



ASX ANNOUNCEMENT

22 April 2022

Notice of 2022 Annual General Meeting

Life360, Inc. (ASX: 360) (“**Life360**” or the “**Company**”) advises the dispatch of the attached Notice of Annual Meeting and Proxy Statement to security holders of the Company (both holders of common stock and CHES Depository Interests (**CDIs**)) (together “**Shareholders**”) for its 2022 Annual Meeting (**AGM** or **Annual Meeting**) to be held at 9.30am (Sydney time) on Friday 20 May 2022 (4.30pm (San Francisco time) on Thursday 19 May 2022).

As the Company has its headquarters in San Francisco, the Annual Meeting is being held by way of a virtual meeting which will be held electronically via webcast and an online voting platform. Shareholders are encouraged to attend and vote at the meeting electronically or by lodging the proxy form ahead of the meeting. For this purpose, an Online Meeting Guide is attached and will be sent to all Shareholders.

Samples of the CDI Voting Instruction Form (for CDI holders) and Proxy Voting Card (for common stock holders) are attached with this Notice of Annual Meeting.

Authorisation

The Board of Directors of Life360 has authorised this announcement being given to ASX.

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About Life360

Life360 operates a platform for today’s busy families, bringing them closer together by helping them better know, communicate with and protect the people they care about most. The Company’s core offering, the Life360 mobile app, is a market leading app for families, with features that range from communications to driving safety and location sharing. Life360 is based in San Francisco and had more than 35 million monthly active users (MAU) as at December 2021, located in more than 195 countries.

Life360’s CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers of securities which are made outside the US. Accordingly, the CDIs, have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are ‘restricted securities’ under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person who is not a QIB for the foreseeable future except in very limited circumstances until after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person who is not a QIB. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.



Notice of
**2022 Annual
Meeting of
Shareholders**





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Chairman's letter

Dear Shareholder,

On behalf of the Directors of Life360, Inc. (**Life360**), I am pleased to invite you to attend the 2022 Annual General Meeting ("**AGM**") of Life360. Enclosed is the Notice of Annual Meeting setting out the business of the AGM.

The AGM will be held by way of a virtual meeting which will be held electronically via webcast and an online voting platform. The AGM will be held on Friday, 20 May 2022 commencing at 9.30am (Sydney time) (4.30pm (San Francisco time) on Thursday, 19 May 2022). This means that Shareholders are not invited to physically attend the AGM but can attend via the virtual meeting platform. An online meeting guide is included with these AGM materials.

The matters to be considered and voted on at the AGM are described in the accompanying Notice of Annual Meeting and Proxy Statement.

All Shareholders are invited to attend the AGM. Whether or not you expect to attend the virtual AGM, please submit your Proxy Card or CDI Voting Instruction Form as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

The Board encourages all Shareholders to participate in the virtual AGM using the online facility and to submit questions. If you are unable to attend the AGM via the virtual online facility and have a specific question that you would like to submit to the Chairman of the meeting, please submit your questions via: jmasojada@life360.com OR to Company Matters Level 12, 680 George Street, Sydney NSW Australia 2000 (PO Box 20547, World Square NSW Australia 2002) Attention: Graeme Blackett no later than 9.30am (Sydney time) on Tuesday, 17 May 2022 (4.30pm (San Francisco time) on Monday, 16 May 2022).

Thank you for your continued support of Life360 and I look forward to your attendance at the AGM.

Yours faithfully,



John Philip Coghlan
Chairman

All capitalised terms used in the Notice of Annual Meeting, Proxy Statement, Proxy Card or CDI Voting Instruction Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report, dated 30 March 2022.

Notice of 2022 Annual Meeting of Shareholders

To be held on Friday 20 May 2022 (Australia) Thursday 19 May 2022 (U.S.)

The 2022 Annual Meeting of Shareholders of Life360 will be held at 9.30am (Sydney time) on Friday, 20 May 2022 (4.30pm (San Francisco time) on Thursday, 19 May 2022) (the “**Meeting Date**”) for the following purposes:

1. Re-Election of Chris Hulls as a Director

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

“That Chris Hulls is hereby re-elected as a Director of the Company in accordance with Article VII of the Certificate of Incorporation of the Company and Section 2.2 of the Company’s Bylaws.”

The Board of Directors of the Company (the “**Board**”) recommends that our Shareholders vote “FOR” on this Item 1 except for Chris Hulls who abstains from making a recommendation on Item 1 due to his personal interest in this proposal.

2. Re-Election of John Philip Coghlan as a Director

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

“That John Philip Coghlan is hereby re-elected as a Director of the Company in accordance with Article VII of the Certificate of Incorporation of the Company and Section 2.2 of the Company’s Bylaws.”

The Board recommends that our Shareholders vote “FOR” on this Item 2 except for John Philip Coghlan who abstains from making a recommendation on Item 2 due to his personal interest in this proposal.

3. Re-Election of Charles “CJ” Prober as a Director

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

“That Charles “CJ” Prober, who was appointed as an Executive Director on 19 January 2022, is hereby re-elected as a Director of the Company in accordance with Article VII of the Certificate of Incorporation of the Company and Section 2.2 of the Company’s Bylaws.”

The Board recommends that our Shareholders vote “FOR” on this Item 3 except for Charles “CJ” Prober who abstains from making a recommendation on Item 3 due to his personal interest in this proposal.

4. Approval of grant of RSUs and Options to Chris Hulls

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Chris Hulls of RSUs and Options under the Amended and Restated 2011 Stock Plan (“**Restated Plan**”) on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 4 subject to the exclusions provided in the “Questions and Answers” section, except for Chris Hulls who abstains from making a recommendation on Item 4 due to his personal interest in this proposal.

5. Approval of grant of RSUs and Options to John Philip Coghlan

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to John Philip Coghlan of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 5 subject to the exclusions provided in the “Questions and Answers” section, except for John Philip Coghlan who abstains from making a recommendation on Item 5 due to his personal interest in this proposal.

Notice of 2022 Annual Meeting of Shareholders

To be held on Friday 20 May 2022 (Australia) Thursday 19 May 2022 (U.S.)

6. Approval of grant of RSUs and Options to Brit Morin

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Brit Morin of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 6 subject to the exclusions provided in the “Questions and Answers” section, except for Brit Morin who abstains from making a recommendation on Item 6 due to her personal interest in this proposal.

7. Approval of grant of RSUs and Options to James Synge

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to James Synge of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 7 subject to the exclusions provided in the “Questions and Answers” section, except for James Synge who abstains from making a recommendation on Item 7 due to his personal interest in this proposal.

8. Approval of grant of RSUs and Options to Mark Goines

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Mark Goines of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 8 subject to the exclusions provided in the “Questions and Answers” section, except for Mark Goines who abstains from making a recommendation on Item 8 due to his personal interest in this proposal.

9. Approval of grant of RSUs and Options to David Wiadrowski

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to David Wiadrowski of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 9 subject to the exclusions provided in the “Questions and Answers” section, except for David Wiadrowski who abstains from making a recommendation on Item 9 due to his personal interest in this proposal.

10. Approval of grant of RSUs and Options to Randi Zuckerberg

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Randi Zuckerberg of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 10 subject to the exclusions provided in the “Questions and Answers” section, except for Randi Zuckerberg who abstains from making a recommendation on Item 10 due to her personal interest in this proposal.

Notice of 2022 Annual Meeting of Shareholders

To be held on Friday 20 May 2022 (Australia) Thursday 19 May 2022 (U.S.)

11. Approval of grant of RSUs and Options to Alex Haro

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Alex Haro of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 11 subject to the exclusions provided in the “Questions and Answers” section, except for Alex Haro who abstains from making a recommendation on Item 11 due to his personal interest in this proposal.

12. Approval of grant of RSUs and Options to Charles “CJ” Prober

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Charles “CJ” Prober of RSUs and Options under the Restated Plan on the terms described in the Explanatory Notes, is approved.”

The Board recommends that our Shareholders vote “FOR” on this Item 12 subject to the exclusions provided in the “Questions and Answers” section, except for Charles “CJ” Prober who abstains from making a recommendation on Item 12 due to his personal interest in this proposal.

13. Approval of securities issued – Jio, Inc. acquisition

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of shares of common stock and convertible promissory notes on the terms described in the Explanatory Notes.”

The Board recommends that our Shareholders vote “FOR” on this Item 13 subject to the exclusions provided in the “Questions and Answers” section.

14. Approval of securities issued – institutional placement

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve the issue of 13,350,000 CDIs (equivalent to 4,450,000 shares of common stock) at an issue price of A\$12.00 per CDI, on the terms described in the Explanatory Notes.”

The Board recommends that our Shareholders vote “FOR” on this Item 14 subject to the exclusions provided in the “Questions and Answers” section.

15. Approval of securities issued – Tile, Inc. acquisition

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve the issue of shares of common stock on the terms described in the Explanatory Notes.”

The Board recommends that our Shareholders vote “FOR” on this Item 15 subject to the exclusions provided in the “Questions and Answers” section.

Notice of 2022 Annual Meeting of Shareholders

To be held on Friday 20 May 2022 (Australia) Thursday 19 May 2022 (U.S.)

Record Date and Voting Rights

Shareholders may vote at the Annual Meeting if they are a Shareholder of record, hold CHESS Depository Interests (“CDIs”), or are a beneficial owner of Shares or CDIs held in Street Name (as defined below) at 7.00pm (Sydney time) on 19 April 2022 (2.00am (San Francisco time) on 19 April 2022) (the “Record Date”). Section 2.11 of the Company’s Bylaws provides that the Record Date shall not be more than sixty (60) and not less than ten (10) days before the date of the Annual Meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive the Notice of Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. Holders of CDIs may also instruct our CDI depository, CHESS Depository Nominees Pty Ltd (“CDN”), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Instruction Form.

Any Shareholder may request access to the list of Shareholders of Record entitled to vote at the Annual Meeting upon request to the Company’s ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 22 April 2022

By Order of the Board



John Philip Coghlan
Chairman

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

Important notice regarding the availability of Proxy materials for the 2022 Annual Meeting of Shareholders:

This Notice of Annual Meeting and Proxy Statement and the 31 December 2021 Financial Statements are available at <https://investors.life360.com>

The Board of Directors (the “**Board**”) of Life360, Inc. (the “**Company**”) is soliciting proxies for use at the 2022 Annual Meeting of Shareholders (the “**Annual Meeting**”) to be held Friday, 20 May 2022 at 9.30am (Sydney time) (4.30pm (San Francisco time) on Thursday, 19 May 2022) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this “**Proxy Statement**”) and the accompanying Notice of the 2022 Annual Meeting (the “**Notice of Annual Meeting**”) to Shareholders on or about 21 April 2022.

This is a completely virtual Annual Meeting. Shareholders can participate in the Annual Meeting virtually via the online platform by accessing <https://web.lumiagm.com> (Meeting ID 374-173-512).

Questions and Answers

What is the purpose of the Annual Meeting?

