

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Bailador Technology Investments Limited (**Company**) will be held at the offices of Hall Chadwick and Level 40, 2 Park Street, Sydney NSW 2000 at 11:00am (AEDT) on Thursday 17 October 2024 (**Meeting**).

This Notice is an important document and should be read in its entirety. The explanatory memorandum attached to this Notice (**Explanatory Memorandum**) provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are part of this Notice.

ITEMS OF BUSINESS

Ordinary Business

ITEM 1: Financial statements and reports

To receive and consider the annual financial report of the Company and the directors' and auditor's reports for the financial year ended 30 June 2024.

ITEM 2: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

To consider the remuneration report as it appears in the annual report for the Company (**Remuneration Report**) for the financial year ended 30 June 2024 and, if thought fit, pass the following resolution as an ordinary resolution:

"That, the Remuneration Report for the financial year ended 30 June 2024 is adopted."

Notes:

- (a) In accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), the vote on this ordinary resolution is advisory only and does not bind the directors or the Company.*
 - (b) A voting exclusion statement applies to this resolution (see Explanatory Memorandum for details).*
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ITEM 3: Election of directors**Resolution 2 – Re-election of Paul Wilson as director**

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

"That, Paul Wilson, who retires by rotation in accordance with clause 19.3 of the Company's constitution and ASX Listing Rule 14.4 and being eligible for re-election, be elected as a director of the Company."

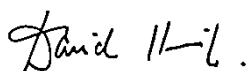
Note: Information about the candidate appears in the Explanatory Memorandum.

Resolution 3 – Re-election of Jolanta Masojada as director

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

"That, Jolanta Masojada, who retires by rotation in accordance with clause 19.3 of the Company's constitution and ASX Listing Rule 14.4 and being eligible for re-election, be elected as a director of the Company."

Note: Information about the candidate appears in the Explanatory Memorandum.

By order of the Board**David Kirk, Chairman**30 August 2024

NOTES**Questions**

In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to members during the Meeting to:

- (a) ask questions about or make comments on the management or performance of the Company, and on the Remuneration Report, and
- (b) ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

A member may also submit a written question to the Company's auditor, Hall Chadwick, in relation to the content of the auditor's report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2024. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Thursday 10 October 2024 in accordance with section 250PA(1) of the Corporations Act and can be lodged online at www.linkmarketservices.com.au or sent to

Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

The questions submitted will be immediately forwarded to Hall Chadwick who will answer these questions at the Meeting.

How to vote**Voting Entitlement**

Individual members who are registered shareholders of the Company as at 7:00pm (AEDT) on 15 October 2024 will be entitled to vote in person or by proxy. Body corporates may vote by appointing a corporate representative. Each registered shareholder has one vote on a show of hands or one vote for each fully paid share on a poll.

Proxies

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the Company, and can be a natural person over the age of 18 years or a body corporate. Completed and signed forms must be lodged at the registered office of the Company by no later than 11:00am (AEDT) on 15 October 2024 in the manner specified below in this notice.

A member entitled to cast two or more votes may appoint two proxies. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half the member's votes.

Subject to the specific proxy provisions applying to Item 2 (Adoption of Remuneration Report) as noted in the Explanatory Memorandum below:

- if a shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice, namely in favour of each of the proposed resolutions set out in this Notice.

How to appoint a proxy

To appoint a proxy, members will need to use the personalised Proxy Form enclosed with this Notice or submit a proxy appointment electronically by following the instructions below.

To be effective for the Meeting, the completed proxy form, and the power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy of that power or authority), must be received by the Company no later than 11.00am (AEDT) on 15 October 2024 in one of the following ways:

- by post to:
 - Bailador Technology Investments Limited
 - C/- Link Market Services Limited
 - Locked Bag A14,
 - Sydney South, NSW 1235;
- by facsimile to the Company's share registry on (02) 9287 0309;
- online at the Company's share registry's website www.linkmarketservices.com.au; or
- by hand delivery to:
 - Link Market Services Limited
 - Parramatta Square, Level 22, Tower 6
 - 10 Darcy Street, Parramatta, NSW 2150

Joint holders

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. The representative must bring to the Meeting a properly executed "*Certificate of Appointment of Corporate Representative*" or other document confirming its authority to act as the company's representative. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Shareholder enquiries

If you have any queries on how to cast your votes please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8:30am and 7:30pm (AEDT).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Meeting. Information relevant to the business to be conducted at the Meeting is provided in this Explanatory Memorandum and the document should be read in full.

ORDINARY BUSINESS

Item 1: Financial statements and reports

In accordance with the Corporations Act, the financial report, the directors' and auditor's report for the Company for the financial year ended 30 June 2024 will be put before the Meeting.

Members will have a reasonable opportunity at the Meeting to ask questions or make comments on these reports and on the business, operations and management of the Company.

