

Rights attaching to the Unlisted Options to be issued to staff of Audio Pixels Limited in Israel on 1 December 2022 – three year options

The terms and conditions of the issue of the Unlisted Options granted will entitle the holder to subscribe for and be allotted Shares in Audio Pixels Holdings Limited as follows:

- a. *Each Option entitles the holder to subscribe for and be allotted one ordinary share in the capital of the Company. The exercise price is Aust\$14.00 per Option.*
- b. *The Options are exercisable at any time prior to 5.00pm in 1 December 2025 (the "Expiry Date") by notice in writing to the Directors accompanied by payment of the exercise price.*
- c. *The Options are transferable except to the extent of any restriction under the ASX Listing Rules during an escrow period. No application will be made to the ASX for Official Quotation of the Options.*
- d. *Shares will be allotted and issued pursuant to the exercise of the Options not more than 10 business days after receipt of a properly executed Notice of Exercise and payment of the requisite application moneys.*
- e. *Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's fully paid ordinary Shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon the exercise of the Options within 3 Business Days after the date of allotment of those Shares.*
- f. *There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new Issues of capital offered or made to the Shareholders during the currency of the Options. However, the Company will send a notice to each optionholder at least 9 business days before the record date for any proposed issue of capital. This will give optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.*
- g. *There are no rights to change the exercise price, or in the number of Shares over which the Options can be exercised in the event of a bonus issue by the Company prior to the exercise of any Options.*
- h. *In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the reorganisation.*
- i. *The Company will, at least 20 Business Days before the Expiry Date, send notices to the optionholders stating the name of the optionholder, the number of Options held, the number of Shares to be issued on exercise of the Options, the exercise price, the due date for payment of the exercise price, and the consequence of non-payment.*