At the Annual Meeting, the Shareholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will also report on matters of current interest to Shareholders and respond to any questions from Shareholders who ask questions via the online platform. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Chris Hulls as a Director of the Company (“Item 1”);
- the re-election of John Philip Coghlan as a Director of the Company (“Item 2”);
- the re-election of Charles “CJ” Prober as a Director of the Company (“Item 3”);
- the approval of the grant of RSUs and Options to Chris Hulls for the purposes of ASX Listing Rule 10.14 (“Item 4”);
- the approval of the grant of RSUs and Options to the non-executive directors for the purposes of ASX Listing Rule 10.14 (“Items 5 to 11”);
- the approval of the grant of RSUs and Options to Charles “CJ” Prober for the purposes of ASX Listing Rule 10.14 (“Item 12”);
- approval of securities issued – Jio, Inc. acquisition (“Item 13”);
- approval of securities issued – institutional placement (“Item 14”); and
- approval of securities issued – Tile, Inc. acquisition (“Item 15”).

Who is entitled to vote at the Annual Meeting?

Only those Shareholders of record, or beneficial owners of Shares or CDIs held in Street Name (as defined below), at 7.00pm (Sydney time) on 19 April 2022 (2.00am (San Francisco time) on 19 April 2022) (the “Record Date”), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 61,398,876 Shares of common stock outstanding (equivalent to 184,196,628 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 61,398,876 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents 1/3 of a Share of common stock.

Votes for, against and abstentions will all be counted as present and entitled to vote for the purposes of determining whether a quorum is present.

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Item 1, Item 2 or Item 3. Voting exclusions applicable to Items 4 to 15 (inclusive) are set out in “What is the voting requirement to approve each of the items set forth in the Notice of Annual Meeting?”

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.6 of the Company’s Bylaws, the holders of one-third of the Shares of stock issued and outstanding and entitled to vote at the Annual Meeting must be present in person (including by means of remote communication) or represented by proxy to constitute a quorum for the transaction of business. Shares are counted as present at the Annual Meeting if:

- The Shareholder of record on the Record Date is present virtually (by registering their attendance via the virtual online facility at the Annual Meeting);
- The Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and shares represented by “broker non votes” are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

What is the difference between a Shareholder of record and a “Street Name” holder?

If you own Shares registered directly in your name with the Company’s U.S. share registrar, Computershare Trust Company, N.A. (“**Computershare**”), you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (“**Street Name**”). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee on how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of Annual Meeting and attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Instruction Form.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

Can I vote my Shares or CDIs in person at the meeting?

Please Note: You may only vote your Shares in person at the Annual Meeting by registering and participating in the virtual online facility if you own shares of common stock and are a Shareholder of record on the Record Date. CDI holders can participate in the Annual Meeting by registering and participating in the virtual online facility, however are unable to vote during the meeting. For votes to be counted, CDI holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.

Even if you currently plan to attend the virtual meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the Annual Meeting will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting only if you obtain and provide to Computershare prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote my Shares of common stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, every holder of common stock present themselves or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

Proxy Forms

By mail c/o Computershare Investor Services
PO Box 505008
Louisville, KY 40233-9814 USA

Online www.investorvote.com/LFTI

By phone 1-800-652-8683 (USA, US Territories & Canada only).
Follow the instructions provided by the recorded message.

At the Annual Meeting by the following link: <https://web.lumiagm.com> (Meeting ID 374-173-512)

How do I vote if I hold CDIs?

Important: If you are a CDI holder, you must take one of the following actions in order to vote at the Annual Meeting:

- Instructing CDN, as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Computershare.
- Converting your CDIs into Shares of common stock and voting such Shares at the meeting in person or by proxy.

Note: In order to vote as a common stock holder in person at the meeting, such conversion to common stock must be completed prior to the Record Date. CDI holders should contact the Share Registry for information regarding the conversion process. If CDI holders convert their holding to common stock prior to the Record Date, then they may follow the instructions above for voting as a common stock holder.

- Informing the Company that you wish to nominate yourself or another person to be appointed as CDN's proxy with respect to the Shares underlying your CDIs for the purposes of attending and voting at the Annual Meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

Each CDI represents 1/3 of a Share. Therefore, each CDI holder will be entitled to one vote for every 3 CDIs that they hold.

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

CDI Voting Instruction Forms (Australian Register)

By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
Online:	www.investorvote.com.au
Custodian Voting	For Intermediary Online subscribers only (custodians). Please visit www.intermediaryonline.com to submit your voting intentions.

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name, you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record or CDI holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by Computershare no later than 9.30am (Sydney time) on Wednesday 18 May 2022 (4.30pm (San Francisco time) on Tuesday 17 May 2022).

CDI Voting Instruction Forms

Completed CDI Voting Instruction Forms must be provided to Computershare no later than 9.30am (Sydney time) on Tuesday 17 May 2022 (4.30pm (San Francisco time) on Monday 16 May 2022), in accordance with the instructions on that form. The CDI voting deadline is one business day prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person (virtual attendance)

Physical attendance at the AGM is not available. Shareholders may attend the virtual online facility and vote online using the facility during the meeting. CDI Holders may attend the virtual AGM but will not be able to lodge a vote using the virtual online facility and are therefore urged to complete and submit their CDI Voting Forms as described above, for their vote to be counted.

Voting requirements and voting exclusions to approve each of the items set forth in the Notice of Annual Meeting

Please Note: If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a “non-vote” occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the items.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election of directors.

Subject to voting exclusion statements for a proposal, the vote required to approve each Item is set forth below. Information on voting exclusions is also set forth below.

Item 1 – Re-election of Chris Hulls as a Director of the Company

Item 2 – Re-election of John Philip Coghlan as a Director of the Company

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

Section 2.9 of the Company's Bylaws provides that all elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Members of the Board are elected by plurality vote. Accordingly, the two director nominees who receive the highest number of "FOR" votes will be elected as directors. You may vote "FOR" or "ABSTAIN" on the re-election of each Director.

Item 3 – Re-election of Charles "CJ" Prober as a Director of the Company

In accordance with ASX Listing Rule 14.4, a director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Section 3.3 of the Company's Bylaws provides that each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

Section 2.9 of the Company's Bylaws provides that all elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Members of the Board are elected by plurality vote. You may vote "FOR" or "ABSTAIN" on the re-election of Charles "CJ" Prober as a Director of the Company.

Item 4 and Item 12 – Approval of grant of RSUs and Options to Executive Directors

Assuming a quorum is present at the Annual Meeting, a majority of the votes cast affirmatively or negatively is required to approve the grant of RSUs and Options to Chris Hulls and the issue of RSUs and Options to Charles "CJ" Prober respectively, for the purposes of ASX Listing Rule 10.14.

You may vote "FOR", "AGAINST" or "ABSTAIN" on the proposal to approve the issue of the RSUs and Options to each Executive Director. Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the voting for this proposal.

Voting Exclusion

The Company will disregard any votes cast in favour of resolutions 4 and 12 (respectively) by or on behalf of:

- a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Restated Plan; or
- b) 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 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.

Items 5 to 11 – Approval of grant of RSUs and Options to Non-Executive Directors

Assuming a quorum is present at the Annual Meeting, a majority of the votes cast affirmatively or negatively is required to approve the grant of RSUs and Options to each of John Philip Coghlan, Brit Morin, James Synge, Mark Goines, David Wiadrowski, Randi Zuckerberg and Alex Haro respectively.

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to issue RSUs and Options to each Non-Executive Director. Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the voting for this proposal.

Voting Exclusion

The Company will disregard any votes cast in favour of resolutions 5, 6, 7, 8, 9, 10 or 11 (respectively) by or on behalf of:

- a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Restated Plan; or
- b) an associate of that person or 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 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.

Items 13 to 15 – Ratification of prior issue of securities using the Company’s 15% placement capacity

Assuming a quorum is present at the Annual Meeting, a majority of the votes cast affirmatively or negatively is required to approve the ratification of the prior issue of securities using the Company’s 15% placement capacity for the purposes of ASX Listing Rule 7.4 and for all other purposes.

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve the ratification of the prior issue of the securities issued by the Company in 2021 and so far in 2022. Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the voting for this proposal.

The Company will disregard any votes cast in favour of resolutions 13, 14 and 15 (respectively) by or on behalf of:

- a) any person who participated in the issue of securities; or
- b) an associate of that person or 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 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.

Proxy Statement

2022 Annual Meeting of Shareholders to be held on
20 May 2022 (Australia) and 19 May 2022 (US)

How do I change my vote or revoke my proxy?

If you are a Shareholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with our ASX Representative at or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Annual Meeting using the virtual online facility, revoking your proxy, and voting via the online facility.

If the written statement is not filed at the AGM, the written statement to the ASX Representative should be delivered by not later than 9.30am (Sydney time) on Wednesday, 18 May 2022 (being 4.30pm (San Francisco time) on Tuesday, 17 May 2022). The written statement can be delivered to Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Graeme Blackett, or hand delivered to such address.

If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

If you are a holder of CDIs and you direct CDN how to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, by 9.30am (Sydney time) on Tuesday, 17 May 2022 (4.30pm (San Francisco time) on Monday, 16 May 2022) a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting in person?

Only Shareholders that attend the AGM via the virtual online facility will be able to ask questions at the meeting. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question via jmasojada@life360.com OR to: Company Matters Level 12, 680 George Street, Sydney NSW Australia 2000 (PO Box 20547, World Square NSW Australia 2002) Attention: Graeme Blackett no later than 9.30am (Sydney time) on Tuesday, 17 May 2022 (4.30pm (San Francisco time) on Monday, 16 May 2022).

Chairman's voting intention

The Chairman intends to vote undirected proxies in favour of all resolutions.

THIS NOTICE IS BEING GIVEN ON 22 April 2022.

Explanatory Notes

Items of Business at the Annual Meeting

Items 1 to 3 – Re-election of Directors

Article VII of the Company's Certificate of Incorporation requires Directors designated to three different classes to retire upon the first, second or third annual meeting of Shareholders following such designation. If elected, the Director will hold office for a further 3 years or until his or her earlier resignation or removal.

ASX Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual Meeting of the Company.

Item 1: Re-election of Chris Hulls to the Board

Chris Hulls is the co-Founder and Chief Executive Officer of the Company. The Board appointed Chris Hulls as a Class III Director of the Company on the Company's date of incorporation, being 17 April 2007. In accordance with Article VII of the Company's Certificate of Incorporation, Chris Hulls will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Chris envisioned the Life360 Platform after Hurricane Katrina where he witnessed the difficulty families had reconnecting to one another and realised that technology could be used to better help families in time of need. Previously, Chris was an angel investor in or an advisor to a number of technology companies including Tile Inc, Credible Labs Inc, Ring LLC, Automatic, Honk Technologies, Inc. and Zendrive Inc. Chris holds a Bachelor of Science in Business Administration with Highest Honors from the University of California, Berkeley.

If elected, Chris Hulls will hold office as a Class III director until the 2025 annual meeting of Shareholders. If elected, the Board considers that Chris Hulls will be an executive director of the Company.

