



15 July 2022

ASX Release

Notice of Annual General Meeting and Proxy Form

Plenti Group Limited (ASX: PLT) provides the attached Notice of Annual General Meeting and Proxy Form.

ENDS

Authorised for release by: the Board of Plenti Group Limited

For more information please contact

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shareholders@plenti.com.au

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About Plenti

Plenti is a fintech lender, providing faster, fairer loans through smart technology.

We offer award-winning automotive, renewable energy and personal loans, delivered by proprietary technology, to help creditworthy borrowers bring their big ideas to life.

Since establishment in 2014, our loan originations have grown consistently, supported by diversified loan products, distribution channels and funding, and underpinned by our exceptional credit performance and continual innovation.

For more information visit plenti.com.au/shareholders

Plenti Group Limited

Notice of 2022 Annual General Meeting
Explanatory Statement | Proxy Form



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16 August 2022 | 4:00pm AEST

This AGM will be held as a 'hybrid' meeting and Shareholders may choose to attend online at https://us02web.zoom.us/webinar/register/WN_WI2Wfd2ThC3WvpQfOekCQ

or in person at Level 5, 126 Philip Street, Sydney NSW 2000.

Registration will commence at **3:30pm (AEST)**.

Further instructions for attending the meeting online are provided within this Notice and in the Registration and Voting Guide available at

<https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Letter from the Chairman

Dear Shareholders

On behalf of the Board of Plenti Group Limited (**Plenti**), I am pleased to invite you to join the Annual General Meeting (**AGM**), which will be held on **Tuesday, 16 August 2022** at **4:00pm (AEST)**.

Plenti is holding its AGM in a hybrid format, accessible both in person and online.

The physical meeting will be held at the offices of Plenti's share registry Automic in Sydney, on the land of the Gadigal people of the Eora nation.

Shareholders and proxyholders participating in the meeting live online will be able to submit questions and vote in real time, as will those in attendance at the physical meeting. I encourage the lodgement of proxy votes ahead of the meeting and shareholders are also able to submit their questions in advance via the company website. Further details regarding participation in the AGM, whether in person or online, are set out on page 12 of this document.

The notice of meeting sets out the business that will be proposed at the AGM, with 5 key items in addition to the consideration of the financial statements and reports, and the adoption of the remuneration report.


Martin Dagleish has informed the Board that he will retire as a director and will not be seeking re-election at the AGM. On behalf of the Board, I would like to thank Martin for his significant contribution to Plenti over the past eight years.

The items of business to be proposed at the meeting are the election of Stephen Benton as director; the approval of a grant of performance rights for Daniel Foggo the CEO and managing director; the approval of an increase to Plenti's ASX Listing Rule placement capacity, and an amendment to Plenti's Constitution to allow for fully virtual meetings.

The Board, excluding the interested directors, recommends that members vote in favour of the proposed resolutions.

The results of the AGM will be available at www.plenti.com.au and on the ASX after the meeting has concluded.

On behalf of the Board, I look forward to welcoming you to Plenti's 2022 AGM.



Mary Ploughman
Chairman

Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting of Plenti Group Limited (ACN 643 435 492) (the **Company**) will be held at **4:00pm (AEST) on Tuesday, 16 August 2022** as a hybrid meeting (**Meeting** or **AGM**).

The Explanatory Statement to this Notice of Meeting provides additional information on each item of business to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the Glossary.

Items of business

Item 1 – Financial statements and reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 March 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report for that financial year.

Note: This item is for discussion only.

Item 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the Remuneration Report for the financial year ended 31 March 2022 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Item 3 – Election of Stephen Benton as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That Stephen Benton be elected as a Director of the Company."

Item 4 – Approval of Issue of STI Share Rights to Mr Daniel Foggo, Director/CEO of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the issue and allotment of 193,670 STI Share Rights to Mr Daniel Foggo, Director/CEO of the Company, under the Company's Short Term Incentive Plan as described in the Explanatory Statement be approved for all purposes."

