



DIRECT VOTING REGULATIONS

Appen Limited (Company) ABN 27 120 964 098

1. Purpose

The Board has adopted these Regulations relating to direct voting at general or class meeting of the Company in accordance with clause 64.1 of the Company's Constitution.

The purpose of these Regulations is to facilitate shareholder engagement by permitting members to directly vote at meetings without attending those meetings in person or by proxy (which may not always be practicable).

2. Definitions

Except as otherwise specified, defined terms in these Regulations have the same meaning given to them in the Company's Constitution.

3. Voting by members

3.1 *Means of voting*

Votes by members on a resolution at a meeting may be given:

- (a) personally at the meeting;
- (b) by proxy, representative or attorney at the meeting; or
- (c) by a valid notice of their voting intention (**direct vote**) where the Directors have determined that members are entitled to vote by direct vote on that resolution at the meeting.

3.2 *One vote*

A member may only vote by one of the permitted methods in Regulation 3.1 in respect of a share.

If a member casts a direct vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

If, after a member casts a direct vote on a particular resolution, the Company receives an instrument under which a proxy, attorney or representative is appointed to act on behalf of the member in respect of that resolution or the meeting generally, the direct vote is automatically taken to have been withdrawn.

3.3 *Priority of votes*

If a member attempts to cast more than one vote on a particular resolution in respect of the same share, only the last document received by the returning officer is to be taken to have been cast, irrespective of whether the vote cast is by way of direct vote or proxy. Any earlier vote is automatically taken to have been withdrawn.

4. Direct votes

4.1 Direct Voting

A member may cast a direct vote under Regulation 3.1 either:

- (a) prior to the relevant meeting; or
- (b) during the relevant meeting by using electronic means as approved by the directors in accordance with clause 64.1 of the Company's Constitution.

Every member who is entitled to attend that meeting may cast a direct vote in respect of the resolutions upon which they are entitled to vote.

4.2 Direct voting instrument

If sent by post or fax, the direct vote must be signed by the member or, if the member is a corporation, either under seal or by a duly authorised officer, attorney or representative.

The signing instructions for members are as follows:

- (a) **Individual:** if the holding is in one name, the holder must sign.
- (b) **Joint holder:** if the holding is in more than one name, any one holder may sign.
- (c) **Companies:** if the company has a sole director who is also the sole company secretary, the direct vote must be signed by that person. If the company is a proprietary company and does not have a company secretary, and has only one director, the direct vote must be signed by that director. Otherwise the direct vote must be signed by a directly jointly with either another director or a company secretary.

If sent by electronic transmission the direct vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the Directors or specified in the notice of meeting.

If the voting form is lodged online, the member must follow any instructions for online lodgement to enable electronic authentication. This will include a method for identifying the member.

A direct vote includes any form of vote that the Directors may prescribe or accept, including by any electronic means.

4.3 Voting forms

The following rules will be applied by the Company when receiving voting forms:

- (a) if a single voting form contains instructions for both direct voting and appointment of a proxy, the member will be taken not to have appointed a proxy and the authority of any proxy will be revoked. The direct votes will be counted; and
- (b) if a single voting form is received and neither the direct voting box nor the appointment of proxy box is selected, the member will be taken to have appointed the person named in the form as proxy and if no person is named, the chairman of the meeting as proxy.

4.4 Joint holders

If more than one joint holder votes on a resolution, only the vote of the joint holder whose name appears first in the register of members is counted.

4.5 *Deposit of instrument*

The Directors may prescribe the acceptance time for receipt of a direct vote by the Company.

For a member to cast a direct vote prior to the relevant meeting, at least 48 hours before the time for holding the relevant meeting, an adjourned meeting or a poll at which a person proposes to vote, the Company must receive at its registered office, or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number at the Company's registered office or a facsimile number or electronic address or other electronic means as specified for that purpose in the notice of meeting:

- (a) notice of their voting intention, and
- (b) any authority or power under which the direct vote was signed or a certified copy of that power or authority.

For a member to cast a direct vote during the relevant meeting, an adjourned meeting or a poll at which a person proposes to vote, the Company must receive by the electronic means as specified for that purpose in the notice of meeting, notice of their voting intention in a form of vote that the Directors may prescribe, along with any other information and documentation that the Directors may prescribe from time to time.

4.6 *Form of the direct vote*

A notice of a voting intention is valid if it contains the following information:

- (a) the member's name or any applicable identifying notations such as the holder identification number or similar approved by the Directors or specified in the notice of meeting; and
- (b) the member's voting intention on any or all of the resolutions to be put before the meeting.

4.7 *Proportion or number of votes*

- (a) A member may include in the voting form the number of shares to be voted on any resolution by inserting the percentage or number of shares. Otherwise the instructions apply to all the shares held by the member.
- (b) If a member specifies a percentage or number of shares on the voting form in respect of a resolution, the member's direct vote in respect of that resolution will be counted both for and against the resolution on a show of hands.

4.8 *Validity*

A vote cast in accordance with a direct vote is valid even if before the commencement of the meeting to which the vote relates or during the meeting (as applicable), the member:

- (a) died;
- (b) became of unsound mind;
- (c) wished to change or withdraw their vote;
- (d) transfers the shares in respect of which the vote is given; or
- (e) revoked the appointment of the attorney who cast the direct vote on behalf of the member or the authority under which the appointment was made by a third party,

unless written notification of the relevant event is received at the Company's registered office or share registry before the meeting or adjourned meeting in respect of which the direct vote was cast.

4.9 *Chairman's decision*

A decision by the chairman of the meeting as to whether a direct vote is valid is conclusive.

A direct vote cast on a resolution that is amended is taken to be a direct vote on that resolution as amended, unless the chairman of the meeting determines that this is not appropriate.

4.10 *Attendance by member who has cast a direct vote before the meeting*

A person who has cast a direct vote before the meeting is entitled to attend the meeting and/or participate in the meeting using the Company's online platform. The member's attendance cancels the direct vote, unless the member instructs the Company or the Company's share registry otherwise. Any direct vote made by a member during the meeting using the Company's online platform cancels any direct vote made by the member before the meeting.

5. Counting of direct votes

5.1 *Count*

If a direct vote is cast in respect of a resolution, the chairman of the meeting must:

- (a) on a vote by show of hands relating to that resolution, count each member who has submitted a direct vote for or against the resolution in accordance with their direct vote; and
- (b) on a poll relating to that resolution, count the number of votes cast by each member who has submitted a direct vote.

5.2 *Direct votes abstained*

Direct votes abstained will not be counted in computing the required majority on a poll.

5.3 *Certificate of direct votes cast*

The chairman of a meeting must ensure that a certificate signed by the returning officer of direct votes cast is available at the meeting ahead of any vote being taken.

6. Disclosure of direct votes

6.1 *At the meeting*

Before the vote is taken at the meeting, the chairman of the meeting may inform the meeting whether any direct votes have been received and how the direct votes are to be cast. The procedure adopted will be the same as for the identification of proxy votes; and

6.2 *After the meeting - results*

The number of direct votes received for and against each resolution must be included in the minutes of the meeting and should be notified to ASX.

This should be combined with the lodgement of information in relation to proxy votes required under section 251AA(2) of the Corporations Act.