

ASX Announcement

28 October 2022

2022 ANNUAL GENERAL MEETING – NOTICE OF MEETING

Temple & Webster Group Ltd (**Company**) (ASX: TPW) will hold its 2022 Annual General Meeting (AGM) as a physical meeting on Wednesday, 30 November 2022 at 11.00am AEDT.

Attached for release is the 2022 Notice of Meeting and sample voting form sent to shareholders today with details of how to attend and vote at the AGM, together with details of how a live audio stream of the AGM may be accessed for shareholders who are unable to attend.

This announcement has been authorised for release by the Company Secretary.

For further information:

Lisa Jones

Company Secretary

investor.relations@templeandwebster.com.au

About the Temple & Webster Group

Temple & Webster is Australia's largest pure play online retailer of furniture and homewares.

Temple & Webster has over 200,000 products on sale from hundreds of suppliers. The business runs an innovative drop-shipping model whereby products are sent directly to customers by suppliers, enabling faster delivery times and reducing the need to hold inventory, allowing for a larger product range.

The drop ship range is complemented by a private label range which is sourced directly by Temple & Webster from overseas suppliers.

The Build by Temple & Webster (www.thebuild.com.au) is a pure play online retailer for home improvement. Sharing the same mission as its leading furniture and homewares sister site Temple & Webster, The Build helps Australians make their homes more beautiful and turn home renovators' visions into reality by providing the biggest and best range, a beautiful and easy shopping experience, and inspirational content.

Temple & Webster Group's registered office and principal place of business is 2, 1-7 Unwins Bridge Road, St Peters, Sydney, Australia and is listed on the Australian Securities Exchange under the code TPW.



Notice of Annual General Meeting 2022

Temple & Webster Group Ltd (**Company**)

ACN: 608 595 660

Dear Shareholder,

I have pleasure in inviting you to attend the 2022 Annual General Meeting (**AGM** or **Meeting**) of Temple & Webster Group Ltd (**Temple & Webster** or the **Company**) to be held at 11.00am (AEDT) on Wednesday 30 November 2022 at the Company's offices at Building 2/1-7 Unwins Bridge Road, St Peters NSW 2044.

While the board of directors of the Company (**Board**) has decided to hold this AGM as a physical meeting, we continue to monitor the ongoing risks of COVID-19 and realise that it might be necessary to make alternative arrangements. Therefore, I would urge you to please lodge your vote or proxy instructions and any questions prior to the AGM in accordance with the instructions outlined in the Notice of Meeting.

Should it become necessary to change the arrangements or limit attendance at the AGM we will provide you with as much notice as possible via the ASX announcements platform and our website.

The Company will also live audio stream the AGM for those shareholders who choose not to, or are unable to, attend the AGM in person. You may access the livestream at: <https://meetings.linkgroup.com/TPW22>.

The Notice of Meeting and Explanatory Notes detail the business to be dealt with at the AGM.

Temple & Webster's Managing Director and CEO, Mark Coulter and I will each provide an address to the Meeting to update shareholders on the year in review and the broad strategic intent around future growth. Copies of these addresses and all presentations will be lodged via the ASX announcements platform prior to the commencement of the Meeting.

While you will have the opportunity to ask questions if attending the Meeting in person, you may also submit questions beforehand online at <https://investorcentre.linkgroup.com> or by sending an email to investor.relations@templeandwebster.com.au. I strongly encourage you to submit questions prior to the Meeting so that we can address them in our presentations.

If you have any questions about the AGM, please contact Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (overseas).

Thank you for your continued interest in Temple & Webster, and your ongoing support and investment.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'S. Heath'.

Stephen Heath

Chair

Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**AGM** or **Meeting**) of Temple & Webster Group Ltd (**Temple & Webster** or the **Company**) will be held at the Company's offices located at Building 2/1-7 Unwins Bridge Road, St Peters NSW 2044, Australia on Wednesday 30 November 2022 at 11.00am (AEDT).

As this is a physical meeting, we kindly ask that you refrain from attending the Meeting in person if you feel unwell or have COVID-19 symptoms.

If circumstances change in respect of COVID-19, the Company may need to limit the number of shareholders attending the Meeting in person or make changes to the proposed meeting arrangements. Considering this, we strongly encourage shareholders to vote and submit questions prior to the Meeting in accordance with the instructions set out below.

The Company will also live audio stream the AGM for those shareholders who choose not to, or are unable to, attend the Meeting in person. This will allow shareholders to follow the proceedings and view the presentations but not participate in the Meeting or vote on any resolutions during the Meeting. The live audio stream may be accessed at <https://meetings.linkgroup.com/TPW22>.

If it becomes necessary or appropriate to make any changes to the proposed meeting arrangements due to COVID-19, shareholders will be given as much notice as possible by way of announcement to ASX and updates on the Company's website at www.templeandwebstergroup.com.au.

Agenda items

Item 1: Financial Statements and Reports

To receive and consider the financial statements and reports of the Directors and of the auditors for the year ended 30 June 2022.

Note: *No resolution is required for this item of business*

Item 2: Remuneration Report

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2022 be adopted."

