



**STRUCTURAL
MONITORING
SYSTEMS** plc

ABN 86 106 307 322

Need assistance?



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SMN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Structural Monitoring Systems Plc Annual General Meeting

The Structural Monitoring Systems Plc Annual General Meeting will be held on Tuesday, 23 December 2025 at 9:00am (AWST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00am (AWST) Sunday, 21 December 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 17, 221 St Georges Terrace, Perth, Western Australia 6000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**STRUCTURAL
MONITORING
SYSTEMS** plc

(Registered in England with Company No. 4834265;
registered as a foreign company in Australia under ARBN 106 307 322)

NOTICE OF ANNUAL GENERAL MEETING
and
EXPLANATORY STATEMENT
and
PROXY FORM

DATE AND TIME OF MEETING:
Tuesday, 23 December 2025 at 9:00am (AWST)

VENUE:
Level 17, 221 St Georges Terrace, Perth, Western Australia 6000

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

These documents should be read in their entirety. If you are in any doubt as to what action you should take, you are recommended to seek your own advice from your accountant, solicitor or other duly authorised professional adviser.

If you have sold or transferred all of your CDIs in Structural Monitoring Systems plc, please send this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that an Annual General Meeting ("**Meeting**") of members of Structural Monitoring Systems Plc ("the **Company**") will be held at Level 17, 221 St Georges Terrace, Perth, Western Australia 6000, on Tuesday, 23 December 2025 at 9:00am (AWST).

To vote by proxy, please complete and sign the enclosed proxy form and return in accordance with the instructions on that form so that it is received by no later than Sunday, 21 December 2025 at 9:00am (AWST), whether or not you propose to be present at the Meeting.

CDI Holders Attendance, Voting and Proxy Appointment

CDIs, representing beneficial interests in the Shares, have been issued to allow trading on the electronic transfer and settlement system operated by the ASX. Legal title is held by our CDI depository, CHESS Depository Nominees Pty Ltd (**CLDN**). A CDI holder is not a Shareholder and is not entitled to vote at the Annual General Meeting unless a proxy is appointed.

Each CDI holder has the right to direct CHESS Depository Nominees Pty Ltd (**CDN**), the legal holder of the Shares to which the CDIs relate, how to vote the underlying Shares in respect of their CDIs regarding the business of the Annual General Meeting. A CDI holder may also attend the Annual General Meeting, however, because CDI holders are not Shareholders, they cannot vote the shares underlying the CDIs at the Annual General Meeting.

If you are a CDI holder and you wish to direct or instruct CDN in the manner contemplated above, please read, complete and sign the enclosed CDI Voting Instruction Form and return by one of the methods and by the deadline set out on the CDI Voting Instruction Form. CDI Voting Instruction Forms received later than the specified time will be invalid.

A G E N D A

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report. Copies of the Financial Report, Directors' Report and Auditor's Report are available on the Company's website (<https://structuralmonitoring.systems/>).

Resolution 1 RE-APPOINTMENT OF AUDITORS

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

"That Gerald Edelman LLP, having previously consented in writing to act in the capacity of auditor, be re-appointed as auditor of the Company from the conclusion of this Meeting until the conclusion of the next "accounts meeting" of the Company pursuant to section 489(4)(a) of the UK Companies Act. The Directors are hereby authorised to fix the remuneration of the Company's auditors."

Resolution 2 RE-APPOINTMENT OF DIRECTOR – SAM WRIGHT

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

"That Sam Wright who retires in accordance with Article 25.2 of the Articles of Association and ASX Listing Rule 14.4, and, being eligible, offers himself for re-appointment, be re-appointed as a director of the Company".

Resolution 3 RE-APPOINTMENT OF DIRECTOR – ANTHONY FAILLACE

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

"That Anthony Faillace who retires in accordance with Article 20.2 of the Articles of Association and ASX Listing Rule 14.4, and, being eligible, offers himself for re-appointment, be re-appointed as a director of the Company".

Resolution 4 RATIFICATION OF CDIS AND PLACEMENT OPTIONS ISSUED UNDER PLACEMENT

To consider, and if thought fit, to pass, with or without amendment (to the extent permitted by English law), the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the previous issue of 2,571,418 CDIs and 1,928,564 Placement Options issued on 17 January 2025 under the Placement on the terms and conditions set out in the Explanatory Statement."