Item 5 – Approval of Issue of LTI Share Rights to Mr Daniel Foggo, Director/CEO of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the issue and allotment of 632,733 LTI Share Rights to Mr Daniel Foggo, Director/CEO of the Company, under the Company's Long Term Incentive Plan as described in the Explanatory Statement be approved for all purposes."

Item 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement be approved."

Item 7 – Amendment to the Constitution

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, the Constitution containing the amendments set out in the document submitted to the Meeting and signed by the Chairman for identification, be approved and adopted with effect from the close of the Meeting."

BY ORDER OF THE BOARD



Georgina Koch
Company Secretary
Level 5, 14 Martin Place
Sydney NSW 2000, Australia
15 July 2022

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

Item 1 – Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 March 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report (together, the **Reports**).

Shareholders may view the Reports on the Company's website at <https://www.plenti.com.au/>. To request a hard-copy of the Reports, contact the Share Registry by sending an email to hello@automic.com.au.

No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the Reports, as well as the management and performance of the Company.

The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions of the Company's auditor in relation to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

The Company recommends that Shareholders submit questions for the Company's auditor in advance of the Meeting. If Shareholders wish to submit questions for the Company's auditor prior to the Meeting, questions should be submitted by **5:00pm (AEST) on Tuesday, 9 August 2022**. See "Important information" for further details on how to submit questions prior to the Meeting. Shareholders can raise questions for the Company's auditor on the day of the Meeting.

Item 2 – Adoption of Remuneration Report

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by Shareholders at the Meeting.

The Remuneration Report is set out in the Company's Annual Financial Report, which is available on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Remuneration Report, contact the Share Registry by sending an email to hello@automic.com.au.

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and key management personnel (**KMP**), including the terms of the incentive arrangements in place for KMP.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments both prior to and during the Meeting on the Remuneration Report.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on this item:

- by or on behalf of a member of the Company's KMP, whose remuneration details are included in the Remuneration Report (or their Closely Related Parties) in any capacity; and
- as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with the directions given to the proxy by that person on the Proxy Form; or
- by the Chairman as the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, despite the fact that this item is connected with the remuneration of the Company's KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all available proxies in favour of this item.

Item 3 – Election of Stephen Benton as Director

Stephen Benton was appointed by the Board as a non-executive independent Director of the Company on 1 July 2022. At the Meeting he will cease to hold office in accordance with article 20.4(b) of the Constitution, and being eligible, offers himself for election as a Director of the Company.

The Company's Corporate Governance Statement sets out the mix of skills the Board values and its approach to renewal, appointment, induction and the term of Directors (accessible on the Company's website at <https://www.plenti.com.au/>). Using its skills matrix to guide decision making during the recruitment process, the Company appointed Stephen Benton to its Board (and as a member of the Audit & Risk Committee and the People & Culture Committee). Comprehensive checks (including character, experience, education, criminal history and bankruptcy) were undertaken before Stephen's appointment. In addition, an assessment was undertaken of Stephen's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Stephen is an independent Director.

Stephen has 30 years' experience driving business strategy in financial services across large organisations, challenger brands and growth companies. He also holds experience specific to consumer lending, product development, and debt collection.

Stephen holds a Bachelor of Commerce, Accounting and Finance, and is a Graduate of the Australian Institute of Company Director's.

The Board considers Stephen's skills and extensive experience will complement and enhance the Board's decision making.

Directors' recommendation

The Directors (other than Stephen Benton) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Items 4 and 5 – Approval of Issue of Incentive Securities to Mr Daniel Foggo, Director/CEO of the Company

Background

Shareholder approval is sought to grant to the CEO and Director, Daniel Foggo:

- (a) 193,670 STI Share Rights under the terms of the Company's Short Term Incentive Plan (**STIP**) for FY22; and
- (b) 632,733 LTI Share Rights under the terms of the Company's Long Term Incentive Plan (**LTIP**) for FY23.