Item 2: Re-election of John Philip Coghlan to the Board

The Board appointed John Philip Coghlan as a Class III Director of the Company on 18 November 2009. In accordance with Article VII of the Company's Certificate of Incorporation, John Philip Coghlan will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

John Philip Coghlan is the Non-Executive Chairman of the Company and has served as a member of Life360's Board since 2009. In February 2017, Mr Coghlan co-founded the Rivet School, a non-profit start-up focused on providing debt-free college degree attainment, where he currently serves as a board member. Mr Coghlan previously served as President and Chief Executive Officer of Visa U.S.A. and as Vice Chairman of the Charles Schwab Corporation (NYSE: SCHW). He received a Bachelor of Arts in Psychology from Stanford, a Master of Arts in Economics and Public Policy from Princeton University and a Master of Business Administration from Harvard Business School. Mr Coghlan was selected to serve on the Board due to his experience as an executive and board member of multiple large companies.

If elected, John Philip Coghlan will hold office as a Class III director until the 2025 meeting of Shareholders. If elected, the Board considers that John Philip Coghlan will be an independent director of the Company.

Item 3: Re-election of Charles "CJ" Prober to the Board

The Board appointed Charles "CJ" Prober as a Class III Director of the Company on 19 January 2022, following the Company's acquisition of Tile Inc. on 6 January 2022. In accordance with Article VII of the Company's Certificate of Incorporation, Charles "CJ" Prober will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

CJ has been the Chief Executive Officer of Tile Inc. since 2018, and has a long track record of experience in senior management at technology businesses. Prior to Tile Inc., CJ held executive leadership roles at GoPro and Electronic Arts, and was previously a consultant with McKinsey & Company and a corporate attorney with Wilson Sonsini Goodrich & Rosati. CJ completed studies in business administration at the University of Manitoba and law at McGill University.

Explanatory Notes

Items of Business at the Annual Meeting

If elected, Charles “CJ” Prober will hold office as a Class III director until the 2025 meeting of Shareholders. If elected, the Board considers that Charles “CJ” Prober will be a non-independent, executive director of the Company.

Items 4 to 12– Approval of Grant of RSUs and Options to Directors for the purposes of ASX Listing Rule 10.14

Items 4 to 12 seek Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of restricted stock units (“**RSUs**”) and Options over ordinary shares (“**Options**”) to Directors under the Company’s Amended and Restated 2011 Stock Plan (“**Restated Plan**”), for the year ending December 2022.

Refer to Annexure A for a summary of the terms and conditions of the Restated Plan.

ASX Listing Rule 10.14

In accordance with ASX Listing Rule 10.14, the Company must not permit a Director and any of his or her associates to acquire securities under an employee incentive scheme unless it obtains Shareholder approval. Therefore, the issue of RSUs and Options to each Director requires the approval of Shareholders for the purposes of ASX Listing Rule 10.14.

Details of any securities issued under the Restated Plan will be published in the Company’s Annual Report relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Restated Plan after this resolution is approved, and who were not named in this Notice of Annual Meeting, will not participate until shareholder approval is obtained under that ASX Listing Rule.

Meeting Date Fair Market Value (Meeting Date FMV)

For the purposes of Items 4 to 11, the Meeting Date FMV shall be reflected as a U.S. Dollar value and shall be equal to the closing price of one CDI on the Meeting Date or, if there is no such closing price, the last closing price of one CDI prior to the Meeting Date (Sydney time), as adjusted as necessary to (i) reflect the CDI/per share of Common Stock ratio in effect as of such Meeting Date and (ii) take into account the exchange rate for such currency as published in the Wall Street Journal on the Meeting Date or, if there is no exchange rate for such date, the last exchange rate published prior to the Meeting Date.

Meeting Date Black Scholes Value (Meeting Date BSV)

For the purposes of Items 4 to 11, the number of Options to be granted to each Non-Executive Director will be calculated as follows:

(Option value)

(Meeting Date BSV)

The Meeting Date BSV shall be reflected as a U.S. Dollar value and shall be equal to the value of one Option, calculated by the Company using the Black Scholes model, with the exercise price of the Option being the Meeting Date FMV.

Explanatory Notes

Items of Business at the Annual Meeting

The below table is indicative only and illustrates the value that may be attributed to the Options based on different Meeting Date FMVs calculated by the Company using the Black Scholes model based on the below assumptions:

CDI closing price on Meeting Date	Meeting Date FMV*	Meeting Date BSV
A\$5.47	US\$12.31	US\$6.15 per Option
A\$6.47	US\$14.56	US\$7.27 per Option
A\$7.47	US\$16.81	US\$8.40 per Option

*Exchange rate of US\$0.75:A\$1.00

Expected term (A)	4.02
Risk free rate (B)	2.0%
Volatility (C)	64.0%
Option term	4 years
Vesting condition	1/48th
Dividend Yield (D)	0%

- A The Company has considered the vesting period, contractual life, and weighted average term of each vesting schedule to determine the expected term. The Company determined that limited exercise activities in current and prior years may not provide reliable evidence of exercise behavior. Based on these fact patterns, the Company determined that the plain vanilla expected term (or simplified method) as per SAB Topic 14 (or SAB No. 107) is appropriate. This calculation is applied to each individual grant uniquely by using the grant date, vesting schedule, and grant term to determine the midpoint between the vesting period and contractual term for employee awards.
- B The Company has used the rate currently available on zero-coupon U.S. Treasury constant maturities based on the expected term of the share options. The data was sourced from the U.S. Treasury website.
- C The Company calculated historical volatility from a subset of comparable companies consistent with the Company's past practices and methodologies. Volatilities used for grants are based on an equal weighting of the historical daily volatilities of its determined peer group over a comparable lookback period and the Company's trading data since IPO as the expected term of the grant.
- D The Company has not paid dividends in the past and does not expect to pay dividends in the distant future. As a result, a zero expected dividend yield has been used in the valuation.

Item 4 – Approval of grant of RSUs and Options to Chris Hulls for the purposes of ASX Listing Rule 10.14

Item 4 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to Chris Hulls under the Restated Plan, for the year ending December 2022.

The Board considers that this grant of RSUs and Options to Chris Hulls would be a cost effective and efficient reward for the Company to make to appropriately incentivize his continued performance, and is consistent with the strategic goals and targets of the Company.

Specific Information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Chris Hulls, the Founder and CEO of the Company. Chris Hulls is a Director of the Company and consequently falls within the category of person listed in ASX Listing Rule 10.14.1.
Chris Hulls' current cash remuneration	A base salary of US\$500,000 and a target cash bonus of US\$200,000 for the period 1 January 2022 to 31 December 2022.

Explanatory Notes

Items of Business at the Annual Meeting

Number of securities previously granted under the Plan	<ul style="list-style-type: none">• 1 October 2013: 167,000 options with an exercise price of US\$0.58 per Share and an expiry date of 30 September 2023.*• 31 October 2013: 520,843 options with an exercise price of US\$0.58 per Share and an expiry date of 30 October 2018.**• 11 August 2014: 707,996 options with an exercise price of US\$0.91 per Share and an expiry date of 10 August 2024.*• 11 August 2014: 9,736 options with an exercise price of US\$0.91 per Share and an expiry date of 10 August 2024.*• 24 October 2017: 208,987 options with an exercise price of US\$2.15 per Share and an expiry date of 23 October 2027.• 16 July 2018: 1,269,386 options with an exercise price of US\$2.53 per Share and an expiry date of 15 July 2028.• 30 October 2018: 10 options with an exercise price of US\$9.55 per Share and an expiry date of 29 October 2028.• 7 April 2020: 49,453 RSUs with a grant price of US\$4.11 and fully vested on 7 April 2022.• 31 July 2020: 230,000 options with an exercise price of US\$4.15 per Share and an expiry date of 31 July 2030.• 29 April 2021: 100,000 options with an exercise price of US\$13.35 per share and an expiry date of 29 April 2027 and 50,000 RSUs. <p>*This grant was subsequently cancelled and is not currently outstanding. No Shares subject to the grant were exercised. **This grant subsequently expired and is not currently outstanding. No Shares subject to the grant were exercised.</p>
Why this type of security is being used	It is market practice in the U.S. for executive compensation to include an equity component (commonly Options and/or RSUs) to incentivize and retain individuals and align their interests with the interests of the shareholders. The proposed grant of RSUs and Options to Chris Hulls is a cost effective way to incentivize and retain Chris Hulls.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Chris Hulls under the Restated Plan for nil cash consideration.
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to Chris Hulls in connection with the issue of the RSUs and Options.

Explanatory Notes

Items of Business at the Annual Meeting

Options

Number of Options to be granted

The number of Options to be issued to Chris Hulls will be calculated using the following formula (rounded down to the nearest whole Option):

US\$1,133,333

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to Chris Hulls based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	184,281
Based on a Meeting Date BSV of US\$7.27	155,891
Based on a Meeting Date BSV of US\$8.40	134,920

Summary of material terms of the Options

The Options will vest monthly in equal tranches over the four years from 1 January 2022 provided that Chris Hulls remains an Officer and Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date fair market value ("**Meeting Date FMV**").

The **Meeting Date FMV** shall be reflected as a U.S. Dollar value and shall be equal to the closing price of one CDI on the Meeting Date or, if there is no such closing price, the last closing price of one CDI prior to the Meeting Date (Sydney time), as adjusted as necessary to (i) reflect the CDI/per share of Common Stock ratio in effect as of such Meeting Date and (ii) take into account the exchange rate for such currency as published in the Wall Street Journal on the Meeting Date or, if there is no exchange rate for such date, the last exchange rate published prior to the Meeting Date.

Value attributed to the Options

The Company values the Options at US\$1,133,333, which is the dollar value of the Option component of Chris Hulls' remuneration.

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted The number of RSUs to be issued to Chris Hulls will be calculated using the following formula (rounded down to the nearest whole Share):

US\$566,667

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to Chris Hulls based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	46,033
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	38,919
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	33,710

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

Summary of material terms of the RSUs and the Restated Plan

The RSUs will vest monthly in equal tranches over four years following 1 January 2022 provided that Chris Hulls remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs

The Company values the RSUs at US\$566,667.

If the resolution in Item 4 is passed, the Company will proceed to grant the relevant RSUs and Options to Chris Hulls. If the resolution in Item 4 is not passed, the Company will not grant the relevant RSUs and Options to Chris Hulls and will consider alternative incentives including an increase to the cash component of Chris Hulls' compensation.

Details of any securities issued under the Restated Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14.

Items 5 to 11 – Approval of Grant of RSUs and Options to Non-Executive Directors

Items 5 to 11 seek Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to the relevant Non-Executive Directors of the Company under the Restated Plan.

The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders and to ensure compensation is in line with market standards. Accordingly, the Remuneration and Nomination Committee has determined that the equity component of each Non-Executive Director's remuneration will form between approximately 76% to 78% of his or her total Director fee (with the remainder being paid in cash).