Note: *In accordance with the Corporations Act, the vote on this resolution is advisory only and will not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see below).*

Item 3: Re-election of Director

Resolution 2: Re-election of Director

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

“That Conrad Yiu, being a Director seeking re-election in accordance with rule 68 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.”

Grant of Equity Securities to Managing Director & CEO

Resolution 3: Grant of equity securities under the Employee Share Option Plan

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

“That:

- (a) the issue of Options under the Employee Share Option Plan to Mark Coulter, the Managing Director and CEO of the Company, on the terms set out in the Explanatory Notes, be approved for the purposes of ASX Listing Rule 10.14 and all other purposes; and
- (b) the provision of benefits to Mark Coulter in connection with any possible future termination of his employment;
 - (i) as provided in the terms of offer and the Rules of the Employee Share Option Plan; and
 - (ii) on the terms set out in the Explanatory Notes;

be approved for the purposes of sections 200B and 200E of the Corporations Act and all other purposes.”

Note: A voting exclusion statement applies to this resolution (see below).

Item 5: NED Equity Plan Grants

Resolution 4: Issue of Restricted Rights to Mr Stephen Heath

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

“That the issue of Restricted Rights for the issue of 12,204 fully paid ordinary shares in the Company under the Company’s Non-Executive Director Equity Plan (**NEP**) to Mr Stephen Heath, a Non-executive Director of the Company, be approved under and for the purposes of ASX Listing Rule 10.14, and for all other purposes and on the basis set out in the Explanatory Notes.”

Note: A voting exclusion statement applies to this resolution (see below).

Resolution 5: Issue of Restricted Rights to Ms Belinda Rowe

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

“That the issue of Restricted Rights for the issue of 4,436 fully paid ordinary shares in the Company under the Company’s Non-Executive Director Equity Plan (**NEP**) to Ms Belinda Rowe, a Non-executive Director of the Company be approved under and for the purposes of ASX Listing Rule 10.14, and for all other purposes and on the basis set out in the Explanatory Notes.”

Note: A voting exclusion statement applies to this resolution (see below).

Resolution 6: Issue of Restricted Rights to Mr Conrad Yiu

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

“Subject to approval of Resolution 2, that the issue of Restricted Rights for the issue of 17,288 fully paid ordinary shares in the Company under the Company’s Non-Executive Director Equity Plan (**NEP**) to Mr Conrad Yiu, a Non-executive Director of the Company be approved under and for the purposes of ASX Listing Rule 10.14, and for all other purposes and on the basis set out in the Explanatory Notes.”

Note: *A voting exclusion statement applies to this resolution (see below).*

The items of business should be read in conjunction with the Explanatory Notes which form part of this Notice of Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Lisa Jones', written in a cursive style.

Lisa Jones

Company Secretary

19 October 2022

Voting and Participation

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm AEDT on Monday 28 November 2022 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or representative), only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the register of member will be entitled to vote. If more than one joint holder tenders a vote, only the vote of the joint holder whose name appears first on the register of members will be counted.

On a poll, shareholders have one vote for every fully paid ordinary share held.

2 Voting exclusions

VOTING EXCLUSION STATEMENT

Agenda Item 2 (resolution 1) – Adoption of remuneration report	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> • by or on behalf of a member of the KMP whose remuneration details are included in the remuneration report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; or • by a member of the KMP or their closely related parties as a proxy, unless the vote is cast as a proxy for a person entitled to vote on this resolution: <ul style="list-style-type: none"> ○ in accordance with a direction on how to vote as set out in the proxy appointment; or ○ by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit.
Agenda Item 4 (resolution 3) – Issue of Equity Securities to Managing Director & CEO	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> • by or on behalf of Mr Mark Coulter or his associates (if in favour of the resolution), and • by a member of KMP or their closely related parties (as a proxy), unless the vote is cast as a proxy for a person entitled to vote on this resolution: <ul style="list-style-type: none"> ○ in accordance with a direction on how to vote as set out in the proxy appointment; or ○ by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit, or ○ by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided: <ul style="list-style-type: none"> ▪ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from

	<p>voting, and is not an associate of a person excluded from voting on the resolution; and</p> <ul style="list-style-type: none"> ▪ the holder votes on the resolution in accordance with the directions given by the beneficiary.
<p>Agenda Item 5 (resolutions 4-6) Grant of Equity Securities to Non-Executive Directors</p>	<p>The Company will disregard any votes cast on resolutions 4, 5 and 6:</p> <ul style="list-style-type: none"> • by or on behalf of Mr Stephen Heath, Ms Belinda Rowe and Mr Conrad Yiu (if in favour of the resolution), and • by a member of KMP or their closely related parties (as a proxy), unless the vote is cast as a proxy for a person entitled to vote on this resolution: <ul style="list-style-type: none"> ○ in accordance with a direction on how to vote as set out in the proxy appointment; or ○ by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit, or ○ by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided: <ul style="list-style-type: none"> ▪ 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 ▪ the holder votes on the resolution in accordance with the directions given by the beneficiary.

3 Poll voting and required voting majorities

In accordance with the Company's Constitution, all voting will be conducted on a poll.