The Company will disregard any votes cast in favour of the resolution by or on behalf of the Placement Participant, any person who participated in the issue of the securities, or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 APPROVAL FOR ADOPTION OF EMPLOYEE SHARE SCHEME 2025

To consider, and if thought fit, to pass, with or without amendment (to the extent permitted by English Law) the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.2 Exception 13 and all other purposes, approval is given for the Company to adopt a new Company employee share scheme, which replaces the Company's current plan, on the terms and conditions set out in the Explanatory Statement."

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is eligible to participate in the ESS 2025 or an associate or that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 DIRECTORS' GENERAL AUTHORITY TO ALLOT SHARES UNDER UK COMPANIES ACT

To consider, and if thought fit, to pass, with or without amendment (to the extent permitted by English law), the following resolution as an ordinary resolution:

“That, in addition to any power granted under all other existing authorities to allot Equity Securities which remain in full force and effect, the Directors be generally and unconditionally authorised for the purposes of section 551 of the UK Companies Act to exercise all the powers of the Company to allot Shares in the Company or to grant rights to subscribe for or to convert any security into Shares in the Company, up to a maximum aggregate nominal amount of £20,000 (in addition to the issued share capital at the date of this resolution), provided that:

- (i) the authority granted under this resolution shall expire five years after the passing of this resolution; and*
- (ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require Shares to be allotted or rights to subscribe for or to convert any security into Shares to be granted after such expiry and the Directors may allot such Shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.*

This authority shall apply in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the UK Companies Act or section 551 of the UK Companies Act (but without prejudice to the validity of any allotment pursuant to such previous authority).”

Board recommendation:

The Board abstains from making any recommendation in relation to this Resolution.

SPECIAL BUSINESS

Resolution 7 ADDITIONAL PLACEMENT CAPACITY

To consider, and if thought fit, to pass, with or without amendment (to the extent permitted by English Law) the following resolution as a special resolution:

“That for the purposes of ASX Listing Rule 7.1A, the directors are authorised to issue new CDIs, totalling up to 10% of the issued capital of the Company at the time of issue, calculated over the period prescribed under ASX Listing Rule 7.1A.2, and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate or that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 GENERAL DISAPPLICATION OF PRE-EMPTION RIGHTS UNDER UK COMPANIES ACT

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted by English law), the following resolution as a special resolution:

“That, subject to the passing of Resolution 6 above, the Directors be generally empowered pursuant to section 570 of the UK Companies Act to allot equity securities wholly for cash pursuant to the authority conferred by Resolution 6 as if section 561 of the UK Companies Act did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this Resolution as in section 560 of the UK Companies Act).”

BY ORDER OF THE BOARD



Sam Wright
Director & Company Secretary
Dated: 26 November 2025

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with certain information known to the Company that the Company deems to be material to Shareholders in deciding whether or not to approve the proposed Resolutions.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Certain capitalised terms in this Explanatory Statement are defined in the glossary.

1. RECEIPT OF FINANCIAL REPORT, DIRECTORS' REPORT & AUDITOR'S REPORT

The Financial Report of the Company for the year ended 30 June 2025 together with the Directors' Report in relation to that financial year and the Auditor's Report on the financial report will be received at the Annual General Meeting. Copies of the Financial Report, Directors' Report and Auditor's Report are available on the Company's website (<https://structuralmonitoring.systems/>).

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

2. Resolution 1: RE-APPOINTMENT OF AUDITORS

Resolution 1 seeks Shareholder approval for the re-appointment of Gerald Edelman LLP as the Company's auditors and for the Directors to fix their remuneration.

The UK Companies Act provides that shareholders may appoint auditors of public companies by ordinary resolution at the general meeting of the company at which the company's annual accounts are laid (usually the annual general meeting) defined as the "accounts meeting" (section 489(4)(a) UK Companies Act). Resolution 1, therefore, proposes the re-appointment of Gerald Edelman LLP as the Company's auditors until the conclusion of the next "accounts meeting" of the Company.

In accordance with section 492 of the UK Companies Act, the remuneration of the auditors appointed by a company in general meeting is to be fixed by the company in general meeting or in a manner that the company in general meeting determines. Resolution 1 authorises the Directors to fix the remuneration of the auditors in accordance with this requirement.

Board recommendation

The Board unanimously recommends Shareholders vote in favour of this Resolution.

3. Resolution 2: RE-APPOINTMENT OF DIRECTOR – SAM WRIGHT

Resolution 2 seeks approval for the re-appointment of Mr Sam Wright as a Non-Executive Director.

Article 25.2 of the Articles of Association provides that at each annual general meeting of the Company one-third of the Directors (other than those retiring as Directors appointed by the Board in accordance with Article 20.2) or, if their number is not three or a multiple of three, then such number as is nearest to but not exceeding 33.3% shall retire from office. Article 25.3 of the Articles of Association provides that any Directors to so retire shall be the Directors who have been longest in office since their last election. ASX Listing Rule 14.4 provides that a director of an entity (other than a managing director) 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.

