notice of Meeting is 1,486,104,408 Shares.

#### 9.5 Other related parties

The Company is not aware of any of the Sellers and any other shareholders of the Sellers that currently hold shares in the Company.

#### 9.6 Board recommendation

Mr Siu does not wish to make a recommendation to Shareholders in respect of Resolution 10 because he has a material personal interest in the outcome of the Resolution 10.

Each of the Company's independent Directors have no interest in the outcome of the Resolution 10, and all recommend that Shareholders vote in favour of Resolution 10, as they believe the acquisition of Sanrio is an outstanding opportunity for continued growth in its existing business as well as provide capacity to open markets for its licensed products. The independent Directors assessed the synergies and strategic opportunities that would be available to the Company from being able to enhance the market opportunities from the suite of licensed products owned by Sanrio. Based on these considerations the independent Directors believe that the Company would be able to successfully integrate the licensed products and introduce the licensed products to new markets.

### 10.0 Resolution 11 – Issue of Shares to Mr David Brickler in lieu of services as a Non-Executive Director

#### 10.1 General

The 2019 annual general meeting approved the issue of 100,000 Shares to Mr Brickler; However, the Shares have not been issued so the obligation to issue the Shares remains outstanding. The 2019 notice of meeting informed Shareholders that non-executive directors of the Company agreed

to forego cash emoluments for the 12-month period ending 31 December 2019 and to be issued Shares in lieu of the cash emoluments.

Further, Mr Brickler agreed to his entitlement to emoluments for the period 1 July 2019 to the 31 December 2019 to be paid by way of 50% in cash emoluments and 50% by way of the issue of fully paid ordinary shares

The number of Shares due to be issued to Mr Brickler for the above-mentioned period is 326,831.

With the lapse of time, the Corporation Act requires the Company to seek re-approval of Shareholders for the Shares to be issued to Mr Brickler as at the 2019 annual general Meeting. Accordingly, the issue of Shares to Mr Brickler for the period 1 April 2018 to 31 December 2019 requires Shareholder approval under the Corporations Act.

## 10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

## 10.3 Details of issuing Shares to Mr Brickler

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Brickler:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Brickler, or his nominee;
- (b) the number of Shares proposed to be issued is 426,831 at \$0.1025 per share, which would represent 0.03% of the expanded issued share capital on an undiluted basis after the issuance of Shares with the total financial benefit being \$43,750;

(The share price used to determine the number of shares to be issued to Mr Brickler reflects the average share price for the period 31 July 2018 to 31 December 2019 being the period Mr Brickler received half of his quarterly entitlement to remuneration in cash payments and agreed to receive the other half of his quarterly remuneration in shares. The number of shares to be issued to Mr Brickler was calculated on a quarterly basis by dividing half the quarterly cash remuneration to be paid by way of the issue of shares by the share price on the last day of the quarter.)

- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of \$0.1025 per share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Mr Brickler

As at the date of this Notice, Mr Brickler holds 108,000 Shares in the Company and the following table sets out the hold of Mr Brickler if this Resolution 11 is approved.

Participating Director	Number of Existing Shares	Number of Shares to be issued	Total Shareholding	% of issued capital (on an expanded capital basis)
David Brickler	108,000	426,831	534,831	0.03%

The number of Shares on issue as at the date of this Notice of Meeting are 1,486,104,408 Shares.

- (e) Remuneration of Mr Brickler

The total remuneration due to Mr Brickler to be paid by way of the issue of shares is as follows:

	Salaried and Fees Outstanding	Superannuation	Value of options granted	Total



David Brickler	\$43,750	Nil	Nil	\$43,750
----------------	----------	-----	-----	----------

#### 10.4 Board recommendation

Mr Brickler does not wish to make a recommendation to Shareholders in respect of Resolution 11 because he has a material personal interest in the outcome of the Resolution 11.

The remaining Directors recommend approval of Revolution 11.

#### 11.0 Resolution 12 – Issue of Shares to Ms Holly Liu in lieu of services as a Non-Executive Director

##### 11.1 General

The 2019 annual general meeting approved the issue of 333,334 Shares to Ms Liu; However, the Shares have not been issued so the obligation to issue Shares remains outstanding. The 2019 notice of meeting informed Shareholders that non-executive directors of the Company agreed to forego cash emoluments for the 12-month period ending 31 December 2019 and to be issued Shares in lieu of the cash emoluments.