All the resolutions require a simple majority of the eligible votes cast by shareholders present and voting at the Meeting, whether in person, by valid direct vote, proxy or attorney, or in the case of corporate shareholders or proxies, by a natural person representative, to be cast in favour of the relevant resolution.

4 How to vote

Shareholders can vote on the resolutions by:

- (a) submitting a direct vote before the Meeting (recommended option);
- (b) casting a vote in person at the Meeting; or
- (c) appointing a proxy.

All shareholders are strongly encouraged to lodge a direct vote or proxy voting instructions online by lodging a voting form before the Meeting no later than 11.00am AEDT on Monday 28 November 2022 in accordance with the instructions below.

Direct voting before the Meeting

Direct voting allows you to lodge your vote directly with the Company before the Meeting and the flexibility to vote without needing to either attend the Meeting or appoint a proxy to attend the Meeting in your place.

For a vote to be counted you must complete the voting directions for each item by marking 'For', 'Against' or 'Abstain'. Votes will only be valid for items marked and no vote will be counted for items left blank. However, if the voting form is left blank for all items, the Chair of the Meeting will be deemed to be your appointed proxy for all items.

Voting forms can be submitted in the following ways:

- (a) Online – at <https://investorcentre.linkgroup.com>. Follow the prompts and have your SRN or HIN available. You may also scan the QR code on the front of the voting form with an appropriate device. You will need your SRN or HIN and the postcode for your shareholding.
- (b) By post – completed voting forms may be posted to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235.
- (c) By facsimile – completed voting forms may be sent by facsimile to (02) 9287 0309 (within Australia) or +612 9287 0309 (outside Australia).

All voting forms must be received (either online, by post or fax) by Link Market Services Limited no later than 11.00am AEDT on Monday 28 November 2022. Any voting form received after this time will not be valid.

We strongly encourage shareholders to vote prior to the Meeting.

Further instructions on direct voting are available on the front of the voting form.

Proxies

All shareholders who are entitled to attend and vote have the right to appoint a proxy to attend the Meeting and vote in their place. A proxy need not be a shareholder and can be an individual or a body corporate.

If you wish to appoint a proxy you must complete the proxy appointment section of the voting form and return it to the Company in accordance with the instructions on the form.

You can direct your proxy how to vote (i.e., to vote 'for', 'against', or to 'abstain' from voting on each resolution) by following the instructions on the voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item of business as directed. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

For your proxy appointment to be effective, it must be received by Temple & Webster not less than 48 hours before the time for holding the Meeting (that is, by 11.00am AEDT on Monday 28 November 2022).

If you appoint the Chair as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (i.e., if you wish to vote 'for', 'against' or to 'abstain' from voting). However, if you do not direct the Chair on how to vote, you are expressly authorising the Chair to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of Key Management Personnel (**KMP**) of Temple & Webster. The Chair intends to vote all available (including undirected) proxies in favour of all resolutions, subject to the application voting exclusions.

If you are entitled to cast two or more votes, you may appoint up to two proxies. Where two proxies are appointed, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of your votes. Where both appointed proxies attend the meeting and the proxy specifies each appointed proxy to vote in a different way on a resolution, then neither proxy may vote on a show of hands.

You cannot lodge a direct vote and appoint a proxy for the same voting rights.

The appointment of one or more duly appointed proxies will not preclude the shareholder from attending the Meeting and voting personally. If the shareholder votes on a resolution, the proxy must not vote as the shareholder's proxy on that resolution.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting. Such evidence may include a letter or certificate authorising the individual as the body corporate's representative, executed in accordance with the body corporate's constitution, or a copy of the resolution appointing the representative, certified by the secretary or a director of the body corporate.

If:

- a shareholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,

the Chair of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Proxy voting by KMP

Resolutions 1, 3 and 4-6 on the Agenda relate to the Remuneration of KMP (which includes the Directors).

If a shareholder who is not a member of the Company's KMP appoints a member of the Company's KMP (which includes the Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolution 1 (Remuneration Report), Resolution 3 (Issue of Equity Securities to Managing Director & CEO) and Resolutions 4-6 (Issue of Equity Securities to Non-executive Directors) unless the proxy is directed how to vote or the Chair of the Meeting is appointed as proxy.

If the Chair of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default and the shareholder does not indicate their voting intentions on the voting form for Resolutions 1, 3 and 4-6 then by completing and submitting the voting form the shareholder will be expressly authorising the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4-6 as the Chair decides, even though the item is connected with the remuneration of the Company's KMP.

The Chair of the Meeting intends to vote all undirected proxies in favour of each resolution to be proposed at the Meeting.

Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative will need to bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the AGM. An attorney may but need not be a member of the Company.

An attorney may not vote at the AGM unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 11.00am AEDT on Monday 28 November 2022.

5 Questions from shareholders

Temple & Webster welcomes questions from shareholders and proxyholders both before and during the Meeting. In the interests of all participants, please confine your questions to matters being

considered at the Meeting that are relevant to shareholders as a whole. To ensure that as many shareholders as possible can speak, shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

It may not be possible to respond to all questions during the Meeting and several similar questions may be grouped together and answered by the Chair or management.