Mr Wright was appointed a Director at the 2022 annual general meeting held on 15 November 2022. Mr Wright will retire from office at the Meeting in accordance with the above requirements and submits himself for re-appointment as a Director.

Mr Wright is a seasoned corporate advisor with over 20 years of experience in corporate governance, corporate finance, and the administration of ASX-listed companies. He is a member of the Australian Institute of Company Directors, the Financial Services Institute of Australasia, and the Governance Institute of Australia.

Mr Wright is the Managing Director of Western Australian-based corporate advisory firm, Straight Lines Consultancy, specialising in the provision of corporate services to public companies. Throughout his career, Sam has held director and company secretary roles across Australia, North America, and the United Kingdom. He has deep expertise in public company operations, including ASX and ASIC compliance, corporate governance, statutory financial reporting, IPOs, M&A transactions, and stakeholder engagement with both retail and institutional investors.

Mr Wright is currently a director of ASX-listed companies Great Dirt Resources Ltd, Reach Resources Ltd, and Structural Monitoring Systems Plc, as well as First Growth Funds Ltd, which is listed on the Canadian Securities Exchange.. He also serves as Company Secretary for Resolute Mining Ltd, a company dual listed on the ASX and London Stock Exchange, and Buxton Resources Ltd, dual listed on the ASX and Börse Frankfurt.

Board recommendation

The Board (other than Mr Wright, who abstains) unanimously recommends Shareholders vote in favour of this Resolution.

4. Resolution 3: RE-APPOINTMENT OF DIRECTOR – ANTHONY FAILLACE

Resolution 3 seeks approval for the re-appointment of Mr Anthony Faillace as a non-executive Director.

Article 20.2 of the Articles of Association and ASX Listing Rule 14.4, provides that the Board may from time to time and at any time appoint any other person to be a Director either to fill a causal vacancy or by way of addition to the Board. A Director so appointed shall hold office only until the Annual General Meeting following next after his appointment, when he shall retire, but shall then be eligible for re-election.

Mr Anthony Faillace, a Non-Executive Director was appointed by the Board as an additional director on 14 August 2025. He will automatically retire from office at this Annual General Meeting of the Company in accordance with Article 20.2 of the Articles of Association and ASX Listing Rule 14.4, and offers himself for re-election. Mr Faillace retires in accordance with these provisions, and being eligible, offers himself for re-election as a Director.

Mr Faillace is the founder and Chief Investment Officer of Drake Management LLC, a New York-based multi strategy investment firm with significant experience in global markets. He was previously a Managing Director and Senior Portfolio Manager at BlackRock Inc., a leading global investment management firm. Prior to joining BlackRock, Mr Faillace spent five years at Pacific Investment Management Company (PIMCO), where he led the firm's discussions on international and emerging markets at the annual secular forum strategy sessions.

Mr Faillace holds a Bachelor of Science from the University of Texas at Austin and a Master of Business Administration from the Kellogg School of Management, Northwestern University and is Chair of the Carnegie Council for Ethics in International Affairs.

Mr Faillace has not held directorships of any other ASX listed companies in the last 3 years.

Board recommendation

The Board (other than Mr Faillace, who abstains) unanimously recommends Shareholders vote in favour of this Resolution.

5. **Resolution 4: RATIFICATION OF CDIS AND PLACEMENT OPTIONS ISSUED UNDER PLACEMENT**

5.1 **General**

The Company conducted a placement of 2,571,418 CDIs at an issue price of \$0.52 per CDI to Drake Private Investments LLC (**Placement Participant**), a long term institutional CDI Holder on 17 January 2025 to raise up to \$1.337 million (before costs) (**Placement**). This Placement was conducted in furtherance of the private placement and security purchase plan completed by the Company in December 2024.

As part of the Placement, the Placement Participant was entitled to apply for free attaching Options exercisable at \$0.78 per CDI and expiring on 30 November 2027 (**Placement Options**), on a basis of 3 Placement Options for every 4 CDIs issued under the Placement. Accordingly, the Company issued 1,928,564 Placement Options on 10 December 2024 to the Placement Participant.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12-month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12-month period, without security holder approval.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1 if security holders subsequently approve it and the issue did not breach Listing Rule 7.1.

Shareholder ratification of the prior issue of CDIs and Placement Options under the Placement is now being sought for the purposes of ASX Listing Rule 7.4.