The provision of equity rights ensure direct alignment with Shareholders and encourages executives to execute a business strategy that builds the value of the business over the longer term. It also aligns the Company's remuneration structure with that of its market competitors in order to attract, motivate, retain and reward key executives. The provision of equity rights is subject to the satisfaction of a compliance gateway condition, applicable performance and service conditions over the performance period, and the Board's discretion.

If Shareholders approve:

- (a) item 4, 193,670 STI Share Rights will be granted to Daniel Foggo; and
- (b) item 5, 632,733 LTI Share Rights will be granted to Daniel Foggo,

in each case, shortly after the AGM and in any event within 6 months of the date of the AGM.

Key terms of STI Share Rights

An overview of the key terms of the proposed grant of STI Share Rights to Daniel Foggo under the STIP is set out below.

Number of STI Share Rights

Subject to Shareholder approval, Daniel Foggo will be granted 193,670 STI Share Rights under the STIP for the period between April 2021 – March 2022 (Daniel Foggo was granted 82,607 STI Share Rights under the STIP for the period between September 2020 – March 2021 in FY21).

Daniel Foggo's STI opportunity is set as a percentage of his base salary, 50% at target and 70% at stretch. This STI award is determined by measuring performance against Company level and individual level targets set at the start of the FY22 performance period. Performance targets at the Company level for FY22 related to the achievement of loan origination growth and cash NPAT targets. Further information on these performance targets is set out in the Company's FY22 Remuneration Report. Based on performance against those targets during the FY22 performance period, the Board has determined Daniel Foggo's FY22 STI award to be \$223,650 being 90% of his STI opportunity.

75% of the CEO's award (\$167,738) is proposed to be awarded via STI Share Rights. The number of STI Share Rights to be granted has been calculated by dividing \$167,738 by the VWAP of the Shares over the 20 Trading Days up to and including 17 May 2022 (which was \$0.8661), being the day prior to the release of the Company's financial results for FY22.

No price is payable for the grant or conversion of the STI Share Rights.

STI Share Rights

Daniel Foggo will not be eligible to receive any dividends on STI Share Rights until the rights vest, are exercised, and the Shares are allocated. STI Share Rights carry no right to any dividend equivalent amount on vesting. The STI Share Rights also do not carry any voting rights.

STI Share Rights are not transferable (except in limited circumstances or with the consent of the Board).

Entitlement and Vesting

Each STI Share Right will give Daniel Foggo a right to receive one Share (or an equivalent cash value for the shares at the Board's discretion). The STI Share Rights will be granted in two equal tranches:

- (a) **Tranche 1:** The Share Rights in this tranche will be eligible to vest on 1 October 2022 (the first **Vesting Period**); and
- (b) **Tranche 2:** The Share Rights in this tranche will be eligible to vest on 1 July 2023 (the second **Vesting Period**).

There are no further performance conditions that attach to the vesting of the STI Share Rights (other than in respect of the continued employment of the CEO), as the performance conditions for Daniel Foggo's FY22 STI Share Rights have been satisfied, as outlined above.

Key terms of LTI Share Rights

An overview of the key terms of the proposed grant of LTI Share Rights to Daniel Foggo under the LTIP is set out below.

Number of LTI Share Rights

Subject to Shareholder approval, Daniel Foggo will be granted 632,733 LTI Share Rights under the LTIP (Daniel Foggo has previously been issued 319,175 LTI Share Rights as set out in the Company's Annual Financial Report).

The number of LTI Share Rights to be granted has been calculated by dividing \$450,000 (being the CEO's LTI financial opportunity for FY23) by the VWAP of Shares over the 20 Trading Days up to and including 16 June 2022 (which was \$0.7112). The vesting of LTI Share Rights is subject to the vesting conditions set out below.

No price is payable for the grant or conversion of the LTI Share Rights.

LTI Share Rights

Daniel Foggo will not be eligible to receive any dividends on LTI Share Rights until the rights vest and the Shares are allocated. LTI Share Rights carry no right to any dividend equivalent amount on vesting. The LTI Share Rights also do not carry any voting rights.