Before the Meeting

We encourage shareholders to submit written questions to the Company before the AGM by no later than 11.00am AEDT on Monday 28 November 2022. Questions may be submitted in the following ways:

- (a) Online – at <https://investorcentre.linkgroup.com>
- (b) By email – to investor.relations@templeandwebster.com.au.

Questions to the Company auditor

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (**EY**), questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

In accordance with section 250PA of the Corporations Act, shareholders who are eligible to cast a vote at the Meeting may also submit to the auditor a written question in relation to either the content of the auditor's report or the conduct of the audit of the annual financial report.

Questions for the auditor may be submitted by the methods specified immediately above.

Relevant written questions for the auditor must be received by the Company by no later than 5.00pm on Wednesday 23 November 2022.

We strongly encourage shareholders to submit questions prior to the Meeting.

During the Meeting

All shareholders will have a reasonable opportunity to ask questions during the Meeting, including the opportunity to ask questions of the Company's auditor, EY.

Explanatory Notes

Item 1: Financial Statements and Reports

Section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report, director's report, and auditor's report of the Company for the most recent financial year to be presented to the Meeting. The financial report contains the financial statements of the Company.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the Meeting.

However, shareholders will be given an opportunity to raise questions or comments on the reports and the management of the Company. Shareholders will also be given the opportunity to ask the Company's auditor questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

Resolution 1: Adoption of Remuneration Report

In accordance with section 300A of the Corporations Act, the Company has prepared a Remuneration Report for the consideration of shareholders.

A copy of the Remuneration Report is set out on pages 33 to 48 of the Company's 2022 Annual Report, which is available at www.templeandwebstergroup.com.au/Investor-Centre/

The objective of the Company's remuneration framework is to ensure reward for performance whilst maintaining competitiveness with the market and appropriateness for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders.

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report sets out information including:

- the remuneration policies of the Company and the link between the remuneration of key executives and the Company's performance;
- the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2022, including key disclosures in relation to KMP; and
- remuneration decisions taken during the financial year ended 30 June 2022.

Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

As prescribed by section 250R(3) of the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and any discussion on this item at the Meeting into account when considering the future remuneration policies and practices of the Company.

Under the Corporations Act, if 25% or more of votes are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the managing director) will cease to hold office immediately before the end of that meeting but may stand for re-election at that meeting.

A voting exclusion statement applies to this resolution, as set out in this Notice.

Recommendation

The Directors recommend that all shareholders vote **in favour** of Item 2, approving the adoption of the Company's 2022 Remuneration Report.

Item 3: Re-election of Director

Resolution 2: Re-election of Director

Article 68 of the Company's Constitution provides that at each annual general meeting one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) retire from office but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than one third of the Directors retiring from office.

The Company's Constitution requires that the director or directors to retire are those who have been longest in office since their appointment or last election. Susan Thomas is the director longest in office since her last election and will retire at this Meeting. As announced to ASX on 28 October 2022, Ms Thomas is not standing for re-election at this Meeting.

ASX Listing Rule 14.5 requires an ASX listed company to have at least one director stand for election or re-election at an annual general meeting. Where no Directors are standing for re-election under ASX Listing Rule 14.4, then one of the existing Directors must stand. Mr Conrad Yiu, being the Director longest in office after Ms Thomas since his last re-election, has volunteered to stand for re-election.

Information regarding Mr Yiu may be found at page 31 of the Annual Report of the Company. Since the publication of the Annual Report, and as announced to ASX on 28 October 2022, Mr Yiu has been appointed as Deputy Chair of the Board.

Prior to submitting himself for re-election, Mr Yiu acknowledged to the Company that he would continue to have sufficient time to properly fulfil his responsibilities to the Company.

The Board conducted a formal performance appraisal of Mr Yiu to determine whether to recommend his re-election to shareholders. The review considered Mr Yiu's expertise, skills and experience, understanding of the Company's business, preparation for meetings, relationship with other Directors and management, awareness of ethical and governance matters and overall contribution as a Director. The Board determined that Mr Yiu provided a valuable contribution to the Board and is therefore recommended to shareholders for re-election.

The Board considers Mr Yiu not to be an independent Director as he is a co-founder of the Company.

Recommendation

Each of the Directors (Mr Yiu abstaining) recommends that shareholders vote **in favour** of the re-election of Mr Yiu as a Director.

Item 4: Grant of Equity Securities to Managing Director & CEO

Resolution 3: Grant of equity securities under the Employee Share Option Plan

Background

Resolution 3 seeks shareholder approval for the proposed issue of options under the Employee Share Option Plan (**ESOP**) over ordinary shares in the Company to Mark Coulter, the Company's Managing Director and CEO as described in this resolution (**Proposed Issue**) for the purposes of Listing Rule 10.14, Division 2 of Chapter 2D of the Corporations Act and all other purposes.

The terms of the Proposed Issue have been developed by the Nomination and Remuneration Committee of the Board (excluding Mr Conrad Yiu) with assistance from external professional advisers.

