

Syft Technologies Limited

Notice of Annual Shareholder Meeting

Notice is hereby given that the Annual Shareholder Meeting of Syft Technologies Limited (**Company**) will be held in person at Syft's offices at 68 St Asaph St, Christchurch and online via the Zoom platform on Wednesday, 27 September 2023 commencing at 10.00am.

Shareholders attending and participating at the Annual Shareholder Meeting either in person or virtually via the Zoom platform will be able to vote and ask questions during the Annual Shareholder Meeting. More information regarding virtual attendance at the Annual Shareholder Meeting is available in the Virtual Meeting Guide.

1. Items of Business

GENERAL BUSINESS

1.1 **Welcome and Chairman's Introduction**

1.2 **CEO's Review**

1.3 **Annual Report:** To receive and consider the Company's annual report for the year ended 31 March 2023, including the financial statements and the auditors' report

1.4 **Resolutions:** To consider and, if thought fit, pass Resolutions 1 and 2 below

OTHER BUSINESS

1.5 To discuss any other matter that may properly be brought before the meeting

1.6 A demonstration of the Syft Tracer Pharm11, Syft's new solution for the pharmaceutical industry, will be available in person after the conclusion of the formal meeting.

2. Resolutions

GENERAL BUSINESS RESOLUTIONS

Resolutions 1 and 2 below are resolutions proposed by the Board in the ordinary course of the Company's business. The Board unanimously supports Resolutions 1 and 2.

2.1 **Auditor:**

Resolution 1: To consider and, if thought fit, pass the following resolution, as an ordinary resolution:

"That the continuation in office of PricewaterhouseCoopers as auditor of the Company be recorded and the directors be authorised to fix the auditor's fees and expenses for the period from 1 April 2023 to 31 March 2024".

2.2 **Re-election of Director:**

Resolution 2: To consider and, if thought fit, pass the following resolution, as an ordinary resolution:

"That Alan Monro, who retires by rotation and has offered himself for re-election, be re-elected as a Director of the Company".

3. Meeting

The Annual Shareholder Meeting will be held in person at Syft's offices at 68 St Asaph St, Christchurch and virtually through the Zoom Online Meeting Platform.

If you wish to attend the meeting in person, please bring your proxy form intact to the meeting. To attend the meeting online, you will need to register for the meeting by going to this link: https://us06web.zoom.us/webinar/register/WN_irLr0D05QU-8FZpPf_WzQ. Further information on how to register for the meeting can also be found in the Virtual Meeting Guide.

Any person who is registered as a shareholder of the Company at 5.00pm (New Zealand time) on Monday, 25 September 2023 is entitled to attend and vote at the Annual Shareholder Meeting or to appoint a proxy to attend and vote in their place.

By order of the Board of Directors

A handwritten signature in blue ink that reads 'Alan Monro'.

Alan Monro
Chairman

4. Important Information

Proxies

All shareholders are entitled to attend and vote at the Annual Shareholder Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice of Meeting is a proxy form. For the appointment of a proxy to be valid, the proxy form must be received by the Company's CFO, either by post to C/o CFO, Syft Technologies, 68 St Asaph Street, Christchurch 8011 or email to investor@syft.com at least 48 hours before the start of the meeting (that is by 10.00am (New Zealand time) on Monday, 25 September 2023).

Any shareholder of the Company entitled to attend and vote at the Annual Shareholder Meeting may appoint another person or persons as proxy to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If the proxy form is returned without direction as to how the proxy should vote on any resolution then the proxy may vote as he or she thinks fit on that resolution.

All joint holders of a share must sign the proxy form.

A shareholder that is a corporation may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Powers of Attorney

Any person representing a shareholder(s) by virtue of a power of attorney must deliver to the Company a copy of the power of attorney (unless already deposited with the Company) together with a signed certificate of non-revocation of the power of attorney at least 48 hours before the start of the meeting.

5. Explanatory Notes

These Explanatory Notes set out the details of the matter which is the subject of the resolution required to be approved by the shareholders of the Company under the constitution of the Company (the **Constitution**).

Ordinary Resolution

The resolutions set out in this notice of meeting (the **Resolutions**) are ordinary resolutions which require approval by a majority of the votes of those shareholders entitled to vote and voting on the Resolutions.

GENERAL BUSINESS RESOLUTIONS

Resolution 1 – Auditor's Reappointment: Under the Companies Act 1993, PricewaterhouseCoopers automatically continues in office as auditor of the Company. This Resolution authorises the board of directors to fix the fees and expenses of the auditor for the financial year commencing on 1 April 2023.

Resolution 2 – Director Retirement and Appointment: In accordance with clause 22.7.1 of the Constitution, at least one-third of the directors or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office at the annual meeting of the Company each year, but are eligible for re-election at that meeting. The directors to retire are those who have been the longest in office since they were last elected or deemed elected. There are currently six directors in office, so two need to retire. This Resolution addresses the retirement and offer of re-election of Alan Monro.

Al joined the Syft Technologies Board as Chairman in August 2019. His extensive governance and business experience includes 18 years at IBM and taking optical touch screen company NextWindow from start-up in 2002 to acquisition by NASDAQ-listed Smart Technologies in 2011. He works with expansion-stage technology companies as an advisor and/ or director helping them put strategies in place to grow globally. Al is also the



current Chair of eStar and the Tarras Cherry Corp and is a past Director of Callaghan Innovation and a past Trustee of the New Zealand Hi-Tech

Deshitha Edirisuriya will retire by rotation and will not be seeking re-election.

The Board unanimously supports the re-election of Alan.