Explanatory Notes

Items of Business at the Annual Meeting

Item 5 – Approval of grant of RSUs and Options to John Philip Coghlan for purposes of ASX Listing Rule 10.14

Item 5 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to John Philip Coghlan under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to John Philip Coghlan the Chairman and a Non-Executive Director of the Company. As John Philip Coghlan is a director of the Company, he falls within the category of person listed in ASX Listing Rule 10.14.1.
Current total remuneration package	For the 12 month period ending 14 May 2023: Director Fees (including membership of the Audit & Risk Management Committee and Remuneration & Nomination Committee): <ul style="list-style-type: none">• US\$50,000 cash;• RSUs with a value of US\$44,400, the subject of this Shareholder approval; and• Options with a value of US\$103,600, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 30 June 2016: 47,938 options with an exercise price of US\$0.18 per Share and an expiry date of 27 June 2022.• 24 October 2017: 143,226 options with an exercise price of US\$2.15 per Share and an expiry date of 23 October 2027.• 14 March 2019: 48,946 options with an exercise price of US\$6.28 per Share and an expiry date of 13 March 2029.• 11 May 2019: 368 RSUs with a grant price of US\$11.15 and fully vested as of 14 May 2020.• 30 July 2020: 12,039 RSUs with a grant price of US\$7.27 and fully vested as of 15 May 2021.• 29 April 2021: 2,330 RSUs and 15,119 Options with an exercise price of US\$13.35 and an expiry date of 29 April 2027. No consideration was paid for the grant of the above options or RSUs.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to John Philip Coghlan under the Restated Plan for nil cash consideration.
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to John Philip Coghlan in connection with the issue of the RSUs and Options.

Explanatory Notes

Items of Business at the Annual Meeting

Options

Number of Options to be granted

The number of Options to be issued to John Philip Coghlan will be calculated using the following formula (rounded down to the nearest whole Option):

US\$103,600

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to John Philip Coghlan based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	16,846
Based on a Meeting Date BSV of US\$7.27	14,250
Based on a Meeting Date BSV of US\$8.40	12,333

Summary of material terms of the Options

The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that John Philip Coghlan remains a Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date FMV.

Value attributed to the Options

The Company values the Options at US\$103,600, which is the dollar value of the Option component of Philip Coghlan's remuneration.

RSUs

Number of RSUs to be granted

The number of RSUs to be issued to John Philip Coghlan will be calculated using the following formula (rounded down to the nearest whole Share):

US\$44,400

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to John Philip Coghlan based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	3,608
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	3,050
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,642

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of the RSUs and the Restated Plan	<p>The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that John Philip Coghlan remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.</p> <p>The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>
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Value attributed to the RSUs	The Company values the RSUs at US\$44,400.
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If the resolution in Item 5 is passed, the Company will proceed to grant the relevant RSUs and Options to John Philip Coghlan. If the resolution in Item 5 is not passed, the Company will not grant the relevant RSUs and Options to John Philip Coghlan and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Item 6 - Approval of grant of RSUs and Options to Brit Morin for purposes of ASX Listing Rule 10.14

Item 6 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to Brit Morin under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Brit Morin, a Non-Executive Director of the Company. As Brit Morin is a director of the Company, she consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	<p>For the 12 month period ending 14 May 2023:</p> <p>Director Fees (including membership of the Remuneration & Nomination Committee):</p> <ul style="list-style-type: none">• US\$37,000 cash;• RSUs with a value of US\$36,900, the subject of this Shareholder approval; and• Options with a value of US\$86,100, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 24 January 2018: 93,947 options with an exercise price of US\$2.15 per share, and an expiry date of 23 January 2028.• 30 July 2020: 11,331 RSUs with a grant price of US\$7.27 and fully vested as of 15 May 2021.• 29 April 2021: 1,798 RSUs and 11,663 Options with an exercise price of US\$13.35 and an expiry date of 29 April 2027.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Brit Morin under the Restated Plan for nil cash consideration.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of any loan in relation to the acquisition

The Company will not make a loan to Brit Morin in connection with the issue of the RSUs and Options.

Options

Number of Options to be granted

The number of Options to be issued to Brit Morin will be calculated using the following formula (rounded down to the nearest whole Option):

US\$86,100

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to Brit Morin based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	14,000
Based on a Meeting Date BSV of US\$7.27	11,843
Based on a Meeting Date BSV of US\$8.40	10,250

Summary of material terms of the Options

The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that Brit Morin remains an Officer and Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date FMV.

Value attributed to the Options

The Company values the Options at US\$86,100, which is the dollar value of the Option component of Brit Morin's remuneration.

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted The number of RSUs to be issued to Brit Morin will be calculated using the following formula (rounded down to the nearest whole Share):

US\$36,900

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to Brit Morin based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	2,998
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,535
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,195

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

Summary of material terms of the RSUs and the Restated Plan

The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that Brit Morin remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs

The Company values the RSUs at US\$36,900.

If the resolution in Item 6 is passed, the Company will proceed to grant the relevant RSUs and Options to Brit Morin. If the resolution in Item 6 is not passed, the Company will not grant the relevant RSUs and Options to Brit Morin and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Explanatory Notes

Items of Business at the Annual Meeting

Item 7 - Approval of grant of RSUs and Options to James Synge for purposes of ASX Listing Rule 10.14

Item 7 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to James Synge under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to James Synge, a Non-Executive Director of the Company. As James Synge is a director of the Company, he consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	For the 12 month period ending 14 May 2023: Director Fees (including membership of the Audit & Risk Management Committee): <ul style="list-style-type: none">• US\$38,000 cash;• RSUs with a value of US\$37,500, the subject of this Shareholder approval; and• Options with a value of US\$87,500, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 11 May 2019: 6,250 RSUs with a grant price of US\$11.15 and fully vested as of 14 May 2020.• 30 July 2020: 8,756 RSUs with a grant price of US\$7.27 and fully vested as of 15 May 2021.• 29 April 2021: 1,881 RSUs and 12,203 options with an exercise price of US\$13.35 and an expiry date of 29 April 2027.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to James Synge under the Restated Plan for nil cash consideration.
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to James Synge in connection with the issue of the RSUs and Options.

Explanatory Notes

Items of Business at the Annual Meeting

Options

Number of Options to be granted

The number of Options to be issued to James Synge will be calculated using the following formula (rounded down to the nearest whole Option):

US\$87,500

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to James Synge based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	14,228
Based on a Meeting Date BSV of US\$7.27	12,036
Based on a Meeting Date BSV of US\$8.40	10,417

Summary of material terms of the Options

The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that James Synge remains an Officer and Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date FMV.

Value attributed to the Options

The Company values the Options at US\$87,500, which is the dollar value of the Option component of James Synge's remuneration.

RSUs

Number of RSUs to be granted

The number of RSUs to be issued to James Synge will be calculated using the following formula (rounded down to the nearest whole Share):

US\$37,500

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to James Synge based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	3,047
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,576
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,231

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of the RSUs and the Restated Plan	<p>The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that James Synge remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.</p> <p>The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>
Value attributed to the RSUs	The Company values the RSUs at US\$37,500.

If the resolution in Item 7 is passed, the Company will proceed to grant the relevant RSUs and Options to James Synge. If the resolution in Item 7 is not passed, the Company will not grant the relevant RSUs and Options to James Synge and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Item 8 - Approval of grant of RSUs and Options to Mark Goines for purposes of ASX Listing Rule 10.14

Item 8 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs to Mark Goines under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Mark Goines, a Non-Executive Director of the Company. As Mark Goines is a director of the Company, he consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	<p>For the 12 month period ending 14 May 2023:</p> <p>Director Fees (including membership of the Remuneration & Nomination Committee):</p> <ul style="list-style-type: none">• US\$39,000 cash;• RSUs with a value of US\$37,800, the subject of this Shareholder approval; and• Options with a value of US\$88,200, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 28 June 2012: 32,000 options with an exercise price of US\$0.38 and an expiry date of 27 June 2022.• 11 May 2019: 6,005 RSUs with a grant price of US\$11.15 and fully vested as of 14 May 2020.• 30 July 2020: 8,413 RSUs with a grant price of US\$7.27 and fully vested as of 15 May 2021.• 29 April 2021: 1,865 RSUs and 12,101 options with an exercise price of US\$13.35 and an expiry date of 29 April 2027.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.

Explanatory Notes

Items of Business at the Annual Meeting

Date of issue of RSUs and Options	The Meeting Date.								
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Mark Goines under the Restated Plan for nil cash consideration.								
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to Mark Goines in connection with the issue of the RSUs and Options.								
Options									
Number of Options to be granted	<p>The number of Options to be issued to Mark Goines will be calculated using the following formula (rounded down to the nearest whole Option):</p> $\frac{\text{US\$88,200}}{\text{(Meeting Date BSV)}}$ <p>Example</p> <p>The below table is indicative only and illustrates the number of Options that could be issued to John Mark Goines based on different Meeting Date BSVs:</p> <table><thead><tr><th></th><th>Options</th></tr></thead><tbody><tr><td>Based on a Meeting Date BSV of US\$6.15</td><td>14,341</td></tr><tr><td>Based on a Meeting Date BSV of US\$7.27</td><td>12,132</td></tr><tr><td>Based on a Meeting Date BSV of US\$8.40</td><td>10,500</td></tr></tbody></table>		Options	Based on a Meeting Date BSV of US\$6.15	14,341	Based on a Meeting Date BSV of US\$7.27	12,132	Based on a Meeting Date BSV of US\$8.40	10,500
	Options								
Based on a Meeting Date BSV of US\$6.15	14,341								
Based on a Meeting Date BSV of US\$7.27	12,132								
Based on a Meeting Date BSV of US\$8.40	10,500								
Summary of material terms of the Options	<p>The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that Mark Goines remains an Officer and Director of the Company as at the applicable vesting date.</p> <p>Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.</p> <p>The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>								
Exercise Price	The Options will have an exercise price equal to the Meeting Date FMV.								
Value attributed to the Options	The Company values the Options at US\$88,200, which is the dollar value of the Option component of Mark Goines' remuneration.								

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted The number of RSUs to be issued to Mark Goines will be calculated using the following formula (rounded down to the nearest whole Share):

US\$37,800

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to Mark Goines based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	3,071
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,597
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,249

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

Summary of material terms of the RSUs and the Restated Plan

The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that Mark Goines remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs

The Company values the RSUs at US\$37,800

If the resolution in Item 8 is passed, the Company will proceed to grant the relevant RSUs and Options to Mark Goines. If the resolution in Item 8 is not passed, the Company will not grant the relevant RSUs and Options to Mark Goines and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Explanatory Notes

Items of Business at the Annual Meeting

Item 9 - Approval of grant of RSUs and Options to David Wiadrowski for purposes of ASX Listing Rule 10.14

Item 9 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to David Wiadrowski under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to David Wiadrowski, a Non-Executive Director of the Company. As David Wiadrowski is a director of the Company, he consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	For the 12 month period ending 14 May 2023: Director Fees (including Chair of the Audit & Risk Management Committee): <ul style="list-style-type: none">• US\$40,000 cash;• RSUs with a value of US\$40,500, the subject of this Shareholder approval; and• Options with a value of US\$94,500, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 11 May 2019: 7,353 RSUs with a grant price of US\$11.15 and fully vested as of 14 May 2020.• 30 July 2020: 10,302 RSUs with a grant price of US\$7.27 and fully vested as of 15 May 2021.• 29 April 2021: 2,135 RSUs and 13,850 options with an exercise price of US\$13.35 and an expiry date of 29 April 2027.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to David Wiadrowski under the Restated Plan for nil cash consideration.
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to David Wiadrowski in connection with the issue of the RSUs and Options.