Further, Ms Liu agreed to the issue of Shares for emoluments due to her for the period 1 July 2019 to the date of her resignation on 30 September 2020.

The number of Shares due to be issued to Ms Liu for the above-mentioned period is 458,114.

With the lapse of time, the Corporation Act requires the Company to seek re-approval of Shareholders for the Shares to be issued to Ms Liu as at the 2019 annual general meeting. Accordingly, the issue of Shares to Ms Liu for the period 1 July 2019 to 30 September 2020 requires Shareholder approval under the Corporations Act.

##### 11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

##### 11.3 Details of issuing Shares to Ms Liu

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Ms Liu:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Ms Liu, or her nominee;
- (b) the number of Shares proposed to be issued is 791,448 at an average price of \$0.1358 per Share for the period 30 June 2018 to 30 September 2020, which would represent 0.06% of the expanded issued Share capital on an undiluted basis after the issuance of Shares with the total financial benefit being \$107,500;

(The share price used to determine the number of shares to be issued to Ms Liu reflects the average share price for the period 30 June 2018 to 30 September 2020 being the period Ms Liu received no remuneration as a director of the Company. The number of shares to be issued to Ms Liu was calculated on a quarterly basis by dividing the quarterly cash remuneration by the share price on the last day of the quarter.)

- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of \$0.1358 per Share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Ms Liu

As at the date of this Notice, Ms Liu holds 400,000 Shares in the Company and the following table sets out the hold of Ms Liu if this Resolution 12 is approved.

<b>Participating Director</b>	<b>Number of Existing Shares</b>	<b>Number of Shares to be issued</b>	<b>Total Shareholding</b>	<b>% of issued capital (on an expanded capital basis)</b>
Holly Liu	400,000	791,448	1,191,448	0.08%

The number of Shares on issue as at the date of this Notice of Meeting are 1,486,104,408 Shares.

(e) **Remuneration of Ms Liu**

The total remuneration due to Ms Liu to be paid by way of the issue of shares is as follows:

	<b>Salaried and Fees Outstanding</b>	<b>Superannuation</b>	<b>Value of options granted</b>	<b>Total</b>
Holly Liu	\$107,500	Nil	Nil	\$107,500

**11.4 Board recommendation**

Ms Liu does not wish to make a recommendation to Shareholders in respect of Resolution 12 because he has a material personal interest in the outcome of the Resolution 12.

The remaining Directors recommend approval of Revolution 12.

**12.0 Resolution 13 – Issue of Shares to Mr Christopher Whiteman in lieu of services as a Non-Executive Director**

**12.1 General**

The 2019 annual general meeting approved the issue of 333,334 Shares to Mr Whiteman; However, the Shares have not been issued so the obligation to issue the Shares remains outstanding. The 2019 notice of meeting informed Shareholders that non-executive directors of the Company agreed to forego cash emoluments for the 12-month period ending 31 December 2019 and to be issued Shares in lieu of the cash emoluments.

Further, Mr Whiteman agreed to the issue of Shares for emoluments due to him for the period 1 July 2018 to 31 December 2019.

The number of Shares due to Mr Whiteman for the above-mentioned period is 284,227.

With the lapse of time, the Corporations Act requires the Company to seek re-approval of Shareholders for the Shares to be issued to Mr Whiteman as at the 2019 annual general meeting. Accordingly, the issue of Shares to Mr Whiteman for the period 1 July 2019 to 31 December 2019 requires Shareholder approval under the Corporations Act.

**12.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2.

**12.3 Details of issuing Shares to Mr Whiteman**

In accordance with the requirements of section 219 of the Corporations Act, the following information is hereby provided to allow shareholders to assess the proposed issue of Shares to Mr Whiteman:

- (a) subject to Shareholder approval, the related party to whom the financial benefit will be given is Mr Whiteman, or his nominee;
- (b) the number of Shares proposed to be issued is 617,561 at \$0.1228 per Share, which would represent 0.04% of the expanded issued Share capital on an undiluted basis after the issuance of Shares with the total financial benefit being \$75,833;

(The share price used to determine the number of shares to be issued to Mr Whiteman reflects the average share price for the period 30 June 2018 to 31 December 2019 being the period Mr Whiteman received no remuneration as a director of the Company. The number of shares to be issued to Mr Whiteman was calculated on a quarterly basis by dividing the quarterly cash remuneration by the share price on the last day of the quarter. Mr Whiteman was appointed a director of the Company on 25 June 2018 and therefore, the date of his appointment impacts the average share price.)