LTI Share Rights are not transferable (except in limited circumstances or with the consent of the Board).

Entitlement and Vesting

Each LTI Share Right will give Daniel Foggo a right to receive one Share (or an equivalent cash value for the shares at the discretion of the Board), subject to the satisfaction of a compliance gateway condition, applicable performance and service conditions over the performance period, and the Board's discretion. The LTI Share Rights will be granted in two equal tranches:

- (a) **Tranche 1:** The LTI Share Rights in this tranche will be eligible to vest shortly following the expiry of 2 years starting from 1 April 2022 (the first **Performance Period**); and
- (b) **Tranche 2:** The LTI Share Rights in this tranche will be eligible to vest shortly following the expiry of 3 years starting from 1 April 2022 (the second **Performance Period**).

The vested Shares are not transferable (except in limited circumstances or with the consent of the Board).

(A) Compliance gateway condition

The "gateway" condition qualifies the vesting of the LTI Share Rights by requiring that the Board be satisfied that there has been no material compliance breach during the relevant Performance Period that results in a material financial loss to the Plenti group (i.e. over \$5 million), or significant damage to the reputation of the Plenti group. The Board will determine the satisfaction of this condition in its absolute discretion.

(B) Other vesting conditions

The vesting of the LTI Share Rights is also subject to the satisfaction of the following Performance Hurdles and Service Condition:

- (a) **Performance Hurdles:** 60% of LTI Share Rights in each tranche will be subject to the Performance Hurdles (set out below); and
- (b) **Service Condition:** 40% of LTI Share Rights in each tranche will be subject to Mr Foggo's continued employment with the Company until the vesting date for that tranche (see below for further details).

A summary of the Performance Hurdles is set out below.

Performance Hurdle	% of LTI Share Rights	Vesting Scale									
<p>Revenue growth Compound Annual Growth Rate (CAGR)</p> <p>This hurdle is tested by measuring the 'point-to-point' revenue compound annual growth rate (CAGR) achieved by the Company over the relevant Performance Period, by comparing the Company's revenue (total revenue before transaction costs) for the final financial year of the relevant Performance Period to its revenue for the financial year ended 31 March 2022 (base year).</p>	<p>This applies to 20% of the LTI Share Rights in each Tranche.</p>	<table border="1"> <thead> <tr> <th>CAGR</th> <th>LTI Share Rights subject to this hurdle that vest (%)</th> </tr> </thead> <tbody> <tr> <td><25%</td> <td>0%</td> </tr> <tr> <td>>25% but <35%</td> <td>Pro-rata vesting between threshold and target</td> </tr> <tr> <td>>35%</td> <td>100%</td> </tr> </tbody> </table>	CAGR	LTI Share Rights subject to this hurdle that vest (%)	<25%	0%	>25% but <35%	Pro-rata vesting between threshold and target	>35%	100%	
CAGR	LTI Share Rights subject to this hurdle that vest (%)										
<25%	0%										
>25% but <35%	Pro-rata vesting between threshold and target										
>35%	100%										
<p>Cost-to-income ratio</p> <p>The cost-to-income hurdle is tested by determining the change in the cost-to-income ratio of the Company's operations over the relevant Performance Period, by comparing the Company's cost-to-income for the final financial year of the relevant Performance Period to base year cost-to-income ratio.</p>	<p>This applies to 15% of the LTI Share Rights in each Tranche.</p>	<p>Performance hurdle achieved if there is a material reduction in the cost-to-income ratio (where income is measured after the deduction of commission expense) between the base year and the final financial year of the relevant Performance Period.</p>									
<p>Strategic hurdles</p> <p>The strategic hurdles are tested at the end of the relevant Performance Period.</p>	<p>This applies to 25% of the LTI Share Rights in each Tranche.</p>	<p>Performance hurdle achieved if the Board determines that the relevant strategic hurdles, relating to loan portfolio growth and cash NPAT profitability growth, have been met.</p>									

Any LTI Share Rights that do not vest following testing will lapse.

