
MCS Services Ltd

ACN 119 641 986

NOTICE OF ANNUAL GENERAL MEETING

The Annual general meeting of the Company will be held at the offices of Stantons International, 40 Kings Park Rd, West Perth Western Australia on Thursday 30 November 2023 commencing at 12:30 pm (WST)

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (0)438 885 055

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of MCS Services Limited (**Company**) will be held at the offices of Stantons International, 40 Kings Park Rd, West Perth Western Australia on Thursday 30 November 2023 commencing at 12:30 pm (WST)

The Explanatory Memorandum provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 28 November 2022 at 4.00 pm (WST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

Agenda

Financial Report

To receive and consider the Annual Financial Report of the Company and its controlled entities, the Directors' Report and the Auditors' Report for the year ended 30 June 2023

Resolution 1 – Adoption of the Remuneration Report

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

“That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2023 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”

Voting Prohibition: A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the “voter”) described above may vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Note: This Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-Election of Director – Mr Geoffrey Martin

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

“That, for the purposes of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Geoffrey Martin, being a director of the Company, retires by rotation, and being eligible, is re-elected as a director of the Company.”

Resolution 3 – Approval of Additional 10% Placement Capacity

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum”

Voting Exclusion Statement: In accordance with Listing Rule 14.11.1, the Company will disregard votes cast in favour of Resolution 3 from:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Equity Securities in the Company); and
- (b) an Associate of that person or those persons the Proxy decides.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a 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 the 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 4 – Election of Proposed Director – Mr Adam Goulding

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 15.3 of the Constitution, ASX Listing Rule 14.3, and for all other purposes, Mr Adam Goulding, a proposed director who has nominated himself, being eligible and having consented to act, be appointed as a Director of the Company with effect from the close of the Meeting.”

Dated: 31 October 2023

By order of the Board



Jonathan Asquith

Company Secretary

Important Notes

Proxies

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxy Forms as attached to this Notice have been mailed to all shareholders. They are to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise one half of the votes.

An appointment of a proxy or power of attorney is not effective for the Annual General Meeting unless and until the Company receives:

- (a) in the case of a proxy, the Proxy Form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it.

Proxy Forms must be received by the Company no later than 10:00 am (WST) on 28 November 2022, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Nominating the Chair as proxy

The Chair (or the chair of the meeting) intends to vote all undirected proxies in favour of Resolutions 1 to 3.

Corporate representatives

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the Meeting.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Enquiries

Shareholders are asked to contact the Company by telephone on +61 (0)438 885 055 if they have any queries in respect of the matters set out in these documents.

MCS Services Limited

ACN 119 641 986

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Stantons International, 40 Kings Park Rd, West Perth Western Australia 6005 on Thursday 30 November 2023 commencing at 10:00 am (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum.

Annual Financial Report

The Corporations Act requires the Annual Financial Report, the Directors' Report, and the Auditor's Report ("Annual Report") to be received and considered at the Meeting. The Corporations Act does not require Shareholders to vote on the Annual Report. However Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report which can be downloaded from the ASX website at www.asx.com.au (ASX:MSG).

The Company's auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

Resolution 1 – Adoption of the Remuneration Report

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out:

- the Board's policy for the remuneration of Directors and executive officers; and
- the remuneration details of each Director and each executive officer named in the Remuneration Report.

In accordance with section 250R(2) of the Corporations Act, the Company submits its Remuneration Report for the year ended 30 June 2023 to Shareholders for consideration and adoption by way of a non-binding resolution.

The Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company, nor does it affect the remuneration paid or payable to the Company's Directors or executives. However, the Board will take the outcome of the Resolution into account when considering future remuneration policy.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution ("spill resolution")

must be put to Shareholders at the second of those meetings to determine whether the Directors who were in office at the date of approval of the applicable directors' report must stand for re-election.

If the spill resolution is passed by the requisite majority (being an ordinary resolution), then the Company must convene a general meeting of Shareholders (a "spill meeting") within 90 days of the second annual general meeting, at which all of those Directors will cease to hold office but may offer themselves for re-election. This is being referred to as the '2 strikes rule'.

At the Company's 2022 AGM, less than 25% of the votes cast on the resolution to adopt the Company's 2022 remuneration report voted against its adoption. As such, regardless of the voting on Resolution 1, a spill resolution is not required to be considered at the 2023 AGM.

The Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Resolution 2 – Re-Election of Director – Mr Geoffrey Martin

Background

Listing Rule 14.4 and clause 15.2 of the Constitution require that one third of all directors, or if their number is not a multiple of three, then the number nearest one third (rounded upwards in case of doubt), to retire at each annual general meeting.

Clause 15.2 of the Constitution states that a retiring director is eligible for re-election.

Resolution 2 provides that Mr Geoffrey Martin, who has served as a director since 14 July 2017 and was last re-elected on 26 November 2020, retires by rotation and seeks re-election as a director.