Any capitalised terms used in the explanatory notes to Resolution 3 which are not defined here have the meaning ascribed to them in the rules of the ESOP (**ESOP Rules**) which are available on the Company's website at: <https://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>.

Approval under Listing Rule 10.14

Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Proposed Issue falls within Listing rule Listing Rule 10.14.1 above and therefore requires the approval of the Company's shareholders.

Resolution 3 seeks the required shareholder approval, for the purposes of Listing Rule 10.14 and all other purposes to the Proposed Issue.

If Resolution 3 is passed, the Company will be able to proceed with the Proposed Issue as described in this resolution. If Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Issue.

Approval for the purposes of Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E or an exemption applies. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Mark Coulter.

Rule 6.3 of the ESOP Rules allows for early vesting of the Options upon the occurrence of an Accelerated Vesting Event as described below, which includes termination of employment in some circumstances. In addition, the terms of the Proposed Issue permit the Board, with the consent of Mr Coulter, to surrender the Options by paying him fair value (as described below).

Accordingly, shareholder approval is being sought for the purposes of sections 200B and 200E for the potential termination benefits which may be received by Mark Coulter in respect of the Proposed Issue in connection with the potential future cessation of his employment with the Company.

Section 200E of the Corporations Act requires for a valid approval of the shareholders:

- a) a resolution must be passed at a general meeting of a company;
- b) the notice of meeting must set out the details of the benefit including:
 - i) if the benefit is a payment the amount of the payment or how that amount can be calculated; or
 - ii) if the benefit is not a payment, the monetary value, or if the value cannot be ascertained at the time of disclosure, the manner in which that value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that value; and
- c) a vote on the resolution may not be cast by the recipient of the benefit or an associate (unless the recipient casts a vote by way of proxy).

The Proposed Issue

Number and class of securities:	Mark Coulter will be granted 3 tranches each of 1,200,000 options over ordinary shares in the Company to a total of 3,600,000 options (Options).
Issue date of securities:	Subject to shareholder approval of this Resolution 3, the Options will be issued to Mark Coulter within a reasonable time after the Meeting and in any event no later than one year after the Meeting.
Consideration for issue of securities:	There is no consideration payable for the issue of the Options.

Exercise Price of Options:	<p>Subject to any adjustment under the ESOP, the exercise price for each tranche of Options is;</p> <ul style="list-style-type: none"> • Tranche 1: 1,200,000 Options with an exercise price of \$7.06 • Tranche 2: 1,200,000 Options with an exercise price of \$9.53 • Tranche 3: 1,200,000 Options with an exercise price of \$12.86
Vesting and Exercise:	<p>The Options will vest if Mark Coulter remains continuously employed by the Company or a subsidiary from the Date of Grant until the FY26 annual accounts are approved in or around August 2026.</p> <p>Subject to any variation under the ESOP and to satisfaction or waiver of the vesting conditions, vested Options may be exercised (Exercise Period) at any time following 48 hours after the required notices are lodged with the ASX. All unvested options will lapse immediately on cessation of employment with the Company or a subsidiary of the Company, unless determined otherwise by the Plan Committee.</p>
Early Vesting or cancellation:	<p>If a Control Event or a Special Circumstance occurs on or before the date on which the Options vest, the Board may in its discretion:</p> <ul style="list-style-type: none"> • bring forward the vesting of all Options held by Mark Coulter to a date determined by the Plan Committee; • with the consent of Mark Coulter, cancel some or all of the Options by paying Mark Coulter the fair value for the Options that have been cancelled; and • waive or vary any Vesting Conditions in regard to any Options. <p>This acceleration may constitute a termination benefit for the purposes of section 200B of the Corporations Act.</p>
Events triggering early vesting or cancellation:	<p>A Control Event is a change of control in relation to the company as defined in the ESOP Rules. A Special Circumstance with respect to the participant is also defined in the ESOP Rules and includes Total and Permanent Disability, death or Redundancy.</p>
Fair value of the options:	<p>If the Board elects to cancel any Options due to a Control Event or a Special Circumstance, it will have regard to the following principles when determining what is "fair value":</p> <ul style="list-style-type: none"> • the Options represent part of Mark Coulter's total remuneration over the 4 year term, and the fair value should not be less than the pro rata value of the fair value of the Options at the Date of Grant. For example, if a Control Event occurs mid way through the 4 year term, then fair value will not be less than 50% of the value of the Options as at the Date of Grant; and • if the market value of the Options is higher than the pro rata amount of the value at the Date of Grant when the Control Event occurs, then the fair value must not be less than the market value.
Expiry Date:	<p>The Options will lapse on the earlier of:</p> <ol style="list-style-type: none"> (a) 15 years; or (b) the occurring of any earlier lapsing event referred to in the terms of the Proposed Issue or the ESOP Rules.
Loans:	<p>No loans will be made by the Company in relation to the issue of the Options.</p>

Issue of Shares: Subject to the Vesting Conditions being met, Mark Coulter will be entitled to receive shares immediately upon exercise of the Options on payment of the relevant exercise price.