Additional key terms for STI Share Rights and LTI Share Rights

STI Share Rights and LTI Share Rights dividends voting and transferability

The STI Share Rights and LTI Share Rights do not confer any right to a return of capital, whether in a winding up or upon a reduction of capital, and do not confer any right to participate in the surplus profit or assets of the Company upon a winding up. The STI Share Rights and LTI Share Rights do not confer any right to participate in new issues of securities.

Cessation of employment

If Daniel Foggo ceases employment with the Company as a result of a termination for cause (including for gross misconduct), all unvested STI Share rights will lapse.

In respect of the LTI Share Rights, if Daniel Foggo ceases employment with the Company:

- as a result of termination for cause (including gross misconduct), all unvested LTI Share Rights will lapse;
- for any other reason (including death, disability, redundancy, retirement and mutual agreement), Mr Foggo will:
 - forfeit a pro-rata portion of the unvested LTI Share Rights that are subject to the Service Condition based on the proportion of the relevant Performance Period that remains at the time that he ceases employment as determined by the Board; and
 - retain the unvested LTI Share Rights that are subject to the Performance Hurdles. Whether these LTI Share Rights vest will depend upon an assessment of the performance conditions at the end of each Performance Period, unless otherwise determined by the Board.

However, the Board has discretion to determine that, in certain circumstances including in the event of the CEO's resignation, that some or all of the unvested LTI Share Rights will be retained or forfeited.

If the STI Share Rights or LTI Share Rights have vested but Daniel Foggo ceases employment with the Company before exercising these rights:

- (a) as a result of termination for cause (including gross misconduct), all vested STI Share Rights and LTI Share Rights will lapse; and
- (b) for any other reason (including death, disability, redundancy, retirement and mutual agreement), Mr Foggo will be required to exercise all vested STI Share Rights and LTI Share Rights within 90 days of ceasing employment.

Clawback

Where the Board considers that Mr Foggo received inappropriate or unfair benefits in connection with the STI Share Rights or LTI Share Rights, including due to fraud, dishonesty, gross misconduct, breach of obligations or actions that bring the Company into disrepute, the Board may, in its absolute discretion, determine an appropriate treatment for the STI Share Rights or LTI Share Rights and/or shares allocated on vesting of the STI Share Rights or LTI Share Rights (including in some cases variation to or clawback of the STI Share Rights or LTI Share Rights or the value of the vested shares).

Change of control or divestment of business

In the event of a change of control or the divestment of a business/asset of the Company, the Board may exercise discretion to determine an appropriate treatment for the STI Share Rights or LTI Share Rights and/or shares allocated on vesting of the STI Share Rights or LTI Share Rights, subject to compliance with law and the ASX Listing Rules.

Reorganisation of capital

In certain circumstances involving a reorganisation of share capital of the Company, the Board may adjust the number of Shares allocated on vesting of the STI Share Rights or LTI Share Rights to ensure no material advantage or disadvantage to Mr Foggo, subject to the ASX Listing Rules.

CEO remuneration package

The CEO, Daniel Foggo's total current remuneration package is comprised of:

Remuneration	Opportunity	
	\$	%
Base salary (plus superannuation) ¹	\$450,000 + \$46,714 (\$496,714 in total)	39%
A short term incentive of 50% of salary at target and up to 70% of salary at stretch during each financial year, paid via a combination of cash (25%) and share rights (75%)	\$315,000 at stretch	25%
A long term incentive of up to 100% of salary paid through the issue of LTI Share Rights under the Company's LTIP	\$450,000	36%
Total Maximum Remuneration Opportunity²	\$1,261,714	100%

Other information required under ASX Listing Rules

There is no loan scheme in relation to the grant of STI Share Rights under the STIP or LTI Share Rights under the LTIP.

Daniel Foggo is currently the only Director who is eligible to receive grants of STI Share Rights under the STIP and LTI Share Rights under the LTIP.