- (c) the nature of the financial benefit to be given is the issuing of the Shares at an issue price of \$0.1228 per Share, being an issue price that is less than the prevailing market price (based on the price of Shares at the date of this Notice);
- (d) Securities held by Mr Whiteman

As at the date of this Notice, Mr Whiteman does not hold any Shares in the Company and the following table sets out the hold of Mr Whiteman if this Resolution 13 is approved.

<b>Participating Director</b>	<b>Number of Existing Shares</b>	<b>Number of Shares to be issued</b>	<b>Total Shareholding</b>	<b>% of issued capital (on an expanded capital basis)</b>
Christopher Whiteman	Nil	617,561	617,561	0.04%

The number of Shares on issue as at the date of this Notice of Meeting are 1,486,104,408 Shares.

- (ii) Remuneration of Mr Whiteman

The total remuneration due to Mr Whiteman to be paid by way of the issue of Shares is as follows:

	<b>Salaried and Fees Outstanding</b>	<b>Superannuation</b>	<b>Value of options granted</b>	<b>Total</b>
Christopher Whiteman	\$75,833	Nil	Nil	\$75,833

#### **12.4 Board recommendation**

Mr Whiteman does not wish to make a recommendation to Shareholders in respect of Resolution 13 because he has a material personal interest in the outcome of the Resolution 13.

The remaining Directors recommend approval of Revolution 13.

#### **13.0 Summation of equity interest of Mr Siu in the Company**

- 13.1 The following table sets out the existing equity interest Mr Siu holds either directly or indirectly through entities Mr Siu controls or is a shareholder if resolutions 6 and 10 are approved by Shareholders at this Meeting:

	<b>Number of Shares</b>
Shares held prior to this meeting of shareholders	70,537,111
Resolution 6	38,298,973
Resolution 10	7,585,197
Shares held after this meeting of shareholders	<u>116,421,281</u>
% of the total number of shares on issue	7.83%
Shares to be issued if all milestones for the conversion of Performance Rights into Shares are achieved	<u>89,364,270</u>
	<u>205,785,551</u>
% of the total number of shares on issue assuming no other issues of Shares prior to achievement of Performance Rights milestones	13.85%

## Glossary

In this Notice of Meeting and the Explanatory Statements, the following terms have the following meaning unless the context or subject matter otherwise requires:

**\$** means Australian dollars.

**ABL** means the Company's subsidiary Animoca Brands Limited.

**Approved Permitted Holder** means, in respect of an Eligible Person, a Permitted Holder of the Eligible Person, who the Company has approved in writing to acquire any Performance Rights.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

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

**Closely Related Party** of a member of the key management personnel has the meaning given to it under the Corporations Act s9.

**Company** means Animoca Brands Corporation Limited (ACN 122 921 813).

**Constitution** means the Company's constitution, dated 29 May 2017.

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

**Directors** means the current directors of the Company.

**Earn-out Consideration** has the meaning given under Section 9.1.

**Eligible Person** means:

- (a) any person who is an employee or partner of any Group Company; or
- (b) any other person determined by the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Group** means all the Group Companies.

**Group Company** means the Company or any Subsidiary which is controlled by the Company (within the meaning given in section 50AA of the Corporations Act) or any other company designated by the Board to be a Group Company for the purposes of these Rules.

**Invitation** means an invitation to apply for Performance Rights under the Plan.

**Key Management Personnel** has the meaning as defined under the Australian Accounting Standards Board, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Linked Employee** means, in respect of an Approved Permitted Holder, the Eligible Person in respect of which the Approved Permitted Holder is a Permitted Holder.

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

**Non-Executive Director** means a Director who is not an employee of the Company or of any related body corporate of the Company.

**Notice or Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Notice of Intention** means the notice received by the Company to remove Grant Thornton as auditor of the Company, a copy of which is included in Annexure 1 to this Notice.

**Notice of Nomination** means the notice received by the Company to nominate DFK as auditor of the Company, a copy of which is included in Annexure 2 to this Notice.

**Participant** means **each of the following:**

- (a) an Eligible Person to whom Performance Rights are issued, or who acquires a beneficial interest in any Performance Rights issued, in each case under the Plan; and
- (b) an Approved Permitted Holder to whom Performance Rights are issued, or who acquires a beneficial interest in Performance Rights, in each case under the Plan; and
- (c) each Linked Employee of an Approved Permitted Holder referred to in paragraph (b) of this definition.