Disposal restrictions: Shares which are issued upon exercise of Options may not be dealt with in any way which would be a contravention of the insider trading provisions of the Corporations Act or the Company's Securities Dealing Policy.

The Plan Committee may impose a Holding Lock over 50% of shares which are issued upon exercise of Options for a period of up to two years from the Vesting Date during which the shares may not be sold, transferred, assigned or otherwise encumbered.

Other material terms: A copy of the ESOP Rules is available free of charge on the Company's Investor Relations website at <https://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>.

Possible Termination Benefits

The approval to provide termination benefits in respect of the Proposed Issue does not guarantee that Mark Coulter will receive a termination benefit but rather preserves the discretion of the Board to determine the most appropriate treatment in relation to the Proposed Issue in the event Mark Coulter ceases his employment with the Company under certain prescribed circumstances. The exercise of this discretion may constitute a 'benefit' for the purposes of section 200B of the Corporations Act and requires approval in accordance with section 200E.

Acceleration or waiver of vesting conditions

The Board may in its discretion accelerate the vesting of all Options or waive or vary any Vesting Conditions applicable to the Options. Exercising the discretion in this manner may constitute a benefit which is not a 'payment' under section 200E(2)(b).

The money value of the benefit cannot presently be ascertained as the value will be impacted by certain matters, events or circumstances. For the purposes of 200E(2)(b), the value of the benefit at the time of cessation of employment can be determined by calculating the difference between the exercise price of the Options and the market price of the shares acquired i.e. the discount realised.

Matters, events or circumstances that will or are likely to have an impact on the value of the benefit include:

- the market value of the Options at the Date of Grant;
- the circumstances of the cessation of employment;
- the number of unvested Options held at the time of cessation; and
- the status of the Vesting Conditions.

Cancellation of Options

Alternatively, the Board may (with Mark Coulter's consent) elect to cancel some or all of the Options and pay Mark Coulter the fair value of the Options with regard to the considerations set out in the terms of offer of the Proposed Issue. Exercising the discretion in this manner may constitute a 'payment' for the purposes of section 200E(2)(a).

For the purposes of 200E(2)(a), the amount of the payment cannot presently be ascertained as the value will be impacted by certain matters, events or circumstances.

Matters, events or circumstances that will or are likely to have an impact on the value of the benefit include:

- the fair value of the Options considering such factors as:
 - the market value of the Options at the Date of Grant;
 - the Share price at the date of cancellation of the Options;
 - the period until the Vesting Date;
- the number of unvested Options held at the time of cessation; and

- the status of the Vesting Conditions.

The terms of the offer of the Proposed Issue provide that, if the Board elects (with Mark Coulter's consent) to cancel any of the Options, it will have regard to the following principles when determining what is "fair value":

- the Options represent part of Mr Coulter's total remuneration over the 4 year term, and the fair value should not be less than the pro rata value of the fair value of the Options at the Date of Grant. For example, if a Control Event occurs mid way through the 4 year term, then fair value will not be less than 50% of the value of the Options as at the Date of Grant; and
- if the market value of the Options is higher than the pro rata amount of the value at the Date of Grant when the Control Event occurs, then the fair value must not be less than the market value.

The value of the Options will be determined by an independent third party using an appropriate option pricing methodology. The valuation is a function of the relationship between a number of variables principally being the share price, the Option exercise price, the time to expiry and the volatility of the Company's underlying share price. No value arises on exercise of the Options unless the share price exceeds the relevant exercise price at that time. An indicative value of the Options based on a report prepared for the Company by KPMG in September 2022 valued the overall Proposed Issue at \$12.4 million which recognised the different values arising for each tranche.

Mark Coulter's remuneration package is structured so that it comprises total fixed remuneration below the 25th percentile of market, no short-term incentive, and a heavy weighting to the long-term equity component. This means he is significantly incentivised to grow the long-term value of the Company. The Proposed Issue is intended to be the only variable remuneration offered to Mark Coulter in the period from the Date of Grant until the Vesting Date (approval of the FY26 financial statements in August 2026) and requires the share price of the Company to exceed the relevant Exercise Price for each tranche of Options (Tranche 1 \$7.06, Tranche 2 \$9.53 and Tranche 3 \$12.86) before any value arises for him.

Provided shareholder approval is given at this Meeting, this resolution satisfies the requirements of section 200E of the Corporations Act by setting out the manner in which the value of the benefit or the amount of payment may be calculated, the matters, events or circumstances which may impact the value or amount of the benefit, and prohibits Mark Coulter and his associates from voting on this resolution.

Subject to approval of this resolution, the value of any termination benefits which may be received by Mark Coulter may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

Purpose of issue

The Options will vest if Mark Coulter remains continuously employed by the Company or a subsidiary from the Date of Grant until the Vesting Date, which is the date on which the FY26 Annual Accounts are approved in August 2026. The Board and the Nomination and Remuneration Committee believe that the Proposed Issue is an efficient way for the Company to appropriately incentivise Mark Coulter's performance and is consistent with the strategic goals and targets of the Company. Under the Proposed Issue, no value will arise for Mark Coulter unless there is significant Share price growth over the vesting period of the Options given the Exercise Price has been set at a significant premium to the underlying Share price at the Date of Grant.