Explanatory Notes

Items of Business at the Annual Meeting

Options

Number of Options to be granted

The number of Options to be issued to David Wiadrowski will be calculated using the following formula (rounded down to the nearest whole Option):

US\$94,500

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to David Wiadrowski based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	15,366
Based on a Meeting Date BSV of US\$7.27	12,999
Based on a Meeting Date BSV of US\$8.40	11,250

Summary of material terms of the Options

The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that David Wiadrowski remains an Officer and Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date FMV.

Value attributed to the Options

The Company values the Options at US\$94,500, which is the dollar value of the Option component of David Wiadrowski's remuneration.

RSUs

Number of RSUs to be granted

The number of RSUs to be issued to David Wiadrowski will be calculated using the following formula (rounded down to the nearest whole Share):

US\$40,500

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to David Wiadrowski based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	3,291
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,782
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,410

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of the RSUs and the Restated Plan	<p>The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that David Wiadrowski remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.</p> <p>The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>
Value attributed to the RSUs	The Company values the RSUs at US\$40,500.

If the resolution in Item 9 is passed, the Company will proceed to grant the relevant RSUs and Options to David Wiadrowski. If the resolution in Item 9 is not passed, the Company will not grant the relevant RSUs and Options to David Wiadrowski and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Item 10 – Approval of grant of RSUs and Options to Randi Zuckerberg for purposes of ASX Listing Rule 10.14

Item 10 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to Randi Zuckerberg under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Randi Zuckerberg, a Non-Executive Director of the Company. As Randi Zuckerberg is a director of the Company, she consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	<p>For the 12 month period ending 14 May 2023:</p> <p>Director Fees (including membership of the Audit & Risk Management Committee):</p> <ul style="list-style-type: none">• US\$38,000 cash;• RSUs with a value of US\$37,500, the subject of this Shareholder approval; and• Options with a value of US\$87,500, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	29 April 2021: 2,482 RSUs and 16,101 options with an exercise price of US\$13.35 and an expiry date of 29 April 2027.
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Randi Zuckerberg under the Restated Plan for nil cash consideration.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to Randi Zuckerberg in connection with the issue of the RSUs and Options.								
Options									
Number of Options to be granted	<p>The number of Options to be issued to Randi Zuckerberg will be calculated using the following formula (rounded down to the nearest whole Option):</p> <p>US\$87,500</p> <p>(Meeting Date BSV)</p> <p>Example</p> <p>The below table is indicative only and illustrates the number of Options that could be issued to Randi Zuckerberg based on different Meeting Date BSVs:</p> <table><thead><tr><th></th><th>Options</th></tr></thead><tbody><tr><td>Based on a Meeting Date BSV of US\$6.15</td><td>14,228</td></tr><tr><td>Based on a Meeting Date BSV of US\$7.27</td><td>12,036</td></tr><tr><td>Based on a Meeting Date BSV of US\$8.40</td><td>10,417</td></tr></tbody></table>		Options	Based on a Meeting Date BSV of US\$6.15	14,228	Based on a Meeting Date BSV of US\$7.27	12,036	Based on a Meeting Date BSV of US\$8.40	10,417
	Options								
Based on a Meeting Date BSV of US\$6.15	14,228								
Based on a Meeting Date BSV of US\$7.27	12,036								
Based on a Meeting Date BSV of US\$8.40	10,417								
Summary of material terms of the Options	<p>The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that Randi Zuckerberg remains a Director of the Company as at the applicable vesting date.</p> <p>Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.</p> <p>The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>								
Exercise Price	The Options will have an exercise price equal to the Meeting Date FMV.								
Value attributed to the Options	The Company values the Options at US\$87,500, which is the dollar value of the Option component of Randi Zuckerberg's remuneration.								

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted The number of RSUs to be issued to Randi Zuckerberg will be calculated using the following formulas (rounded down to the nearest whole Share):

US\$37,500

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to Randi Zuckerberg based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	3,047
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,576
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,231

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

Summary of material terms of the RSUs and the Restated Plan

The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that Randi Zuckerberg remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration.

Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs

The Company values the RSUs at US\$37,500.

If the resolution in Item 10 is passed, the Company will proceed to grant the relevant RSUs and Options to Randi Zuckerberg. If the resolution in Item 10 is not passed, the Company will not grant the relevant RSUs and Options to Randi Zuckerberg and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Explanatory Notes

Items of Business at the Annual Meeting

Item 11 – Approval of grant of RSUs and Options to Alex Haro for purposes of ASX Listing Rule 10.14

Item 11 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to Alex Haro under the Restated Plan.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Alex Haro, a Non-Executive Director of the Company. As Alex Haro is a director of the Company, he consequently falls within the category of person listed in ASX Listing Rule 10.14.1
Current total remuneration package	For the period ending 14 May 2023: <ul style="list-style-type: none">• US\$35,000 cash;• RSUs with a value of US\$36,000, the subject of this Shareholder approval; and• Options with a value of US\$84,000, the subject of this Shareholder approval.
Number of securities previously granted under the Restated Plan	<ul style="list-style-type: none">• 17 December 2012: 167,823 options with an exercise price of US\$0.38 per Share and expiry date of 16 December 2022*• 31 October 2013: 414,003 options with an exercise price of US\$0.53 per Share and an expiry date of 30 October 2023*• 11 August 2014: 610,092 options with an exercise price of US\$0.91 per Share and an expiry date of 10 August 2024*• 11 August 2014: 32,089 options with an exercise price of US\$0.91 per Share and an expiry date of 10 August 2024*• 24 October 2017: 167,189 options with an exercise price of US\$2.15 per Share and an expiry date of 23 October 2027**• 16 July 2018: 453,352 options with an exercise price of US\$2.53 per Share and an expiry date of 15 July 2028**• 30 October 2018: 10 options with an exercise price of US\$9.55 per Share and an expiry date of 29 October 2028**• 29 April 2021: 2,462 RSUs and 15,972 options with an exercise price of US\$13.35 and an expiry date of 29 April 2027. <p><small>*This grant was subsequently cancelled and is not currently outstanding. No Shares subject to the grant were exercised. **This grant has subsequently stopped vesting as of 4 September 2020. Unvested amounts were subsequently cancelled and no shares subject to the grants have been exercised to date.</small></p>
Why this type of security is being used	The Remuneration and Nomination Committee believes that Non-Executive Directors should maintain a meaningful level of share ownership to further align their interests with those of the Company's Shareholders.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Alex Haro under the Restated Plan for nil cash consideration.

Explanatory Notes

Items of Business at the Annual Meeting

Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to Alex Haro in connection with the issue of the RSUs and Options.								
Options									
Number of Options to be granted	<p>The number of Options to be issued to Alex Haro will be calculated using the following formula (rounded down to the nearest whole Option):</p> $\frac{\text{US\$84,000}}{\text{(Meeting Date BSV)}}$ <p>Example</p> <p>The below table is indicative only and illustrates the number of Options that could be issued to Alex Haro based on different Meeting Date BSVs:</p> <table><thead><tr><th></th><th>Options</th></tr></thead><tbody><tr><td>Based on a Meeting Date BSV of US\$6.15</td><td>13,659</td></tr><tr><td>Based on a Meeting Date BSV of US\$7.27</td><td>11,554</td></tr><tr><td>Based on a Meeting Date BSV of US\$8.40</td><td>10,000</td></tr></tbody></table>		Options	Based on a Meeting Date BSV of US\$6.15	13,659	Based on a Meeting Date BSV of US\$7.27	11,554	Based on a Meeting Date BSV of US\$8.40	10,000
	Options								
Based on a Meeting Date BSV of US\$6.15	13,659								
Based on a Meeting Date BSV of US\$7.27	11,554								
Based on a Meeting Date BSV of US\$8.40	10,000								
Summary of material terms of the Options	<p>The Options will vest quarterly in equal tranches over the year from 15 May 2022 provided that Alex Haro remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration.</p> <p>Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.</p> <p>The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.</p>								
Exercise Price	The Options will have an exercise price equal to the Meeting Date FMV.								
Value attributed to the Options	The Company values the Options at US\$84,000, which is the dollar value of the Option component of Alex Haro's remuneration.								

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted The number of RSUs to be issued to Alex Haro will be calculated using the following formulas (rounded down to the nearest whole Share):

US\$36,000

(Meeting Date FMV)

Example

The below table is indicative only and illustrates the number of RSUs that could be issued to Alex Haro based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	2,925
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	2,473
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	2,142

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$1:US\$0.75.

Summary of material terms of the RSUs and the Restated Plan

The RSUs will vest quarterly in equal tranches over the year following 15 May 2022 provided that Alex Haro remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration.

Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs

The Company values the RSUs at US\$36,000.

If the resolution in Item 11 is passed, the Company will proceed to grant the relevant RSUs and Options to Alex Haro. If the resolution in Item 11 is not passed, the Company will not grant the relevant RSUs and Options to Alex Haro and may increase the cash component of remuneration to appropriately rebalance overall director compensation.

Explanatory Notes

Items of Business at the Annual Meeting

Item 12 – Approval of grant of RSUs and Options to Charles “CJ” Prober for purposes of ASX Listing Rule 10.14

Item 12 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the grant of RSUs and Options to Charles “CJ” Prober under the Restated Plan.

The Board considers that this grant of RSUs and Options to Charles “CJ” Prober would be a cost effective and efficient reward for the Company to make to appropriately incentivize his continued performance, and is consistent with the strategic goals and targets of the Company.

Specific Information Required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders:

Recipient of RSUs and Options	RSUs and Options will be granted to Charles “CJ” Prober, the CEO of Tile Inc. Charles Prober is an Officer and Director of the Company and consequently falls within the category of person listed in ASX Listing Rule 10.14.1.
Charles “CJ” Prober’s current cash remuneration	A base salary of US\$400,000 and a target cash bonus of US\$300,000 for the period 1 January 2022 to 31 December 2022.
Number of securities previously granted under the Plan	5 January 2022: 427,573 RSUs* *The vesting of the RSUs is contingent on Tile achieving certain performance hurdles in relation to 4QFY21 and 1QFY22.
Why this type of security is being used	It is market practice in the U.S. for executive compensation to include an equity component (commonly Options and/or RSUs) to incentivize and retain individuals and align their interests with the interests of the shareholders. The proposed grant of RSUs and Options to Charles “CJ” Prober is a cost effective way to incentivize and retain Charles “CJ” Prober.
Date of issue of RSUs and Options	The Meeting Date.
Price of issue of RSUs and Options	The Company will issue the RSUs and Options to Charles “CJ” Prober under the Restated Plan for nil cash consideration.
Summary of material terms of any loan in relation to the acquisition	The Company will not make a loan to Charles Prober in connection with the issue of RSUs and Options.