5.2 **Technical information required by ASX Listing Rules 7.4 and 14.1A**

For the purposes of ASX Listing Rules 7.4 and 14.1A the following is disclosed:

If Resolution 4 is passed, 2,571,418 CDIs and 1,928,564 Placement Options issued by the Company will be excluded in calculating the Company's placement capacity in accordance with the ASX Listing Rules, thereby increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue of those Equity Securities.

If Resolution 4 is not passed, 2,571,418 CDIs and 1,928,564 Placement Options issued by the Company will be included in the Company's placement capacity in accordance with the ASX Listing Rules, thereby reducing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue of those Equity Securities. The Directors believe that it is in the best interests of the Company that the Company maintains its ability to issue up to 15% of the issued capital of the Company.

The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if this approval is not obtained at the Meeting, the Company may be required to incur additional costs and delays if the Directors subsequently propose to issue securities which do not fall under an exception in ASX Listing Rule 7.2 to the 15% rule in Listing Rule 7.1 and/or the Company does not have any remaining capacity under its 15% placement capacity.

5.3 Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided to the Shareholders:

Recipient	Drake Private Investments LLC
Number and class of securities issued	2,571,418 CDIs 1,928,564 Options
Summary of material terms	2,571,418 CDIs issued at \$0.52 per CDI 1,928,564 Options exercisable at \$0.78 and expiring on 30 November 2027. Please refer to Schedule 1 for a summary of the material terms of the Placement Options.
Issue date	17 January 2025
Issue price	CDI issued at \$0.52 per CDI. Placement Options are free attaching Options with nil consideration.
Use of funds raised	Funds raised were applied towards (i) continued product development and manufacturing capacity expansion for opportunities in avionics, including digital audio, radio, and loudspeaker, (ii) expanded product development and business development capacity in comparative vacuum monitoring technology, and (iii) general working capital.
Voting exclusion statement	A voting exclusion statement is included in this Notice in respect of this Resolution.

5.4 Recommendation

The Board unanimously recommend that Shareholders vote in favour of this Resolution.

6. Resolution 5: APPROVAL FOR ADOPTION OF EMPLOYEE SHARE SCHEME 2025

6.1 General

The Company's current employee incentive plan was last updated and approved by Shareholders at its annual general meeting held on 8 December 2023 (**EIP 2023**).

Resolution 5 seeks Shareholders' approval for the adoption and approval of an updated employee share scheme (**ESS 2025**), which is more comprehensive and more in line with market standards. The Board considers this updated plan to be appropriate so that the Company can be more competitive in its remuneration structure and attract and retain talent.

6.2 ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid Ordinary Securities it had on issue at the start of that period.

ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue the shareholders approved the issue of securities under the scheme. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

6.3 Disclosures required for ASX Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue securities under the ESS 2025 to eligible participants over a period of 3 years from the date of this Meeting. The issue of any securities to eligible participants under the ESS 2025 (up to the maximum number of securities stated in the Section below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the ESS 2025 to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of those securities.

6.4 Technical information required by ASX Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 5:

- (a) A summary of the key terms and conditions of the ESS 2025 is set out in Schedule 2.
- (b) Since the approval of the previous EIP 2023, the Company has issued 853,845 securities under the EIP 2023.
- (c) The maximum number of securities proposed to be issued under the ESS 2025 in reliance on ASX Listing Rule 7.2 (Exception 13(b)), is 10,000,000, being 6.47% of the total issued CDIs of the Company. It is not envisaged that the maximum number of securities for which approval is sought will be immediately issued. Further, if any securities issued under the ESS 2025 lapse or are cancelled (for example due to failure to achieve vesting conditions or cessation of employment) the Company may also issue new securities under the ESS 2025 up to the maximum number of securities lapsed or cancelled.
- (d) A voting exclusion statement applies to this Resolution. Please refer to Resolution 5 in the Notice.

6.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

7. Resolution 6: DIRECTORS' AUTHORITY TO ALLOT SHARES UNDER UK COMPANIES ACT

Sections 549 and 551 of the UK Companies Act provide that directors of a company must (unless exceptions apply) be authorised to exercise generally the power to allot shares in the company or grant rights to subscribe for or to convert any security into shares in a company. Such authorisation allows directors to allot a stated maximum number of shares and may continue for a period not exceeding 5 years from the date on which the authorisation is granted.

Such authorisation permits the Board to make decisions in a timely manner and allows the Company to efficiently participate in necessary capital raising exercises for its strategic acquisition and working capital requirements.