Other Details require by Listing Rule 10.15

Further information in accordance with ASX Listing Rules 10.14 and 10.15 is as follows:

- Mr Coulter's current remuneration package is \$500,000 comprising \$474,707 fixed salary and \$25,293 superannuation.

- Mr Coulter was previously granted 5,000,000 options under the ESOP in 2018 at the time of his appointment as CEO and prior to him becoming a Director. The terms of the options were outlined in the Appendix 3B lodged with ASX on 19 August 2018 available at www.asx.com.au/asxpdf/20180919/pdf/43yfsrkqqrwbv9.pdf. The options were issued for nil consideration.
- Details of any Options issued under the Employee Option Share Plan will be published in the Company's annual report for the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of Options under the Employee Option Share Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Approvals sought

Resolution 3 seeks the required shareholder approval to approve the Proposed Issue to the Managing Director & CEO for the purposes of ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act.

If Resolution 3 is passed, the Company will be able to proceed with the Proposed Issue. If Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Issue

Recommendation

The Board (with Mark Coulter abstaining) believes it is in the interests of shareholders that the Proposed Issue to Mark Coulter is approved for the purposes of ASX Listing Rule 10.14 and Part 2D.2 of the Corporations Act and recommends that you vote **in favour** of Resolution 3.

Item 5: NED Fee Sacrifice Equity Plan Grants

Resolutions 4, 5 and 6

Background

The Company is proposing to issue restricted rights in the Company (**Restricted Rights**) under the Temple & Webster Group Ltd Non-Executive Director Equity Plan (**NEP**) to Mr Stephen Heath, Ms Belinda Rowe and Mr Conrad Yiu (in the case of Mr Yiu, subject to approval of Resolution 2) (collectively the **Non-Executive Directors**) (**NEP Proposed Issue**).

Non-Executive Directors may elect to sacrifice up to 100% of their fees in return for Restricted Rights as detailed below. Elections are made on an annual basis prior to the start of a financial year, and are binding for the duration of that year.

Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

10.14.1 a director of the company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The NEP Proposed Issue falls within Listing rule Listing Rule 10.14.1 for each of the Non-Executive Directors and therefore requires the approval of the Company's shareholders.

Resolutions 4, 5 and 6 seek the required shareholder approval, for the purposes of Listing Rule 10.14 and all other purposes to the NEP Proposed Issue.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the NEP Proposed Issue as described in this resolution. If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the NEP Proposed Issue and the Non-Executive Directors will instead receive their fees in cash.

Capitalised terms which are not defined below have the meaning ascribed to them in the NEP Rules, available on the Company's website.

The Proposed Issue

Number and class of securities (formula): The number of Restricted Rights to be issued is equivalent to the value of board fees sacrificed for the relevant year. The formula for calculating the number of Restricted Rights to be issued is:

$$\text{Number of Restricted Rights} = \frac{\text{The Relevant Proportion of the Non-Executive Director's board fees elected to be sacrificed}}{\text{The 10 trading day Volume Weighted Average Market Price (VWAP) of ordinary shares in the Company following the date of release of the Company's full year financial results.}}$$

The number of Restricted Rights granted will be rounded down to the nearest whole number

The 10 trading day Volume Weighted Average Market Price (VWAP) of ordinary shares in the Company following the release of the full year financial results for 2022 was \$5.23

Relevant Proportion

Commencing on 1 July 2023 the Relevant Proportion means the proportion of board fees payable during a financial year which the relevant Non-Executive Director elects to sacrifice in a binding written election to the Nomination & Remuneration Committee made in accordance with the insider trading provisions of the Corporations Act and the Company's Securities Dealing Policy before the commencement of the relevant financial year.

The Relevant Proportion for each Non-Executive Director for the period commencing 1 July 2022 and ending 30 June 2023 is:

Director	Relevant Proportion FY23	Number of Restricted Rights FY23 ²
Stephen Heath	30%	12,204
Belinda Rowe	16%	4,436
Conrad Yiu	58% ¹	17,288

¹ This represents 100% of the fees that Mr Yiu is able to sacrifice from the date of this Meeting through to 30 June 2023.

² The number of Restricted Rights to be issued in subsequent financial years will be determined according to the formula outlined above.

Right: means an entitlement to a Share (which may include a Restricted Share, being a Share subject to disposal restrictions) when validly exercised. Rights do not carry dividend or voting entitlements.

Restricted Right: means a Right which is fully vested at grant, but which is subject to exercise and disposal restriction

Disposal Restriction: Restricted Rights may not be transferred, sold or otherwise disposed of other than by force of law. If specified in an Invitation, Specified Disposal Restrictions may extend to the shares resulting from the exercise of Restricted Rights (Restricted Share) which is a period during which the disposal of the underlying share is prohibited and enforced by the trustee of an employee share trust or via a CHESS holding lock.