Details of the qualifications and experience of Mr Martin are set out in the Annual Report.

If re-elected, the Board considers Mr Martin will be an independent director.

Resolution 2 is an ordinary resolution.

The Board (excluding Mr Martin) intends to instruct the Chair of the meeting to exercise all available proxies in favour of Resolution 2.

Board recommendation

The Board (excluding Mr Martin) has reviewed Mr Martin's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Martin and recommends that Shareholders vote in favour of Resolution 2.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Martin will be re-elected to the Board as an independent director.

In the event Resolution 2 is not passed, Mr Martin will not join the Board as an independent director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the

Company. As an additional consequence, this may detract from the Board and the Company’s ability to execute on its strategic vision.

Resolution 3 – Approval of Additional 10% Placement Capacity

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval by special resolution at its annual general meeting to issue Equity Securities up to 10% of its issued share capital over a period of up to 12 months after the annual general meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**). An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less.

As at the date of the Notice of Meeting, the Company is an Eligible Entity. If at the date of the Meeting the Company ceases to be an Eligible Entity, the Company will withdraw this Resolution.

If passed, the effect of this Resolution will be to allow the Company to issue Equity Securities up to 10% of the Company’s fully paid ordinary securities on issue during the period up to 12 months after the meeting, without further shareholder approval and without those securities being included in the calculation of the Company’s 15% annual placement capacity granted under Listing Rule 7.1. If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being fully paid ordinary shares. The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

- A** = the number of Shares on issue at the commencement of the Relevant Period ,
- plus the number of Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exceptions 9, 16, or 17;
 - plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within 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 these rules to have been approved, under rule 7.1 or rule 7.4,
 - plus the number of Shares issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant

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Period;

- the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4

- plus the number of partly paid Shares that became fully paid in the Relevant Period;
- plus the number of any other Shares issued in the Relevant Period with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4; and
- less the number of Shares cancelled in the Relevant Period.

D = 10%

E = 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 has not been subsequently approved by the holders of its Shares under ASX Listing Rules 7.4.

The **Relevant Period** means the 12 month period immediately preceding the date of the issue or agreement.

Information Required under ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Issue Period

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

(b) Minimum Price

Any Equity Securities issued under the 10% Placement Capacity must be in an existing quoted class of Equity Securities and be issued for cash consideration at the minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 10 ASX Trading Days of the Agreed Issue Date, the date on which the Equity Securities are issued.

(c) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including to raise cash as consideration for marketing and client acquisition, market access, business development and general working capital.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the issue period.

(d) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of shareholders who do not receive Equity Securities under the issue. There is also a risk that:

- (i) the market price for the Equity Securities may be significantly lower on the issue date than on the date Resolution 3 is approved; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the closing market price of Shares as at 11 October 2023 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- example of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2	Dilution	50% decrease in issue price	Issue Price	50% increase in issue price
		\$0.010	\$0.020	\$0.030
Current Variable "A" 198,099,652 Shares	10%	19,809,965	19,809,965	19,809,965
	Funds raised	\$198,099	\$396,199	\$594,298
50% increase in Current Variable "A" 297,149,478 Shares	10%	29,714,947	29,714,947	29,714,947
	Funds raised	\$297,149	\$594,298	\$891,448
100% increase in Current Variable "A" 396,199,304 Shares	10%	39,619,930	39,619,930	39,619,930
	Funds raised	\$396,199	\$792,398	\$1,188,597

Notes:

1. Based on the total number of fully paid ordinary Shares on issue as at 11 October 2023.
2. Based on the closing price of the Company's Shares on ASX as at 11 October 2023.
3. The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
5. The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

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(e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from legal, corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2022 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2022, the Company has not issued any Equity Securities pursuant to the Previous Approval.

Special Resolution

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting must be in favour of the Resolution for it to be passed.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusion

A voting exclusion statement is included in this notice. As at the date of this notice of meeting, the Company has not invited any existing Member to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution.

Resolution 4 – Election of Proposed Director – Adam Goulding

General

In accordance with clause 15.3 of the Constitution, the Company may elect a person as a Director by resolution passed in general meeting.

In accordance with clause 15.3 of the Constitution, nominations for election to the office of Director must be accepted by the Company up to 30 Business Days before the date of an annual general meeting at which directors will be elected or re-elected.

The Company has received a nomination letter dated 29 September 2023 from Mr Adam Goulding, an external non-Board endorsed candidate (**Proposed Director**), nominating himself to stand for election as a director of the Company (**Nomination Letter**). A copy of the Nomination Letter received from Mr Goulding is attached to this Notice at Schedule 2.

Mr Goulding, having nominated himself as a candidate for election as a Director and having consented to his nomination, is eligible for election in accordance with the Constitution.