**Performance Right** means a right to acquire a Share by issue, granted under schedule 1 on the Terms and Conditions of Grant.

**Plan** means the Animoca Performance Rights Plan.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Rules** means the Plan Rules.

**Sanrio** means Sanrio Digital Corporation.

**Section** means a section of the Explanatory Statement.

**Sellers** means TGHK, TGP and S2B.

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

**Share Sale and Purchase Agreement** means the Share Sale and Purchase Agreement dated 4 January 2021 between ABL, TGHK, TGP and S2B in relation to the purchase of all issued shares in Sanrio by ABL.

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

**Stock Exchange** means any recognised stock exchange or recognised securities market, including the Hong Kong Stock Exchange or NASDAQ.

**S2B** means S2B Holding Limited.

**TGHK** means Typhoon Games (Hong Kong) Limited.

**TGP** means Typhoon Games Partners Limited.

**Unsecured Loan Agreement** means the loan agreement between the Company and Mr Siu as described under Section 8.1.

**Upfront Consideration** has meaning given under Section 9.1.

**Vesting Conditions** means, in relation to a Performance Right, one or more conditions (including time or performance conditions) which must be satisfied before that Performance Right becomes vested in its holder.

**Annexure 1**  
**Notice of Intention to Remove Auditor**

25 November 2021

Mr JM Madden  
Company Secretary  
Animoca Brands Corporation Limited ("**Company**")  
211 McIlwraith Street  
Princes Hill Victoria 3054

Dear Sirs

We Yat Siu and Christopher Whiteman, being directors of the Company, hereby give this notice and request that the Company convene a general meeting after the service of this notice, to consider and, if thought fit, pass the resolution that Grant Thornton be removed as auditor of the Company, pursuant to section 329(1) of the *Corporations Act 2001* (Cth).

Yours faithfully



Yat Siu  
Executive Chairman & Managing Director



Christopher Whiteman  
Non-Executive Director

**Annexure 2**  
**Notice of Nomination of Auditor**

25 November 2021

Mr JM Madden  
Company Secretary  
Animoca Brands Corporation Limited (“**Company**”)  
211 McIlwraith Street  
Princes Hill Victoria 3054

Dear Sirs

We, Yat Siu and Christopher Whiteman, being directors of the Company hereby nominate DFK to act as auditor of the Company and, having consented to act as the auditor of the Company, to be appointed as the auditor of the Company at the general meeting of Shareholders in accordance with section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully



Yat Siu  
Executive Chairman and Managing Director



Christopher Whiteman  
Non-Executive Director



**Annexure 3**  
**Consent to Appointment as Auditor**

25 November 2021

The Directors  
Animoca Brands Corporation Limited ("**Company**")  
211 McIlwraith Street  
Princes Hill Victoria 3054

Dear Directors

In accordance with section 328A of the *Corporations Act 2001* (Cth) we hereby consent to our appointment as auditor of the Company. This consent will remain in force until we cancel in writing.