Consideration for issue of securities:	No cash amount will be payable by the Non-Executive Directors for the Restricted Rights as they represent a sacrifice of Board Fees payable to the relevant Non-Executive Director.
Issue date of securities:	If approved, the Company will issue all of the Restricted Rights within three years of the date of this Meeting.
Vesting and Exercise:	Restricted Rights are fully vested when granted and may be exercised following the elapsing of 90 days after the Grant Date i.e., they may not be exercised within the first 90 days of grant. Restricted Rights may (subject to insider trading provisions of the Corporations Act and the Company's Securities Dealing Policy) be exercised at any time following the end of the Exercise Restrictions, and before the end of the Term which is 15 years after the Grant Date.
Loans:	No loans will be made by the Company in relation to the issue of Restricted Rights.
Issue of Shares:	Shares allocated to a Director on exercise of Restricted Rights may be issued by the Company or acquired by on or off-market purchases by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the NEP.
Quotation:	The Company will not apply to ASX for official quotation of the Restricted Rights.
Voting and Dividend Entitlements:	Restricted Rights do not carry voting or dividend entitlements. Once shares are acquired or issued upon exercise of Restricted Rights, they will rank equally with other ordinary shares in respect of voting and dividend rights
Eligible participants:	All Non-Executive Directors of the Company are entitled to participate in the NEP. As at the date of this Notice, the Non-Executive Directors are Mr Stephen Heath, Ms Belinda Rowe, Mr Conrad Yiu and Ms Susan Thomas. (As Ms Thomas is retiring at this AGM, she will not be granted any further Restricted Rights and is not included in the approvals sought in this Notice of Meeting). Any additional persons who become entitled to participate in the NEP after the Meeting will not be issued any Securities until approval is obtained under ASX Listing Rule 10.14.
Other terms:	A summary of the terms and conditions of the NEP was included in 2018 AGM Notice of Meeting. That document may be accessed from the Company's website https://www.templeandwebstergroup.com.au/Investor-Centre). A copy of the NEP is available free of charge on the Company's Investor Relations website at https://www.templeandwebstergroup.com.au/Home/?page=corporate-governance

Purpose of NEP Proposed Issue

The purpose of the NEP Proposed Issue is to assist in the motivation, retention and reward of Non-executive Directors of the Company and to provide an opportunity for the Non-executive Directors to acquire shares in the Company through the sacrifice of Board Fees in exchange for equity.

Restricted Rights were selected as the most suitable equity structure for Non-Executive Directors because they provide long term alignment with shareholders through exercise restrictions and disposal restrictions without compromising Non-Executive Director independence, due to the absence of any vesting conditions or "cliff" exercise prices.

In designing the NEP, the Directors have ensured that the incentives for Non-Executive Directors do not conflict with their obligations to bring independent judgement to their roles. Consistent with Principle 8 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the grant of Restricted Rights will better align the interests of the Non-executive Directors with the interests of Shareholders. In accordance with these governance recommendations the Restricted Rights are not subject to performance-based vesting conditions or vesting conditions of any kind.

Current Remuneration and Prior Issues

	Current total remuneration package (pa)¹	Prior issues under NEP	Average Acquisition Price of prior issues under NEP (4)	Prior issues under ESOP	Average Acquisition Price of prior issues under ESOP (4)
Stephen Heath	\$212,750	1,946	\$12.85	181,026	nil
Conrad Yiu	\$155,000	5,837	\$12.85	181,026	nil
Belinda Rowe	\$145,000	1,946	\$12.85	nil	nil

¹ includes board fees and committee fees

Accounting, taxation or other ramifications which may arise due to the issue of Restricted Rights

The Restricted Rights are provided as part of a Board Fee sacrifice arrangement where it is intended Non-Executive Directors will receive the equivalent value of shares to the amount of Board Fees sacrificed. The accounting and taxation implications are neutral.

Approvals sought

Resolutions 4, 5 and 6 seek the required shareholder approval to approve the grant of Restricted Rights under the NEP under and for the purposes of ASX Listing Rule 10.14 to the Company's Non-Executive Directors Mr Stephen Heath, Ms Belinda Rowe and Mr Conrad Yiu on the basis set out in this resolution.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the NEP Proposed Issue to the Company's Non-Executive Directors Mr Stephen Heath, Ms Belinda Rowe and Mr Conrad Yiu on the basis set out in this resolution. If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the NEP Proposed Issue.

Other

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

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the NEP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Board recommendation

Each of the Directors (with each Non-Executive Director abstaining in respect of grants to themselves) recommends that shareholders vote in favour of Resolutions 4, 5 and 6.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Temple & Webster Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474


VOTING FORM

I/We being a member(s) of Temple & Webster Group Ltd and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11:00am on Wednesday 30 November 2022**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Wednesday 30 November at 2/1-7 Unwins Bridge Road, St Peters NSW 2044** (the Meeting) or alternatively access the live audio stream at <https://meetings.linkgroup.com/TPW22> and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3 and 4-6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4-6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company’s Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Restricted Rights to Ms Belinda Rowe	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of director - Conrad Yiu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of Restricted Rights to Mr Conrad Yiu	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of equity securities under the Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Issue of Restricted Rights to Mr Stephen Heath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney 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 (pursuant to section 204A of the *Corporations Act 2001*) 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Temple & Webster Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**