Details of any securities issued to Daniel Foggo under the STIP and LTIP will be published in the Company's annual report along with a statement that approval for the issue was obtained under Listing Rule 10.14. No additional persons covered by ASX Listing Rule 10.14 will participate in the STIP and LTIP without Shareholder approval being first obtained.

¹ Following a comprehensive market remuneration review conducted in 2022, it was determined that the CEO's base salary was under market. Recognising the strategic importance of the CEO to the long term success of the Company, an adjustment was made to the CEO's base salary, effective 1 April 2022, to continue to appropriately remunerate and incentivise the CEO.

² The Total Maximum Remuneration Opportunity (TMRO) is indicative since the CEO will not realise any benefit from the Share Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of Shares. The TMRO also does not represent the accounting value that will be disclosed in the Remuneration Report – this report also includes annual leave and long-service leave.

Approval sought

The Company is proposing to issue to Daniel Foggo 193,670 STI Share Rights under the Company's STIP and 632,733 LTI Share Rights under the Company's LTIP. ASX Listing Rule 10.14 provides that listed companies must not permit a director or their Associates to acquire securities in the entity under an employee incentive scheme unless it obtains the approval of its shareholders.

Items 4 and 5 seek the required shareholder approval to issue 193,670 STI Share Rights and 632,733 LTI Share Rights to Daniel Foggo. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the CEO.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast:

- (a) in favour of items 4 and 5 by or on behalf of Daniel Foggo and any of his Associates in any capacity; and
- (b) on items 4 and 5 as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast by:

- (c) as proxy for a person entitled to vote on the relevant item in accordance with the directions given to the proxy by that person on the Proxy Form; or
- (d) the Chairman as proxy for a person entitled to vote on the relevant item, because the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even though the relevant items are connected with the remuneration of the KMP; or
- (e) 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.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this Resolution.

Directors' recommendation

The non-executive Directors consider the STI Share Rights and LTI Share Rights to be important components of Daniel Foggo's total remuneration package and the grants to be reasonable, having regard to the size, scope, complexity and strategic objectives of the Company.

The Directors (other than Daniel Foggo) unanimously recommend that Shareholders vote in favour of Items 4 and 5.

The Chairman intends to vote undirected proxies in favour of those items.

Item 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Background

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

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

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation equal to or less than \$300 million.

As at 1 July 2022, the Company had a market capitalisation of approximately \$122.5 million based on the number of Shares on issue and the closing price of Shares of \$0.72 and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this item will be withdrawn.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being the Shares.

If this item is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval. Additionally, the number of Shares the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If this item is not passed, the Company will not be able to access the 10% Placement Capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

This item is a Special Resolution and accordingly at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this item for it to be passed.

Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

The issue price per equity security must not be less than 75% of the VWAP of the equity securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

Any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this item. However, if Shareholders approved this item and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for the Company's working capital requirements;
- (c) to acquire assets; and
- (d) paying service providers or consultants of the Company.

Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under ASX Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

		Potential Dilution and Funds Raised		
Variable "A" ASX Listing Rule 7.1A.2		\$ 0.3600 50% decrease in issue price	\$ 0.7200 issue prices ^(b)	\$ 1.4400 100% increase in issue price
"A" is the number of shares on issue, being 170,153,793 Shares^(a)	10% voting dilution^(c)	17,015,379	17,015,379	17,015,379
	Funds raised	\$6,125,536	\$12,251,073	\$24,502,146
"A" is a 50% increase in shares on issue, being 255,230,690 Shares	10% voting dilution^(c)	25,523,069	25,523,069	25,523,069
	Funds raised	\$9,188,305	\$18,376,610	\$36,753,219
"A" is a 100% increase in shares on issue, being 340,307,586 Shares	10% voting dilution^(c)	34,030,759	34,030,759	34,030,759
	Funds raised	\$12,251,073	\$24,502,146	\$49,004,293

Notes:

Based on the total number of fully paid ordinary Shares on issue as at 1 July 2022. Note that the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under ASX Listing Rule 7.1.