The Company had last sought approval at the annual general meeting held on 8 December 2023 for such authorisation. In order to facilitate any future capital raisings, Resolution 6 seeks to grant authority to the Directors under section 551 of the UK Companies Act to allot up to £20,000 in nominal Share value (equivalent to 40,000,000 Shares or approximately 26% of the total issued ordinary share capital of the Company as at the date of this Notice) for the maximum period allowed under the UK Companies

Act of 5 years. This takes into account the Company's existing 15% placement capacity under ASX Listing Rule 7.1, along with the Company's plan to issue securities pursuant to the ESS 2025 (under Resolution 5) and the Company's additional 10% Placement Facility (under Resolution 7).

Shareholders should note that an authority given under section 551 of the UK Companies Act to allot the maximum number of Shares stated in the Resolution does not affect or impinge upon the restrictions under the ASX Listing Rules whilst the Company is listed. As such, any exercise of authority granted under this Resolution will still be subject to the ASX Listing Rules (such as placement capacity under ASX Listing Rule 7.1).

However, Shareholders should also be aware that without any authority under section 551 of the UK Companies Act (and the corresponding waiver of pre-emptive rights under Resolution 8), the Directors will be restricted by the UK Companies Act from undertaking equity fundraising activities in the ordinary course irrespective of whether or not it has the necessary approvals or placement capacity under the ASX Listing Rules.

7.1 Board recommendation

The Board unanimously recommends Shareholders vote in favour of this Resolution.

8. Resolution 7: ADDITIONAL PLACEMENT CAPACITY

8.1 ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its security holders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% ("**10% Placement Facility**").

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. As at 27 October 2025, the Company was not included in the S&P/ASX 300 Index and the Company's market capitalisation was approximately \$57.12 million. As such, the Company is an eligible entity for these purposes.

Resolution 7 seeks Shareholder approval by way of a special resolution for the Company to have the 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting in favour of the Resolution.

8.2 Disclosures provided for ASX Listing Rule 14.1A

For the purposes of ASX Listing Rule 14.1A, the following is disclosed:

- (a) If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.
- (b) If Resolution 7 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

8.3 Securities issued under the 10% Placement Facility

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The only quoted Equity Securities that the Company has on issue are its CDIs. Therefore, any Equity Securities issued under the 10% Placement Facility must be CDIs.

The number of Equity Securities which may be issued by a company under ASX Listing Rule 7.1A is calculated in accordance with the following formula:

$$(A \times D) - E$$

where

A is the number of fully paid Ordinary Securities on issue at the commencement of the relevant period:

- plus the number of fully paid Ordinary Securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid Ordinary Securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of fully paid Ordinary Securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of any other fully paid Ordinary Securities issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of partly paid Ordinary Securities that became fully paid in the relevant period;
- less the number of fully paid Ordinary Securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by the holders of the Company's Ordinary Securities under ASX Listing Rule 7.4.

Relevant Period is the 12 month period immediately preceding the date of the issue or agreement.

The Directors are seeking approval to issue a number of Equity Securities representing 10% of the issued share capital of the Company pursuant to ASX Listing Rule 7.1A.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any shares.

8.4 Technical information required by ASX Listing Rule 7.3A

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3A:

(a) Period for which the 7.1A approval is valid

If Shareholder approval is granted for Resolution 7, then that approval will cease to be valid on the earlier of:

- i. the date that is 12 months from the date of the Meeting; or
- ii. the time and date of the Company's next annual general meeting; or
- iii. the time and date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

(b) Minimum price

The Equity Securities must be issued at an issue price that is no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date of which the price at which the Equity Securities are to be issued is agreed; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

(c) Use of funds

The primary purpose for which CDIs may be issued pursuant to Resolution 7 is to pursue possible further investment opportunities which may arise, for working capital to utilise within the group for operations and project development and expansion.

(d) Risk of Economic and Voting Dilution

Provided that Shareholder approval is granted for Resolution 7, Shareholders should note there is a risk that:

- i. the market price of Equity Securities may be significantly lower on the issue date than on the date on which approval is given to this Resolution 7 under ASX Listing Rule 7.1A; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below is provided to illustrate the potential voting and economic dilution of existing Shareholders on the basis of the current market price of shares and the current number of shares for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 27 October 2025.