Explanatory Notes

Items of Business at the Annual Meeting

Options

Number of Options to be granted

The number of Options to be issued to Charles Prober will be calculated using the following formula (rounded down to the nearest whole Option):

US\$1,500,000

(Meeting Date BSV)

Example

The below table is indicative only and illustrates the number of Options that could be issued to Charles Prober based on different Meeting Date BSVs:

	Options
Based on a Meeting Date BSV of US\$6.15	243,902
Based on a Meeting Date BSV of US\$7.27	206,327
Based on a Meeting Date BSV of US\$8.40	178,571

Summary of material terms of the Options

The Options are subject to a vesting period whereby the Options will begin vesting monthly in equal tranches beginning from 1 April 2024, provided that Charles "CJ" Prober remains an Officer and Director of the Company as at the applicable vesting date.

Vested Options can be exercised for Shares for the aggregate exercise price at any time. Unvested Options automatically lapse upon a termination of service unless otherwise determined by the Board. The Options have an expiry date that is 6 years from the date of grant.

The Options will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Exercise Price

The Options will have an exercise price equal to the Meeting Date fair market value ("**Meeting Date FMV**").

The **Meeting Date FMV** shall be reflected as a U.S. Dollar value and shall be equal to the closing price of one CDI on the Meeting Date or, if there is no such closing price, the last closing price of one CDI prior to the Meeting Date (Sydney time), as adjusted as necessary to (i) reflect the CDI/per share of Common Stock ratio in effect as of such Meeting Date and (ii) take into account the exchange rate for such currency as published in the Wall Street Journal on the Meeting Date or, if there is no exchange rate for such date, the last exchange rate published prior to the Meeting Date.

Value attributed to the Options

The Company values the Options at US\$1,500,000, which is the dollar value of the Option component of Charles "CJ" Prober's remuneration.

Explanatory Notes

Items of Business at the Annual Meeting

RSUs

Number of RSUs to be granted Up to a maximum of 614,859 RSUs (in order to retain and incentivize Charles “CJ” Prober 614,859 RSUs will be granted if the vesting conditions for the RSUs held by Mr Prober are not satisfied, and 187,286 RSUs will be granted if the vesting conditions are satisfied).

Summary of material terms of the RSUs and the Restated Plan The RSUs will vest in two equal tranches on 5 January 2023 and 5 January 2024 provided that Charles “CJ” Prober remains a Director of the Company as at the applicable vesting date and are settled in Shares for nil consideration. Unvested RSUs automatically lapse upon a termination of service unless otherwise determined by the Board.

The RSUs will be issued on terms and conditions set out in the Restated Plan, a summary of which is provided in Annexure A.

Value attributed to the RSUs The value attributed to the RSUs will be determined on the Meeting Date as follows:

Up to 614,859 RSUs * Meeting Date FMV

Example

The below table is indicative only and illustrates the value that may be attributed to the RSUs (assuming that all of the 614,859 RSUs are granted) based on different Meeting Date FMVs:

	RSUs
Based on a Meeting Date FMV of US\$12.31 ⁽¹⁾	US\$7,568,914
Based on a Meeting Date FMV of US\$14.56 ⁽²⁾	US\$8,952,347
Based on a Meeting Date FMV of US\$16.81 ⁽³⁾	US\$10,335,779

(1) Rounded to the nearest whole cent and assuming a closing price of A\$5.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(2) Rounded to the nearest whole cent and assuming a closing price of A\$6.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

(3) Rounded to the nearest whole cent and assuming a closing price of A\$7.47, CDI/share ratio of 3:1 and exchange rate of A\$:US\$0.75.

If the resolution in Item 12 is passed, the Company will proceed to grant the relevant RSUs and Options to Charles “CJ” Prober. If the resolution in Item 12 is not passed, the Company will not grant the relevant RSUs and Options to Charles “CJ” Prober and will consider alternative incentives including an increase to the cash component of Charles “CJ” Prober’s compensation.

Details of any securities issued under the Restated Plan will be published in the Company’s Annual Report relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14.

Explanatory Notes

Items of Business at the Annual Meeting

Items 13 to 15 – Ratification of prior issues of securities using the Company’s 15% placement capacity

The Company announced on 24 February 2021 (as part of its earnings release) that a review of strategic alternatives was being undertaken that may include acquisitions of strategically important businesses, and which could result in an accelerated listing / dual listing on a US exchange.

On 2 September 2021, the Company announced that it had completed the acquisition of 100% of the shares in Jio, Inc. (**Jiobit**), provider of wearable location devices for young children, pets and seniors (**Jiobit Acquisition**). The upfront consideration for the Jiobit Acquisition was approximately US\$37 million (subject to certain closing adjustments) and comprised an issue of shares of common stock, convertible promissory notes and employee options. If certain performance targets (**Jiobit Performance Targets**) are satisfied the total consideration may increase to US\$54.5 million. The additional performance-based consideration would be solely in the form of shares of common stock.

On 23 November 2021, the Company announced that it entered into a binding agreement to acquire 100% of Tile Inc. (Tile) for a purchase price of up to US\$205.0 million (approximately A\$282.8 million) (**Tile Acquisition**). For the purpose of acquiring Tile, the Company undertook a fully underwritten equity raising comprising a 1 for 15.64 accelerated non-renounceable entitlement offer which raised A\$88.7 million (**Entitlement Offer**), and an institutional placement whereby 13,350,000 new CDIs were issued to both existing and new investors to raise A\$160.2 million (**Institutional Placement**). The 13,350,000 new CDIs were issued on 3 December 2021 at an issue price of A\$12.00 per CDI.

On 6 January 2022, the Company announced that it completed the acquisition of Tile. Accordingly, the Company issued 805,261 shares of common stock (equivalent to 2,415,783 CDIs) as part consideration for the acquisition of Tile.

Each issue of new securities under the Jiobit Acquisition, Institutional Placement and Tile Acquisition was made without shareholder approval using the Company’s 15% placement capacity under ASX Listing Rule 7.1. The Jiobit Acquisition and Tile Acquisition each mark milestones of the Company’s strategic review plan and commitment to evaluate both strategic and financial opportunities that will accelerate its progress towards becoming the dominant platform for a much broader suite of family services.

ASX Listing Rules 7.1 and 7.4

Broadly, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a company can issue without the approval of shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The securities issued under the Jiobit Acquisition, Institutional Placement and Tile Acquisition (as described above) do not fit within any of these exceptions and, as they have not yet been approved by the Company’s shareholders, effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following these events.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the Company’s capacity to issue further equity securities without shareholder approval under that rule. 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 Listing Rule 7.1. To this end, each of the resolutions 13, 14 and 15 seek shareholder approval to ratify the issue of securities under the Jiobit Acquisition, Institutional Placement and Tile Acquisition respectively, under and for the purposes of Listing Rule 7.4.

Explanatory Notes

Items of Business at the Annual Meeting

If shareholders approve resolutions 13, 14 or 15, the securities issued under the Jiojob Acquisition, Institutional Placement and Tile Acquisition (as applicable) will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following these events.

If shareholders do not approve resolutions 13, 14 or 15, the issue of new CDIs under the Jiojob Acquisition, Institutional Placement and Tile Acquisition (as applicable) will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following these events.

ASX Listing Rule 7.5

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

Item 13 – Approval of securities issued – Jio, Inc. acquisition

Names of the persons to whom the Company issued the securities or the basis upon which those persons were identified or selected	The First Tranche Shares and convertible promissory notes (Notes) were issued to the shareholders of Jio, Inc. The Second Tranche Shares will be issued to the shareholders of Jio, Inc.
The number and class of securities issued	First Tranche Shares: 765,733 shares of common stock (equivalent to 2,297,199 CDIs). Notes: with an aggregate face value of US\$11,486,343. Second Tranche Shares: up to 753,152 shares of common stock (equivalent to 2,259,456 CDIs).
Date of issue	First Tranche Shares and Notes: 2 September 2021. Second Tranche Shares: no later than 18 August 2022 (Pacific time).
Issue price of other consideration the Company has received for the securities	As the First Tranche Shares and Notes were issued, and the Second Tranche Shares may be issued, as consideration for the Jiojob Acquisition, no funds were raised. The deemed issue price of the First Tranche Shares and Second Tranche Shares is US\$22.50 per share (equivalent to US\$7.50 per CDI).
The purpose of the issue	Part consideration for the acquisition of 100% of the shares in Jio, Inc. as announced to the ASX on 27 April 2021 and 2 September 2021.

Explanatory Notes

Items of Business at the Annual Meeting

The material terms of the Notes	<p>Interest: the rate equal to the 'US Prime Rate' as published in The Wall Street Journal's 'Money Rates' table, plus 0.25% per annum. Interest is payable annually on the outstanding principal.</p> <p>Maturity: unless previously converted, the Notes will be redeemed in three equal portions on the first, second and third anniversary of the Notes issue date.</p> <p>Conversion: the holders of a majority of the aggregate unpaid principal amount of the Notes may elect to convert the Notes into shares in the Company. The maximum number of shares that may be issued in respect of the conversion of the principal of the Convertible Note is 510,504 (equivalent to 1,531,512 CDIs), subject to adjustment.</p> <p>Adjustments: the number of shares to be issued on conversion will be adjusted (as appropriate) if the Company's shares are subdivided, consolidated, reclassified, changed or reorganized. Any adjustment must comply with the ASX Listing Rules, and the terms of the Notes will be amended as necessary to comply with the ASX Listing Rules applying to the reorganization of capital.</p>
The material terms of the Jio Acquisition	<p>The Company acquired 100% of Jio, Inc. (trading as Jiobit). The upfront consideration was US\$37 million, payable in a combination of approximately US\$21.8 million in Life360 shares, US\$14.4 million in convertible promissory notes and US\$1.0 million in retention consideration, subject to adjustments for working capital and certain tax modifications. If certain performance targets are achieved following completion the total consideration may increase to US\$54.5 million.</p>

Item 14 – Approval of securities issued – institutional placement

Names of the persons to whom the Company issued the securities or the basis upon which those persons were identified or selected	<p>New and existing institutional investors who were identified by Credit Suisse (Australia) Limited and Bell Potter Securities Limited as lead managers to the Institutional Placement.</p>
The number and class of securities issued	<p>13,350,000 CDIs (equivalent to 4,450,000 shares).</p>
Date of issue	<p>3 December 2021.</p>
Issue price of other consideration the Company has received for the securities	<p>A\$12.00 per CDI.</p>
The purpose of the issue	<p>Part consideration for the acquisition of 100% of Tile, Inc. and balance sheet strength, as announced to the ASX on 23 November 2021.</p>

Explanatory Notes

Items of Business at the Annual Meeting

Item 15 – Approval of securities issued – Tile, Inc. acquisition

Names of the persons to whom the Company issued the securities or the basis upon which those persons were identified or selected	The shares were issued to the shareholders of Tile, Inc.
The number and class of securities issued	805,261 shares of common stock (equivalent to 2,415,783 CDIs).
Date of issue	6 January 2022.
Issue price of other consideration the Company has received for the securities	The shares were issued as part consideration for the Tile Acquisition, no funds were raised from the issue of the shares. The deemed issue price of the shares was US\$28.07 per share (equivalent to US\$9.57 per CDI).
The purpose of the issue	Part consideration for the acquisition of 100% of Tile, Inc., as announced to the ASX on 23 November 2021.
The material terms of the Tile Acquisition	The Company acquired 100% of Tile, Inc. The total consideration was up to US\$205 million comprising US\$132.4 million cash (subject to customary adjustments), up to US\$37.6 million in Life360 shares (conditional, in part, on Tile achieving certain financial hurdles) and up to US\$35 million in retention equity awards for Tile employees.