There is no requirement for a formal resolution on this item.

The Company's auditor, Hall Chadwick, will be present and will be provided with a reasonable opportunity to answer written questions that have been submitted to the Company no later than Thursday 10 October 2024 (being the fifth business day before the Meeting) in accordance with section 250PA(1) of the Corporations Act.

Item 2: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

The Company's Remuneration Report for the financial year ended 30 June 2024, which is set out in Pages 37-39 of the annual report, has been submitted to members for consideration and adoption.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for its 'key management personnel' (as defined in section 9 of the Corporations Act) (**KMP**) including directors. A reasonable opportunity will be provided for members to ask questions about, or make comments on, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the board or the Company.

As a result of the Corporations Act provisions generally known as the 'two strikes rule', members should note that the result of the vote on this item may affect the conduct of next year's annual general meeting. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (constituting 'two strikes'), members will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') determining whether to hold a further meeting within 90 days to spill the board as required by section 250V(1) of the Corporations Act (a 'spill meeting'). If the spill resolution is approved, all of the directors (other than the managing director) must stand for re-election at the spill meeting.

Directors' Recommendation

The board recommends members vote in favour of Resolution 1.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any member of its KMP or a 'closely related party' of any such member (as defined in section 9 of the Corporations Act).

However, the Company need not disregard the vote if:

- (a) it is cast by a person referred to above (who is otherwise excluded from voting on Resolution 1) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting (**Chair**) as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair as your proxy, you can direct them how to vote on Resolution 1 or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business). The Chair intends to vote all undirected proxies in favour of Resolution 1.

Item 3: Election of directors

Clause 19.3 of the Company's constitution and ASX Listing Rule 14.5 requires an election of directors to take place each year. The directors to retire under clause 19.3 of the Company's constitution are those who have been in office the longest since being appointed (and if more than one, those directors by agreement or ballot between themselves).

The Board has determined Paul Wilson and Jolanta Masojada will retire from office under clause 19.3 of the constitution and stand for re-election.

Resolution 2 – Re-election of Paul Wilson as director

Resolution 2 relates to the re-election of Paul Wilson as a director of the Company. Mr Wilson was appointed to the Company's board on 4 August 2014.

Paul Wilson

- Executive Director*
- Paul (appointed 2014) has had extensive private equity investment experience as a previous Executive Director of CHAMP Private Equity in Sydney and New York, and with MetLife in London. Paul was also previously Executive Director at Illyria Pty Ltd, a media-focused investment group, and Director of Vita Group (ASX:VTG). He is currently Director of Rajasthan Royals (IPL cricket), and Director and Co-Founder of VRTUS fitness studios.
 - Paul is a Director of Bailador investee companies SiteMinder (ASX:SDR), Updoc, and Hapana.
 - Paul holds a Bachelor of Business from QUT, is a Fellow of the Financial Services Institute of Australasia, a Member of the Institute of Chartered Accountants Australia and New Zealand, and a Member of the Australian Institute of Company Directors (MAICD).
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- *Paul is a Director and shareholder of Bailador Investment Management Pty Ltd which holds a contract with Bailador Technology Investments Limited to act as Manager. Further details pertaining to this agreement can be found in Note 5 of the Bailador annual report.*
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The Chair intends to vote all undirected proxies in favour of the resolution.

Directors' Recommendation

The board (with Mr Wilson abstaining) recommends members vote in favour of this resolution.

Resolution 3 – Re-election of Jolanta Masojada as director

Resolution 3 relates to the re-election of Jolanta Masojada as a director of the Company. Ms Masojada was appointed to the Company's board on 5 September 2018.

Jolanta Masojada

Independent Non-executive Director

- *Jolanta (appointed 2018) is Principal of MasMarket Advisers, providing strategic investor relations and communications advice to listed companies.*
 - *Jolanta has more than 30 years' experience in financial markets and equity research in the media and technology sectors in Australia and the US. Jolanta was formerly Director Equity Research at Credit Suisse and Deutsche Bank, with previous roles at Macquarie Bank and Pierson Sal. Oppenheim in New York.*
 - *Jolanta is a Non-Executive Director of Cadence Opportunities Fund (ASX:CDO).*
 - *Jolanta is a graduate of the University of KwaZulu-Natal and Cambridge University. She is a Fellow of the Financial Services Institute of Australasia, a Graduate of the Australian Institute of Company Directors (GAICD), a Certified Investor Relations Officer (CIRO) of the Australasian Investor Relations Association (AIRA).*
 - *Jolanta is the Chair of Bailador's Nomination and Remuneration Committee.*
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The Chair intends to vote all undirected proxies in favour of the resolution.

Directors' Recommendation

The board (with Ms Masojada abstaining) recommends members vote in favour of this resolution.