Yours faithfully



Simon Bragg  
Partner  
DFK Collins

## Annexure 4

### Summary of Performance Rights Plan

<b>Eligibility</b>	An employee or partner of the Group (including a director employed by the Company) or any other person determined by the Company.
<b>Performance Right</b>	A Performance Right entitles an Eligible Person a right to acquire one fully paid ordinary share, subject to satisfaction of the relevant performance conditions (if any).
<b>Participation</b>	Eligible Persons who accept an offer to participate by submitting a validly executed Invitation as a deed poll and returning the deed to the Company
<b>Performance Conditions</b>	The board of directors has discretion under the Rules to set performance conditions which will apply to a grant of Performance Rights with the relevant performance conditions varying between Eligible Persons.
<b>Grant price</b>	Although the board of directors has the discretion under the Rules to set a grant price, it is intended that the Performance Rights will be granted at no cost to the participating Eligible Persons.
<b>Lapse</b>	<p>An unvested Performance Right will lapse upon the earliest to occur:</p> <ul style="list-style-type: none"> <li>- 5 Years after the date on which the Performance Right was allocated to the Participant or any other date nominated as the expiry date in the Invitation;</li> <li>- the Board making a determination that the Vesting Conditions applicable to the Performance Right are not satisfied and not capable of being satisfied;</li> <li>- the Board makes a determination that the Performance Right lapse in accordance with the Plan Rules (as outlined in this summary); and</li> <li>- unless the Board determines otherwise, where a Participant ceases to be employed by a Group Company.</li> </ul>
<b>Restrictions attaching to Performance Rights</b>	<p>The board of directors may enable a Eligible Person to facilitate his or her participation by issuing Performance Rights to the Eligible Person or an Approved Permitted Holder of the of the Eligible Person.</p> <p>An Eligible Person may not sell, assign, transfer or otherwise deal with, or grant a Security Interest over a Performance Right granted.</p>
<b>Cessation of Employment</b>	Unless the board of directors determines otherwise, where a Participant ceases to be employed by a Group Company, then all of the Participant's unvested Performance Rights lapse on the date the Participants ceases to be employed by a Group Company.
<b>Change of control</b>	<p>In the event of a change in control event, the Plan allows the Board to determine the treatment of outstanding Performance Rights in its discretion.</p> <p>A change in control event includes:</p> <ul style="list-style-type: none"> <li>• the acquisition by any individual, entity or group (a "Person") of beneficial ownership of 50% or more of either (i) the then-outstanding ordinary shares of the Company on an as converted and fully diluted basis or (ii) the combined voting power of the then-outstanding voting securities of the Company entitled to vote generally;</li> <li>• consummation of a reorganisation, amalgamation, merger, statutory share exchange or consolidation or similar corporate transaction involving the Company;</li> <li>• sale or other disposition of all or substantially all of the assets of the Company; or</li> <li>• public offering of 15% or more of the securities of the Company on a recognised stock exchange.</li> </ul>

<b>Loan Available</b>	No loan is available to the Participants under the Plan.
<b>Power to adjust performance rights and/or options and the exercise price</b>	Prior to the allocation of shares to a Participant upon vesting of Performance Rights, the board of directors may make any adjustments it considers appropriate to the terms of Performance Rights granted to Participants in order to minimise or eliminate any material disadvantage to a Participant resulting from a corporate action or capital reconstruction.
<b>Administration of the Plan</b>	<p>The board of directors will administer the Plan in accordance with the Rules (and any further rules made by the board of directors for the operation of the Plan which are consistent with the Rules).</p> <p>The Board may from time to time suspend the operation of, or terminate, the Plan. The suspension or termination of the Plan will not prejudice the existing rights of participating Eligible Employees.</p>
<b>Amendment to the Plan</b>	<p>Subject to the Corporations Act, the Plan may be amended only pursuant to a written instrument executed by the Company and Participants holding the beneficial interests in at least 50% by number of all Performance Rights on issue.</p> <p>However, on relisting of the Company on a Stock Exchange, if the rules of the Stock Exchange prohibit any Plan Rule, the board of directors will have such authority to make amendment to comply with the rules of the Stock Exchange (based on professional advice received on the issue).</p>



Animoca Brands Corporation Limited | ABN 29 122 921 813

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **9.30am (ADST) on Monday, 20 December 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### PHONE:

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

**VIRTUAL AGM**
**VIRTUAL PARTICIPATION AT THE AGM:**

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](http://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 Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

**STEP 1: Appoint Your Proxy**
**COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Animoca Brands Corporation Limited, to be held virtually at **9.30am (ADST) on Wednesday, 22 December 2021** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman 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.

--	--	--	--

**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 Resolution(s) 5, 6, 7, 8, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolution(s) 5, 6, 7, 8, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**STEP 2: Your Voting Direction**

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain	
1.	Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		8.	Termination benefits approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<b>Special Resolution</b> Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		9.	Approval for payment of interest to Yat Siu for monies provided under Unsecured Loan Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-election of David Brickler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		10.	Approval of the acquisition of Sanrio Digital Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Re-election of Christopher Whiteman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		11.	Issue of Shares to David Brickler in lieu of services as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Adoption of Performance Right Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		12.	Issue of Shares to Holly Liu in lieu of services as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of issuance of Shares to Yat Siu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		13.	Issue of Shares to Christopher Whiteman in lieu of services as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Grant of Performance Rights to Yat Siu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3: Sign Here + Contact Details**
**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

--	--	--	--

Email Address:


Contact Daytime Telephone

--	--	--	--	--	--	--	--	--	--

Date (DD/MM/YY)

		/			/		
--	--	---	--	--	---	--	--

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