Other business

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the Corporations Act 2001 (Cth) (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's audited financial statements for the year ended 31 December 2021, which have been prepared in accordance with United States Generally Accepted Accounting Principles (**US GAAP**). The Corporations Act does not require a vote of Shareholders on the reports or statements. However, the Shareholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of financial report for consideration at the meeting can be accessed on the Company's website:
<https://investors.life360.com>

If a Shareholder would like to receive a hard copy, please contact the Company's share registry.

Annexure A

Summary of restated 2011 Stock Plan

Summary of Restated Plan

The Restated Plan is administered by a committee of the Board (or the Board if no committee has been established). Subject to the provisions of the Restated Plan, the administrator generally has the power to determine: (i) who will receive awards under the Restated Plan; (ii) the number of Shares to be covered by each award; (iii) the terms and conditions, not inconsistent with the terms of the Restated Plan, of any award granted under the Restated Plan, including, without limitation, the exercise or purchase price (if any) applicable to the award, the time or times when awards may vest and/or be exercised, and any restriction or limitation regarding any award or the Shares underlying any award; and (iv) to construe and interpret the terms of the Restated Plan and any award agreement.

In accordance with Delaware law, the Board has increased the Authorized Pool under the Restated Plan from 18,118,548 securities to 21,781,589 securities, with effect from 10 March 2021. The Board has also amended the Restated Plan, in accordance with Delaware Law, with the effect that the Authorized Pool will automatically increase on 1 January each year, commencing on 1 January 2021 in an amount equal to the lesser of (i) 5% of the Company's outstanding share capital immediately preceding December 31, (ii) 5,000,000 Shares and (iii) such number of securities determined by the Board. This annual increase is consistent with market practice for higher growth companies in the software and internet verticals.

The term of each option granted pursuant to the Restated Plan shall be for the term stated in the relevant option agreement, but for no more than 10 years from the date of grant; unless the option is granted to a person who owns stock representing more than 10% of the voting power of all classes of stock of the Company as of the date of grant, in which case the term shall be no more than 5 years from the date of grant if the option is granted as an "incentive stock option" for purposes of the U.S. tax code.

Subject to certain conditions, the exercise price of the option is to be determined by the administrator; provided that it shall not be less than fair market value of a share on the date of grant (or 110% of fair market value for an incentive stock option granted to a person who owns stock representing more than 10% of the voting power of all classes of stock of the Company as of the date of grant). Further, the consideration to be paid for the shares upon exercise of option, the terms and conditions applicable to the exercise of option, the vesting criteria for restricted stock units, and timing of settlement of earned restricted stock units are to be determined by the administrator.

The awards may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution. The designation of a beneficiary to an award by a participant will not be considered a transfer.

In the event of a sale of substantially all of the Company's assets, merger or other change in control, as defined under the Restated Plan, each outstanding award will be treated as the administrator determines, including, but not limited to, providing for the assumption or substitution of the outstanding award, the cancellation of the outstanding award on such terms and conditions as it deems appropriate, including providing for the cancellation of such outstanding award for no consideration.

Subject to compliance with applicable law, the Board has the authority to amend or terminate the Restated Plan provided no amendment or termination (other than an adjustment pursuant to a recapitalisation as described above) shall be made that would materially and adversely affect the rights of any participant under any outstanding award, without his or her consent. Certain amendments, as required by applicable laws, will require the approval of the Shareholders. The Restated Plan will automatically terminate in 2028, unless terminated prior. Details of any Securities issued to the Directors under the Restated Plan will be published in each annual report of the Company relating to the period in which the Securities have been issued.

A copy of the Restated Plan can be accessed here <https://www.asx.com.au/asxpdf/20200807/pdf/4419fq0qvckxzj.pdf>.



Online Meeting Guide

Life360 2022 AGM

20 May 2022, 09:30 AEST



Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting, shareholders and 3rd party proxies can ask questions and submit votes in real time.

To participate online visit web.lumiagm.com/374173512 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible

To log in, you must have the following information:

Meeting ID: 374-173-512

Australian residents

- **Username**
(SRN or HIN)
- **Password**
(postcode of your registered address)

Overseas residents

- **Username**
(SRN or HIN)
- **Password**
(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

Appointed Proxies

To receive your unique username and password, please contact Computershare on 03 9415 4024 (within Australia) or +61 3 9415 4024 (outside Australia).

Guests

To register as a guest, you will need to enter your name and email address.

Participating at the meeting

- 1 To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided above.

Enter Meeting ID

JOIN MEETING

- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions

← LUMI

Terms and Conditions

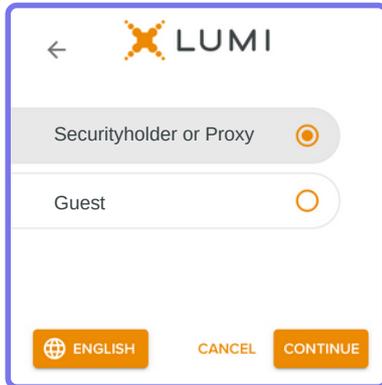
Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms and Conditions please click on the following link:
[Terms and Conditions](#)

I agree to all of the above terms and conditions

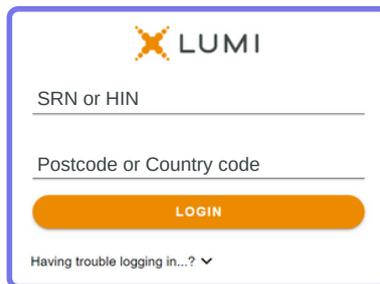
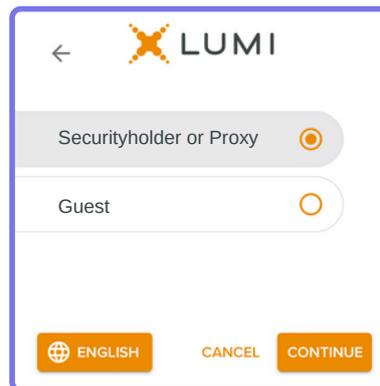
ENGLISH DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.
Note that only shareholders and proxies can vote and ask questions in the meeting.

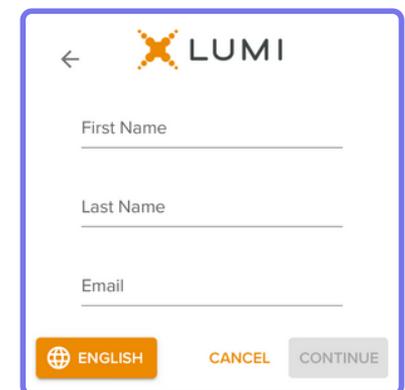
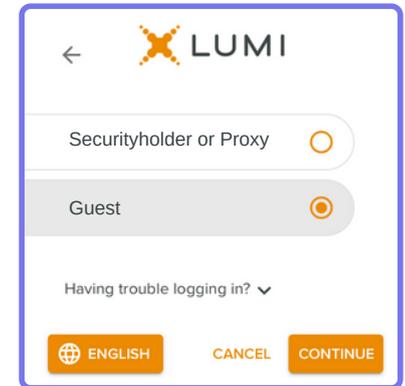
To register as a shareholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



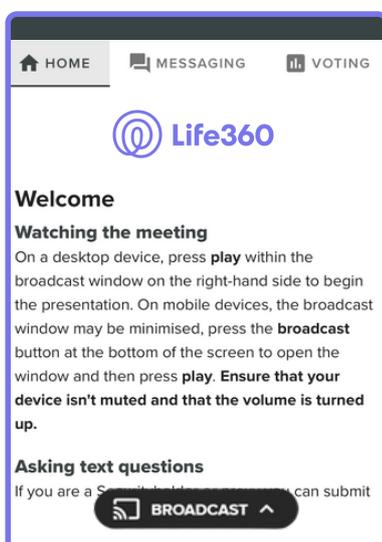
To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



To register as a guest, select 'Guest' and enter your name and email address.



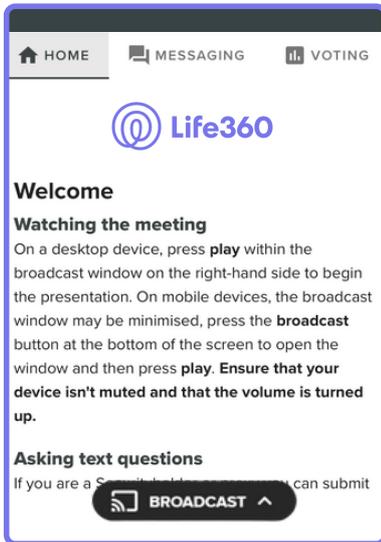
4 Once logged in, you will see the home page, which displays the meeting title and instructions.



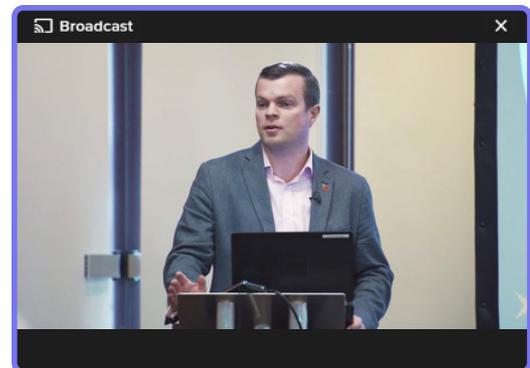
5 On a desktop device the webcast will appear at the side automatically. On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



6 During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



7 Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon. To reduce the webcast to its original size, select the X at the top of the broadcast window.

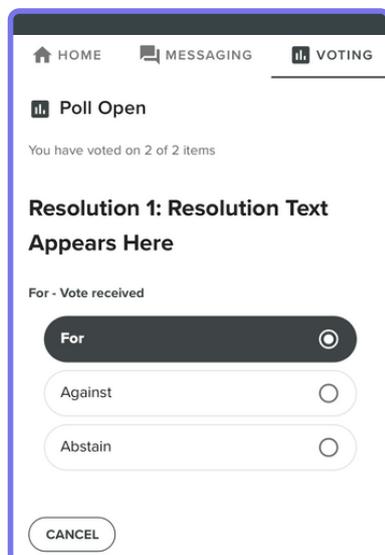


8 For shareholders and appointed proxies only. When the Chair declares the poll open:

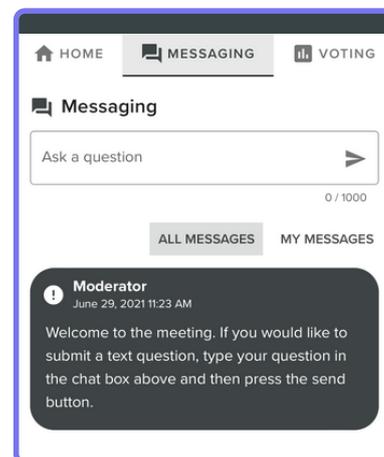
- A voting icon will appear on screen and the meeting resolutions will be displayed
- To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

There is no need to press a submit or send button. Your vote is automatically counted.