Variable “A” in ASX Listing Rule 7.1A.2		Dilution		
		\$0.185 50% decrease in Issue Price	\$0.370 Issue Price	\$0.740 100% increase in Issue Price
Current Variable A 155,943,745 CDIs	10% dilution	15,594,375	15,247,648	15,247,648
	Funds raised	\$2,884,959.28	\$5,769,918.57	\$11,539,837.13
50% increase in current Variable A 233,915,618 CDIs	10% dilution	23,391,562	23,391,562	23,391,562
	Funds raised	\$4,327,438.92	\$8,654,877.85	\$17,309,755.70
100% increase in current Variable A 311,887,490 CDIs	10% dilution	31,188,749	31,188,749	31,188,749
	Funds raised	\$5,769,918.57	\$11,539,837.13	\$23,079,674.26

The table is prepared on the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under ASX Listing Rule 7.1A;
- (ii) the table shows only the effect of share issues under ASX Listing Rule 7.1A and does not factor in the Company’s ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1; and
- (iii) The issue price is \$0.370 (based on the closing price on 27 October 2025).

The table shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

(e) *Allocation policy*

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility under ASX Listing Rule 7.1A. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company, including rights issue or other issues in which existing Shareholders can participate;

- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation of the Company;
- iv. advice from corporate, financial and broking advisors; and
- v. the potential benefits an allottee could provide to the Company as a strategic investor (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous issues in the last 12 months under the 10% Placement Facility

During the last 12 months the Company has not issued any Equity Securities under the 10% Placement Facility.

(g) Voting exclusion

As at the date of the Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholder to participate in the issue of the Equity Securities utilising this 10% Placement Facility following the 2024 Annual General Meeting. Therefore, no existing Shareholder's votes will be excluded under the voting for this Resolution at the Meeting.

8.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

9. Resolution 8: DISAPPLICATION OF PRE-EMPTION RIGHTS UNDER UK COMPANIES ACT

9.1 General

If the Directors wish to allot new Shares or grant rights over Shares for cash (other than in certain circumstances such as pursuant to an employee share scheme or allotment of bonus shares), the UK Companies Act requires that these Shares are first offered to existing Shareholders in proportion to their existing holdings.

There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Shares without a pre-emptive offer to existing Shareholders. This cannot be done unless the Shareholders have first waived their pre-emption rights.

This Resolution 8 asks the Shareholders to do this and, apart from rights issues conducted under the UK Companies Act (which, the Company as an ASX listed company is unlikely to do) or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum number of 40,000,000 Shares (being the maximum number approved under the allotment authority in Resolution 6), which is equivalent to approximately 26% of the Company's issued Share capital as at the date of this Notice.

If given, the waiver authority contained in this Resolution 8 will expire at the same time as the general allotment authority (if approved) in Resolution 6, being at the end of the maximum period allowed under the UK Companies Act of 5 years.

9.2 Interdependency

Shareholders should note that Resolution 8 is dependent on the passing of Resolution 6. Therefore, the failure of Resolution 6 to be passed will result in Resolution 8 deemed to not have been passed.

9.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

GLOSSARY

In this Notice of Meeting and Explanatory Statement the following expressions have the following meanings:

“AWST”	means Australian Western Standard Time.
“Articles of Association” or “Articles”	means the Company's articles of association, as amended from time to time.
“ASX”	means ASX Limited (ACN 008 624 691).
“ASX Listing Rules”	means the official Listing Rules of ASX, as amended from time to time.
“Auditor’s Report”	means the report on the Financial Report prepared by the Company’s auditor.
“Board”	means the Board of Directors of the Company.
“CDI”	means CHESS Depository Interests.
“CDI Holder”	means a holder of one or more CDIs.
“CDI Voting Instruction Form”	means the CDI voting instruction form accompanying this Notice.
“CDN”	means CHESS Depository Nominees Pty Ltd.
“Company”	means Structural Monitoring Systems Plc, registered in England and Wales with Company Number 4834265 (ARBN: 106 307 322).
“Corporations Act”	means the <i>Corporations Act 2001</i> (Cth).
“Director”	means a director of the Company.
“Directors’ Report”	means the Directors’ report in relation to the financial year ended 30 June 2025.
“EIP 2023”	has the meaning given to that term in Section 6.1 of this Explanatory Statement.
“ESS 2025”	has the meaning given to that term in Section 6.1 of this Explanatory Statement.
“Equity Securities”	has the meaning given to that term in the ASX Listing Rules.
“Explanatory Statement”	means the explanatory statement accompanying this Notice.
“Financial Report”	means the annual financial report of the Company for the financial year ended 30 June 2025.
“Meeting” or “Annual General Meeting”	means the Annual General Meeting of the Company to be held on 23 December 2025.
“Notice of Meeting” or “Notice”	means the notice convening the Meeting, which accompanies this Explanatory Statement.
“Option”	means an option to acquire one CDI.