- (a) Based on the closing price of the Company's Shares on ASX as at 1 July 2022.
- (b) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under ASX Listing Rule 7.1A.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (d) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Allocation policy for issues under ASX Listing Rule 7.1A

The recipients of any equity securities issued under the 10% Placement Capacity have not yet been determined. The Company's allocation policy and the identity of the recipients of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the recipients and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This item is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the item by Shareholders (by number of ordinary shares) must be in favour of this item.

Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore no existing Shareholders will be excluded from voting on this item.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote undirected proxies in favour of this item.

Item 7 – Amendment to the Constitution

The current Constitution contemplates general meetings being held at a physical location or as a 'hybrid' meeting (where some attendees meet in person and others can participate online using technology). Virtual meetings conducted wholly online, like the 2021 Annual General Meeting are not contemplated. The 2021 Annual General Meeting was conducted as a virtual meeting in reliance on a temporary amendment to the Corporations Act granted by the Commonwealth Treasurer in response to COVID-19 (which has since expired). The Corporations Act has now been amended to be more facilitative of fully virtual meetings.

The Company proposes to amend the Constitution to make it clearer, and expressly allow, general meetings to be held as a hybrid meeting or wholly virtually. The new clauses ensure that any hybrid or virtual annual general meetings meet the amended requirements of the Corporations Act and enable all Shareholders entitled to attend and be given a reasonable opportunity to participate.

A copy of the existing Constitution is available in the Corporate Governance section of the Company's website at: <https://www.plenti.com.au/corporate-governance/>. A marked up version of the proposed amended Constitution is available at <https://www.plenti.com.au/shareholders/pcm-agm-2022/>.

The amended Constitution includes a requirement that a notice of general meeting for virtual meetings includes information about how Shareholders entitled to attend can participate in the meeting and appoint proxies (where applicable) virtually, and allows the Company to implement internet lodgement of proxies.

The amended Constitution also includes a requirement that voting at a virtual general meeting is taken on a poll and not on a show of hands; and clarifies the powers of the Chairman where a meeting is conducted using technology.

For this item to be passed as a Special Resolution, at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the item, in accordance with the Corporations Act.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote undirected proxies in favour of this item.

Important Information

The AGM will be held at **4:00pm (AEST) on Tuesday, 16 August 2022** as a hybrid meeting.

If you are attending virtually, you will need a computer, tablet or mobile device with internet connection to attend and participate in the Meeting.

A person is eligible to vote at the Meeting if they are a registered Shareholder at **7:00pm (AEST) on Monday, 15 August 2022**.

Physical meeting

Shareholders can attend the AGM in person at Level 5, 126 Philip Street, Sydney NSW. If you are attending in person, please arrive at least 30 minutes prior to commencement and bring your proxy form.

Virtual meeting

Shareholders

Shareholders can participate in the Meeting through the online AGM platform accessible at

https://us02web.zoom.us/webinar/register/WN_WI2Wfd2ThC3WvpQfOekCQ

Registration will open at **3:30pm (AEST) on Tuesday, 16 August 2022** and shareholders are encouraged to login to the platform at least 15 minutes prior to the scheduled start time for the Meeting if attending virtually.

Information on how to use the online AGM platform, including how to vote and submit questions, is available in the Registration and Voting Guide available at: <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>

Proxyholders

If you are entitled to vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy does not need to be a Shareholder and may be an individual or a body corporate. Should you hold two or more Shares, you are able to appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion or number of votes is not specified, each proxy may exercise one half of the total number of votes that Shareholder is entitled to exercise.

Proxyholders will need their proxy details to login to the online AGM platform and participate. Please contact the Share Registry, Automic, before the AGM on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at meetings@automicgroup.com.au to obtain these details and otherwise refer to the information in the Registration and Voting Guide.

Shareholder questions

If you are entitled to vote at the AGM, you are encouraged to submit written questions for the Company or the auditor before the AGM.

Please submit all questions by **5:00pm (AEST) on Tuesday, 9 August 2022** by emailing meetings@automicgroup.com.au.