Resolution 4 seeks Shareholder approval for the election of Mr Goulding, to be appointed with effect from the close of the Meeting.

If elected, the Board considers Mr Goulding would be an independent Director.

Qualifications and other material directorships

Mr Goulding has provided the following biographical details for inclusion in this Notice of Meeting:

“Adam has nine years of experience investing private funds in ASX-listed companies, particularly exploration/mining companies, performing deep due diligence and research using balance sheets, income statements, cash flow statements and company history.

Adam has been a substantial shareholder in several ASX-listed companies during this period. Adam has facilitated an attempted ASX-listed takeover through his private company and executed a gold mining royalty transaction/sale.

Before this period, Adam was a sales representative in the pharmaceutical industry for nine years, working with and tendering for high-value, large-revenue pharmacy chains in South Australia and the Northern Territory.

Adam is also the author of a home budgeting book.”

Board Recommendation

The Nomination Letter was prepared by Mr Goulding and is not supported or endorsed by the Board.

The Board makes the following comments with regards to the information provided in the Nomination Letter:

- (a) based on the limited information Mr Goulding has provided to the Company, the Board does not consider Mr Goulding to have skills or experience that are not otherwise provided by existing members of the Board or that could add value to the Board for the benefit of all Shareholders;
- (b) the Board has a nomination process to identify and nominate Directors in a professional and structured manner;
- (c) the Board has been unable to independently verify the information contained in the Nomination Letter;
- (d) the Company remains focused on minimising non-essential costs and the appointment of an additional director would likely further increase costs;
- (e) the Proposed Director is located in South Australia which would be sub-optimal to maintaining an efficient Board structure; and
- (f) searches undertaken by the Company with the registers maintained by ASIC on the name Adam Goulding do not indicate that Mr Goulding has any previous experience as a Director of an Australian publicly listed company.

The Board unanimously recommends that Shareholders vote against the appointment of Mr Goulding and accordingly, to vote against Resolution 4.

Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Goulding will be elected to the Board as an independent director.

In the event Resolution 4 is not passed, Mr Goulding will not join the Board as an independent director.

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Schedule 1 - Terms and Abbreviations

\$ means Australian dollars.

7.1A Mandate has the meaning given in under Resolution 3.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means MCS Services Limited (ACN 119 641 9861).

Constitution means the Company's constitution, adopted by special resolution of the Shareholders on 30 November 2022.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share.

Proposed Constitution has the meaning given under Resolution 9 of this Notice.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

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Schedule 2 – Nomination Letter of Mr Adam Goulding

29 September 2023

To: MCS Services Ltd ("MCS")

Paul@mcssecurity.com.au
marke@mcssecurity.com.au
info@mcssecurity.com.au

This document is a notice to MCS of my candidature for election as director of MCS at MCS's 2023 Annual General Meeting.

Here is my biography for your inclusion in the notice of meeting for the 2023 AGM.

Experience

Adam has nine years of experience investing private funds in Asx-listed companies, particularly exploration/mining companies, performing deep due diligence and research using balance sheets, income statements, cash flow statements and company history.

Adam has been a substantial shareholder in several ASX-listed companies during this period. Adam has facilitated an attempted ASX-listed takeover through his private company and executed a gold mining royalty transaction/sale.

Before this period, Adam was a sales representative in the pharmaceutical industry for nine years, working with and tendering for high-value, large-revenue pharmacy chains in S.A. and N.T.

Adam is also the author of a home budgeting book.

Adam is currently a significant shareholder in MCS Security. And therefore would have the shareholder's best interests, first and foremost.

Yours faithfully



Adam Goulding
29 Blackwood Drive
Craigmore SA
5114
0433653511

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Your proxy voting instruction must be received by **12.30pm (AWST) on Tuesday, 28 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

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

31 October 2023

Letter to Shareholders regarding the Annual General Meeting

Dear Shareholder,

Notice is given that the Annual General Meeting (**Meeting**) of shareholders of MCS Services Limited (ASX:MSG) will be held as follows:

Time and date: 12:30 pm (WST) on Thursday 30 November 2023

Location: The offices of Stantons International, 40 Kings Park Rd, West Perth WA

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**) unless a shareholder has requested a hard copy. Instead, the Notice can be viewed and downloaded from the ASX or the Company's website.

For shareholders that have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Please complete and return the proxy form to the Company's share registry, Automic, using any of the following methods:

Online: <https://investor.automic.com.au/#/loginsah> or scan the QR Code available on the proxy form.

By mail: Automic, GPO Box 5193, Sydney NSW 2000, Australia

In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

By email: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 12:30 pm (AWST) on Tuesday 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you have difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

For further information, please contact: Jonathan Asquith, Company Secretary on 0438 885 055.

This Announcement has been authorised for market release by the Board of MCS



Chamber of Commerce
and Industry WA