“Option Holder”	means a holder of one or more Options.
“Ordinary Securities”	has the meaning given to that term in the ASX Listing Rules.
“Placement”	has the meaning given to that term in Section 5.1 of this Explanatory Statement.
“Placement Options”	has the meaning given to that term in Section 5.1 of this Explanatory Statement.
“Placement Participant”	has the meaning given to that term in Section 5.1 of this Explanatory Statement.
“Resolutions”	means the proposed resolutions set out in the Notice of Meeting.
“Schedule”	means a schedule to this Explanatory Statement.
“Section”	means a section of the Explanatory Statement.
“Share”	means a fully paid ordinary share of £0.0005 each in the capital of the Company and, where the context requires, means a CHESSE depository interest.
“Shareholder”	the registered holder of one or more Shares.
“S&P/ASX 300 Index”	means the index that measures the performance of the largest 300 companies listed on the ASX.
“UK Companies Act”	means the <i>UK Companies Act 2006</i> .
“VWAP”	means volume weighted average price.
“10% Placement Facility”	has the meaning given to that term in Section 8.1.
“\$” or “A\$”	means Australian dollars.
“£”	means British pounds.

Schedule 1 TERMS AND CONDITIONS OF OPTIONS

The terms of the Options issued under the Placement are:

(a) **Entitlement**

Each Option gives the Option Holder the right to subscribe for one (1) CDI by paying the Exercise Price before the Expiry Date in accordance with terms and conditions set out in this Schedule.

(b) **Exercise Price**

The amount payable upon exercise of each Option is \$0.78 (**Exercise Price**).

(c) **Expiry Date**

The Options will expire on 30 November 2027 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time from the issue date up to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **CDIs issued on exercise**

CDIs issued on the exercise of the Options will rank equally with all existing CDIs on issue, as at the exercise date, and will be subject to the provisions of the Articles of Association of the Company and any escrow restrictions imposed on them by the ASX.

(h) **Quotation**

The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all CDIs issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to CDI Holders during the currency of the Options without exercising the Options.

(j) **Participation in a Reorganisation of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

Schedule 2 TERMS OF EMPLOYEE SHARE SCHEME 2025

Eligible Participant	<p>An Eligible Participant is:</p> <p>(a) where an Offer is made under Division 1A of Part 7.12, a:</p> <ul style="list-style-type: none"> i. full-time or part-time employee (including an executive director); ii. non-executive director; iii. contractor; iv. casual employee; v. prospective participant; and <p>(b) where the Offer is not made under Division 1A of Part 7.12 but pursuant to section 708 of the Corporations Act, an executive director or any of the parties listed in paragraph (a) above, of one or more Company members selected by the Board to participate in the plan or, where applicable, the nominated party of an Eligible Participant that is approved by the Board (Eligible Participant).</p>
Securities to be issued	<p>As part of the plan, Eligible Participants may be issued the following securities in the Company (ESS Securities):</p> <ul style="list-style-type: none"> (a) fully paid ordinary shares, or CDIs, as the context requires (Shares); (b) options to acquire Shares (Options); and (c) entitlements to subscribe for, acquire and/or be allocated Shares for nil consideration (Performance Rights).
Plan administration	<p>The plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the plan rules in its sole and absolute discretion.</p>
Grant of ESS Securities	<p>The number of ESS Securities offered to an Eligible Participant from time to time will be determined by the Board in its absolute discretion and in accordance with the terms of the ESS 2025.</p>
Vesting of ESS Securities	<p>Any vesting conditions applicable to the grant of ESS Securities will be described in the invitation given to the Eligible Participant.</p> <p>The Board may determine, in its absolute discretion, the terms and conditions (including performance hurdles and/or vesting conditions) which apply to the vesting of any ESS Securities. The Board will also have the power to amend any offer of ESS Securities (including the terms attached to those ESS Securities) and to reduce or waive the vesting conditions applicable to the ESS Securities.</p>
Dividend and Voting Rights	<p>Options and Performance Rights do not carry any voting rights or entitlements to dividends.</p>
Lapse of ESS Securities	<p>Unless otherwise specified in the vesting conditions or vesting events applicable to an ESS Security or determined otherwise by the Board, an ESS Security will lapse on the earlier of:</p> <ul style="list-style-type: none"> (a) the Board determining that a vesting condition or vesting event applicable to an ESS Security has not been satisfied, reached or met or is not capable of being satisfied;