Votes may be changed up to the time the Chair closes the poll.

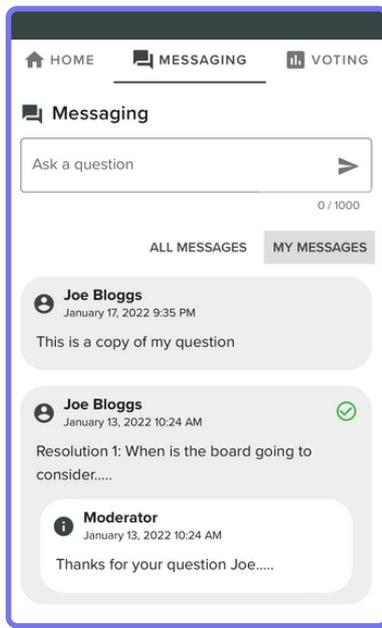


9 For shareholders and appointed proxies only. To ask a written question tap on the messaging icon, type your question in the chat box at the top of the screen and select the send icon. Confirmation that your message has been received will appear.



10 For shareholders and appointed proxies only. Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

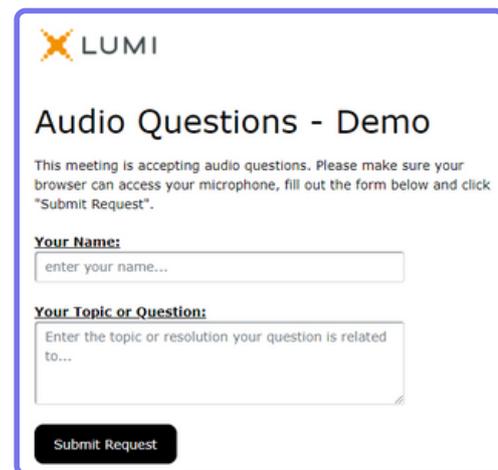
A copy of your sent questions, along with any written responses from the meeting team, can be viewed by "selecting my messages".



11 For shareholders and appointed proxies only. To ask a question verbally:

- Pause the broadcast
- Click on the link under "Asking Audio Questions" on the home tab 
- Enter the requested details
- Click "Submit Request"
- Follow the audio prompts to connect

You will hear the meeting while you wait to ask your question.



Icon descriptions



Home tab - displays meeting instructions and audio questions link



Messaging tab - Submit written questions or comments



Voting tab - View and selection voting options. Only visible once the chair opens voting



Documents tab - View documents relating to the meeting, if available

Lodge your Voting Instruction Form:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Online Subscribers:
For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

360

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

CDI Voting Instruction Form - 2022 Annual Meeting (AM)



Vote online or view the Annual Report, 24 hours a day, 7 days a week:
www.investorvote.com.au

- Complete your Voting Instruction Form**
- Access the Annual Report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

 **For your voting instruction to be effective it must be received by 9.30am (Sydney time) on Tuesday, 17 May 2022.**

How to Vote

Each CHESS Depository Interest (CDI) is equivalent to one-third of Company Common Stock, so that every 3 (three) CDI registered in your name on Tuesday, 19 April 2022 at 7.00pm (AEST) entitles you to one vote.

By signing this Voting Instruction Form, you direct CHESS Depository Nominees Pty Limited (CDN) to appoint the Chairman of the meeting or a person designated by you as its Nominated Proxy to vote the shares in the company held by CDN on your behalf in respect of the resolutions to be considered at the Annual Meeting to be held virtually, on 20 May 2022 and at any adjournment of that meeting, as indicated on this form, and to vote or abstain in respect of any procedural resolution as the Nominated Proxy (as applicable) thinks fit.

If you want to apportion your vote, you must clearly enter the portion to be voted in a particular manner in the box opposite the resolution in Step 2 overleaf. This may be done by specifying the number of shares underlying your CDI holding or the percentages of that holding. If you vote in excess of 100% of your holding for the resolution, your vote on the resolution will be invalid. If you mark more than one box for the resolution, except to show a portion in the manner discussed above, your vote on that resolution will be invalid.

If you lodge the Voting Instruction Form prior to the Annual Meeting, and complete your voting directions on that form, your voting instructions may only be changed if you submit a further Voting Instruction Form before the closing date at 9:30am (Sydney time) on Tuesday, 17 May 2022.

Attending the Meeting

Persons attending the virtual Annual Meeting will be prompted by virtual meeting website to provide appropriate identification to gain entry into the virtual meeting website.

Appointing the Chairman as Nominated Proxy (Option A)

To instruct CDN to appoint the Chairman of the meeting as its Nominated Proxy to vote the shares underlying your CDIs:

Step 1 - Place a cross in the box next to Option A.

Step 2 - Place a mark or specify the number of shares or percentage of your holding to be voted in one of the boxes opposite the resolution. The shares underlying your CDIs will be voted in accordance with this direction.

If you do not mark 'For', 'Against', or 'Abstain' the Chairman may vote as he or she determines at the Annual Meeting.

If you mark the 'Abstain' box, you are directing the Chairman (as CDN's Nominated Proxy) not to vote on the resolution(s) and your votes will not be counted in computing the required majority.

* If the Nominated Proxy is a body corporate and the written instruction will be submitted by a representative of the body corporate, the appropriate 'Certificate of Appointment of Corporate Representative' form will need to be provided along with the written instructions. A Corporate Representative form may be obtained from Computershare or online at www.investorcentre.com/au and select Printable Forms'.

Appointing a proxy of your choice (Option B)

To instruct CDN to appoint a Nominated Proxy of your choice (other than the Chairman of the meeting) or failing your nominee's attendance at the Annual Meeting, the Chairman who may vote the shares underlying your CDI at Life360's Annual Meeting:
Step 1 - Write the person you appoint in the box at the top of the form overleaf.
Step 2 - Place a mark or specify the number of shares or percentage of your holding to be voted in one of the boxes opposite the resolution.

You may instruct CDN to appoint yourself or your nominee, or failing your or your nominee's attendance at the Annual Meeting, the Chairman as a proxy.

If you instruct CDN to appoint a person nominated by you as Nominated Proxy but do not mark 'For', 'Against', or 'Abstain', the Nominated Proxy may vote as he or she determines at the AM.

If you mark the 'Abstain' box for a resolution, you are directing the Nominated Proxy not to vote on the resolution(s).

If you appoint a Nominated Proxy and your Nominated Proxy does not attend the AM, the Chairman will vote in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions* provided to the Chairman, care of Computershare facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia. If the Nominated Proxy does not provide written instructions to the Chairman, care of Computershare by **9:30am (Sydney time) on Tuesday, 17 May 2022**, then the Chairman intends voting in favour of the resolutions.

If you do not select either of Option A or Option B, and the Voting Instruction Form is validly signed, you will be deemed to have marked Option A.

Signing Instructions for Postal Forms

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

Joint Holding: Where the CDI holding is in more than one name, all of the CDI holders must sign.

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

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

**GO ONLINE TO VOTE,
or turn over to complete the form**



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

Change of address. If incorrect, mark this box and make the correction in the space to the left.



I 9999999999 I ND

Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depositary Nominees Pty Limited (CDN) will vote as directed

(please mark box A OR insert a name in the space provided at B below)

XX

I/We, being a CDI holder of the company, hereby instruct:

Option A

CDN to appoint the Chairman of the meeting as its Nominated Proxy

or

Option B

CDN to appoint the following Nominated Proxy:

Please write the name of the person (other than the Chairman) you would like to attend and vote at the meeting on your behalf. **If you wish to attend, speak and vote at the virtual meeting, write your own name.**

or failing attendance at the Annual Meeting of the person or body corporate so named, the Chairman

to attend, speak and vote the shares underlying my/our holding of CDIs at the Annual Meeting of Life360, Inc. to be held virtually (refer to the Notice of Meeting) on Friday, 20 May 2022, at 9:30am (Sydney, Australia time) (4.30pm (San Francisco time) on Thursday, 19 May 2022) and any adjournment of the meeting.

If you complete neither of the options above, and the Voting Instruction Form has been validly signed, then you will be deemed to have marked Option A.

THE BOARD OF DIRECTORS RECOMMEND A VOTE 'FOR' THE RESOLUTIONS.

STEP 2 Items of Business

1. Re-election of Chris Hulls as a Director
2. Re-election of John Philip Coghlan as a Director
3. Re-election of Charles "CJ" Prober as a Director
4. Approval of grant of RSUs and Options to Chris Hulls
5. Approval of grant of RSUs and Options to John Philip Coghlan
6. Approval of grant of RSUs and Options to Brit Morin
7. Approval of grant of RSUs and Options to James Syngé
8. Approval of grant of RSUs and Options to Mark Goines
9. Approval of grant of RSUs and Options to David Wiadrowski
10. Approval of grant of RSUs and Options to Randi Zuckerberg
11. Approval of grant of RSUs and Options to Alex Haro
12. Approval of grant of RSUs and Options to Charles "CJ" Prober
13. Approval of securities issued - Jio, Inc acquisition
14. Approval of securities issued - institutional placement
15. Approval of securities issued - Tile, Inc. acquisition

For Abstain

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

3 6 0

2 8 6 4 3 2 A



Computershare +

2022 Annual Meeting of Life360

Friday, May 20, 2022 at 9:30 A.M. (AEST) (being Thursday, May 19, 2022 at 4:30 P.M. PDT)

The 2022 Annual Meeting of Shareholders of Life360 will be held on Friday, May 20, 2022 at 9:30 A.M. (AEST) (being Thursday, May 19, 2022 at 4:30 P.M. PDT) virtually via the internet at <https://web.lumiagm.com/374173512> (Meeting ID: 374-173-512)

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Life360



Notice of 2022 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for Annual Meeting – May 20, 2022

The Chairman of the meeting, or any other Director of the Company (if required), or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of Life360 to be held on May 20, 2022 (AEST) (May 19, 2022 PDT) or any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR Items 1-15.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

Only those Shareholders of record, or beneficial owners of Shares or CDIs held on Tuesday, April 19, 2022 at 7.00pm (Sydney, Australia time)(being Tuesday, April 19, 2022 at 2.00am Pacific Time) may vote at the Annual Meeting.

Valid, signed and dated proxy cards must be received by Computershare US no later than Tuesday, May 17, 2022 at 4.30pm (Pacific Time) (being Wednesday, May 18, 2022 at 9.30am Sydney, Australia time).

(Items to be voted appear on the reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