Shareholders will also be able to ask questions during the Meeting in person or via the online AGM platform. Information on how to submit questions through the online platform is set out in the Registration and Voting Guide.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM, however there may not be sufficient time available to address all of the questions and comments raised.

Voting

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting on all items will be conducted by poll and the results will be announced to the ASX and made available on the Company's website as soon as practicable after they are known.

Shareholders can vote by proxy. Information on how to lodge a proxy vote prior to the Meeting is set out further below.

Voting during the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an existing account with the Share Registry to access the online AGM platform are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (accessible at <https://investor.automic.com.au/#/home>), click on 'register' and follow the steps as prompted. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders with an account with Automic are advised to take the following steps to vote virtually on the day of the AGM:

1. **(Login)** Login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps as prompted.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps as prompted.

For further information on how to vote during the online Meeting, please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

Voting by proxy

To vote by proxy in advance of the Meeting, please use one of the following methods:

Online	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ul style="list-style-type: none"> • Login to the online AGM platform using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. • To use the online lodgement facility, Shareholders will need their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form. <p>For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf.</p>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax	+61 2 8583 3040

Your proxy instruction must be received not later than **4:00pm (AEST) on Sunday, 14 August 2022**. Proxy Forms received later than this time will be invalid.

If the Proxy Form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

Default to the Chairman

If:

- a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the Shareholder's proxy either:
 - does not attend the AGM; or
 - attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that Shareholder.

Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out in this Notice of Meeting, the Chairman intends to vote all undirected proxies in favour of items 2 to 7.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is provided to the Share Registry with the Proxy Form by **4:00pm (AEST) on Sunday, 14 August 2022**, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

A corporate Shareholder may appoint a person to act as its representative. If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative must provide the Share Registry with adequate evidence of their appointment (such as an Appointment of Corporate Representative form confirming that they are authorised to act as the Shareholder's representative at the AGM) by **4:00pm (AEST) on Sunday, 14 August 2022**, unless this has previously been provided to the Share Registry.

Important information relating to election to receive documents

Shareholders can elect to receive documents relating to their shareholding electronically or in paper copy. These documents include dividend statements, Plenti's annual report and notices of meeting (together with documents relating to shareholder meetings and resolutions to be considered). Shareholders can also elect not to receive an annual report. If you choose not to receive an annual report you can access it on our website at <https://www.plenti.com.au/shareholders/results/>.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, Plenti will now issue notices of annual and general meetings electronically where a shareholder has provided a valid email address or has not made an election, unless the shareholder has elected to receive a paper copy of these documents.

Shareholders can make their election via <https://investor.automic.com.au> or by contacting Automic (using the details below).

Enquiries

Shareholders can contact the Share Registry, using the details below if they have any queries in respect of the matters set out in these documents.

Automic contact information

Phone: 1300 288 664 (within Australia)
+61 2 9698 5414 (International)

Email: hello@automic.com.au

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

Postal address: Automic, GPO Box 5193,
Sydney NSW 2001

Office address: Automic, Level 5, 126 Phillip Street,
Sydney NSW 2000

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 31 March 2022 as lodged by the Company with ASX on 18 May 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

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

ASX Listing Rules means the official rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 17 May 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chairman means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporation Regulations 2001 (Cth).

Company means Plenti Group Limited ACN 643 435 492.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth), as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

FY22 means the financial year ended 31 March 2022.

KMP means key management personnel (including the Directors) of the Company.

LTI Share Right means a share right which, subject to its terms, could convert to a Share under the Company's LTIP.

LTIP means the Company's Long Term Incentive Plan.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 15 July 2022 including the Explanatory Statement.

NPAT means net profit after tax.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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

Shareholder means a holder of a Share.

Share Registry or **Automic** means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

STI Share Rights means a share right which, subject to its terms, could convert to a Share under the Company's STIP.

STIP means the Company's Short Term Incentive Plan.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Plenti



Holder Number:

Your proxy voting instruction must be received by **4:00pm (AEST) on Sunday, 14 August 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

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