	<ul style="list-style-type: none"> (b) the day immediately following the relevant expiry date of the ESS Security; (c) where a holder of an ESS Security purports to deal with the ESS Security other than in accordance with the plan; (d) the holder of an ESS Security ceasing employment with the Company, in which case the ESS Security will lapse in accordance with the “Cessation of employment” section below; (e) the Board making a determination following a “Change of Control Event”; or (f) the ESS Security being forfeited.
<p>Cessation of employment</p>	<p>Where an Eligible Participant ceases employment or office with the Company as a result of a voluntary resignation of the Eligible Participant or a termination of that Eligible Participant's employment or office in certain circumstances (i.e. due to poor performance, serious or persistent breaches of their employment or engagement contract, becoming disqualified from managing corporations, or serious or gross misconduct):</p> <ul style="list-style-type: none"> (a) vested ESS Securities may continue to be exercisable in accordance with the above “Lapse of ESS Securities” section; and (b) any unvested ESS Securities will immediately lapse. <p>However, the Board has discretion to determine an Eligible Participant to be a “good leaver” and:</p> <ul style="list-style-type: none"> (c) vested ESS Securities that have not been exercised will continue in force until the relevant expiry date; and (d) any unvested ESS Securities will lapse in accordance with the above “Lapse of ESS Securities” section.
<p>Change of control</p>	<p>If:</p> <ul style="list-style-type: none"> (a) there is an offer for Shares, a compromise or arrangement, or any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; (b) any Company group member enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in a group Company) of the Company group to a person, or a number of persons, none of which are Company group members; (c) there is a significant change which constitutes a change to the nature of the Company, or involves the Company disposing of its main undertaking, and which requires Shareholder approval under ASX Listing Rules 11.1 or 11.2; or (d) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are Company group members, <p>(Change of Control Event), then the Board may in its sole and absolute discretion, and subject to the ASX Listing Rules, determine how unvested ESS Securities held by a holder will be treated, including but not limited to:</p> <ul style="list-style-type: none"> (e) determining that unvested ESS Securities (or a portion of unvested ESS Securities) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the Eligible Participant is terminated or ceases in connection with the Change of Control Event; and/or

	(f) reducing or waiving any of the vesting conditions applicable to ESS Securities attaching to those unvested ESS Securities.
Restriction on dealing	<p>A holder of ESS Securities may not engage in any dealing (including selling, transferring, assigning or encumbering) with any ESS Securities issued under the plan, unless:</p> <p>(a) the dealing is conducted in accordance with the ESS Securities' terms of offer and/or any vesting conditions;</p> <p>(b) the prior consent of the Board is obtained, which consent may impose such terms and conditions on such assignment, transfer, novation, encumbrance or disposal as the Board sees fit in its sole and absolute discretion; or</p> <p>(c) such assignment or transfer occurs by force of law upon the death of a holder to the holder's legal personal representative.</p>
Amendment of Plan	The plan may be amended from time to time by resolution of the Board subject to the requirements from time to time of the Corporations Act. Any such amendment, however, must not adversely affect the rights of Eligible Participants in respect of ESS Securities granted prior to such amendment without the consent of those Eligible Participants and holders (as applicable), unless such amendment is required by, or necessitated by, law.



**STRUCTURAL
MONITORING
SYSTEMS** plc

ABN 86 106 307 322

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (AWST) on Sunday, 21 December 2025**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHES Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 21 December 2025 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

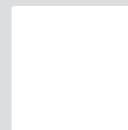
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN:

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark to indicate your directions

Step 1 CHESD Depository Nominees Pty Ltd will vote as directed

Voting Instructions to CHESD Depository Nominees Pty Ltd

At the Annual General Meeting of Structural Monitoring Systems Plc to be held at Level 17, 221 St Georges Terrace, Perth, Western Australia 6000 on Tuesday, 23 December 2025 at 9:00am (AWST) and at any adjournment of that meeting, I/We being a holder of CHESD Depository Interests of Structural Monitoring Systems Plc, hereby:

Please mark box A **OR** B with an 'X'

A direct CHESD Depository Nominees Pty Ltd (CDN) to appoint the Chair of the Meeting to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding.

OR

B direct CDN to appoint the following person to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding.

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

If you instruct CDN to direct a Proxy to vote and do not mark either the "FOR", "AGAINST" or "ABSTAIN" box, your vote will not be counted as a vote cast.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESD Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	Directors' General Authority to Allot Shares under UK Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-appointment of Director - Sam Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-appointment of Director - Anthony Faillace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	General Disapplication of Pre-Emption Rights under UK Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of CDIs and Placement Options Issued under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Approval for Adoption of Employee Share Scheme 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

