

28 October 2022

Dear Shareholder,

On behalf of the Board of Booktopia Group Limited (**Booktopia** or **Company**), I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM** or **Meeting**) of Booktopia. Enclosed is the Notice of Meeting setting out the business of the AGM.

Attendance at the Meeting

Booktopia's 2022 AGM will be held in person on **Monday, 28 November 2022** commencing at **2.00pm** (Sydney time) at the Booktopia office, Level 6, 1A Homebush Bay Drive, Rhodes NSW 2138. If you are unable to attend the Meeting in person, you can still view the Meeting proceedings (but not participate in the Meeting) on our live webcast at <https://us06web.zoom.us/j/89404083236?pwd=M3BobERZSVFyc2Y3ZFVoVEZYUXIxZz09>.

Booktopia will continue to closely monitor developments and government advice in relation to COVID-19 matters, particularly around public gatherings, and Shareholders are encouraged to monitor [Booktopia's website](#) and the ASX Market Announcements Platform for any important announcements from the Company in relation to this year's AGM.

Shareholder questions

If you are attending the Meeting in person, you will be able to ask a question at the Meeting. If you are not able to attend the Meeting in person, you are able to submit your question in advance of the Meeting by logging onto www.linkmarketservices.com.au, selecting 'Voting' then clicking 'Ask a Question'. I will respond to as many questions as possible at the Meeting. Please note individual responses will not be provided.

Voting

If you are attending the Meeting in person, you will be able to vote at the Meeting.

All Proxy Forms must be received by the share registry no later than 2.00pm (Sydney time) on Saturday, 26 November 2022 in one of the ways specified in the Notice of Meeting and Proxy Form.

Proceedings at the Meeting

At the AGM, the Acting Chief Executive Officer, Geoff Stalley, and I will comment briefly on the performance of Booktopia during the year ended 30 June 2022. For further information, please also refer to the 2022 Annual Report, which is available on [Booktopia's website](#).

As previously announced, Fiona Pak-Poy, Judy Slatyer and I will resign as non-executive directors of the Company as of the date of the AGM. We thank Fiona and Judy for their contributions to the Board. Fiona's and Judy's resignations are effective at the opening of business and I will resign as a non-executive director and Chair with effect from the conclusion of the AGM.

Thank you for your continued support of Booktopia and I look forward to your attendance at the 2022 AGM.

Yours sincerely,



Chris Beare
Chair

Booktopia Group Limited
ABN 14 612 421 388

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Booktopia Group Limited (**Booktopia** or **Company**) will be held in person as follows:

Date: Monday, 28 November 2022
Time: 2.00pm (Sydney time)
Venue: Booktopia Office
Level 6, 1A Homebush Bay Drive
Rhodes NSW 2138

If you are unable to attend the Meeting in person, you can still view the Meeting proceedings (but not participate in the Meeting) on our live webcast at <https://us06web.zoom.us/j/89404083236?pwd=M3BobERZSVFyc2Y3ZFVoVEZYUXIxZz09>.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and Entitlement to Attend and Vote section form part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022.

All Shareholders can view the Company's 2022 Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022 on the Company's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

Shareholders are not required to vote on this item.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about and make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external auditor, Deloitte (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for Shareholders to ask the Auditor questions relevant to:

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

C. ITEMS FOR APPROVAL

Resolution 1. Election of Director – Antony (Tony) Nash

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

“That Antony (Tony) Nash, who retires and being eligible for election, is elected as a Director of the Company.”

Resolution 2. Remuneration Report

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

“That the Company’s Remuneration Report for the financial year ended 30 June 2022, as set out in the Directors’ Report, be adopted.”

Note: The Remuneration Report is set out in the 2022 Annual Report (available at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>). Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (Act), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement for Resolution 2

The Company will disregard any votes cast on Resolution 2:

- *by or on behalf of a member of the Company’s Key Management Personnel (KMP) named in the Company’s remuneration report for the year ended 30 June 2022 or their closely related parties, regardless of the capacity in which the vote is cast; or*
- *as a proxy by a person who is a member of the Company’s KMP at the date of the AGM or their closely related parties,*

unless the vote is cast as proxy for a person entitled to vote on Resolution 2:

- *in accordance with a direction as to how to vote on the proxy form; or*
- *by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though resolution 2 is connected with the remuneration of the Company’s KMP.*

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

Resolution 3. Issue of Performance Rights under the Booktopia Group Limited Long Term Incentive Plan – Steven Taurig

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 90,490 performance rights to Steven Taurig under the Booktopia Group Limited Long Term Incentive Plan on the terms described in the Explanatory Memorandum, is approved.”

Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast on Resolution 3:

- *in favour of the resolution by or on behalf of Steven Taurig (being a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Booktopia Group Limited Long Term Incentive Plan) or any of his associates, regardless of the capacity in which the vote is cast; or*
- *as a proxy by a person who is a member of the Company’s KMP at the date of the AGM or their closely related parties,*

unless the vote is cast on Resolution 3:

- *as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or*

- *by the Chair of the meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as the Chair decides; or*
- *by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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 directions given by the beneficiary to the holder to vote in that way.*

Resolution 4. Amendments to the Company's Constitution

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

"That the Constitution of the Company be amended, as described in the Explanatory Memorandum and as tabled at the Annual General Meeting and signed by the Chair of the Meeting for identification purposes, with effect from the close of the Meeting"

Note: In accordance with section 136 of the Act, in order for this Resolution to be effective, it needs to be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution and who vote at the Meeting in person or by proxy.

BY ORDER OF THE BOARD



Anna Sandham
Company Secretary
 28 October 2022

ENTITLEMENT TO ATTEND AND 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 of the Company as at 7:00 pm (Sydney time) on Saturday, 26 November 2022 will be entitled to attend and vote at the AGM as a Shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

A proxy may, but need not be, a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than **2:00pm (Sydney time) on Saturday, 26 November 2022**. Proxies must be received before that time by one of the following methods:

Online (preferred method): www.linkmarketservices.com.au

By post: Booktopia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: (02) 9287 0303 (within Australia)
+61 2 9287 0303 (from outside Australia)

By delivery in person: Link Market Services Limited*
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150
(*during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2:00pm (Sydney time) on Saturday, 26 November 2022.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should provide the Company's share registry with a properly executed letter or other document confirming its authority to act as the company's representative prior to the Meeting. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2 or 3, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

VOTING AT THE MEETING

Voting on each of the proposed resolutions at the Meeting will be conducted by a poll.

SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question', or alternatively email the Company Secretary on cosec@booktopia.com.au.

Please submit any questions by 2:00pm (Sydney time) on Monday, 21 November 2022 by one of the methods above. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

CONDUCT OF MEETING

Booktopia is committed to ensuring that its Shareholder Meetings are conducted in a manner which provides those Shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally. Booktopia will not allow conduct at any Shareholder Meeting which is discourteous to those who are present at the Meeting, or which in any way disrupts or interferes with the proper conduct of the Meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held at 2.00pm (Sydney time) on Monday, 28 November 2022.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of each resolution.

Resolutions 1 and 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on these resolutions.

Resolution 2, relating to the Remuneration Report, is also an ordinary resolution but is advisory only and does not bind the Directors or the Company.

Resolution 4 is a special resolution which requires at least 75% of the votes cast by Shareholders entitled to vote on the resolution and who vote at the Meeting in person or by proxy, to vote in favour of the resolution.

Resolution 1. Election of Director – Antony (Tony) Nash

Antony (Tony) Nash was appointed to the Booktopia Board on 16 May 2016 (on the date the Company was incorporated) and until 13 July 2022 was the Chief Executive Officer and Managing Director of Booktopia. As announced to the ASX on 14 July 2022, Tony remains a Director of the Company and is standing for election at the 2022 AGM.

Tony was involved in the establishment of Booktopia while working in his family's company as a sideline to the core internet marketing consulting business, Globalise Pty Ltd, which was established in 2001. Tony has been instrumental in growing Booktopia and formulating its business strategy throughout that time. Tony held the role of Chief Executive Officer and Managing Director of Booktopia from 2007 until 13 July 2022.

Tony received a series of business awards and is an industry-recognised leader in the book retail and online retailing industry in Australia. In 2018 he won the Industry Recognition Award at the Online Retailer Industry Awards. He was listed in Who's Who of Australia in 2019.

Prior to Booktopia, in 1996 Tony established Best People International (an internet recruitment agency), having previously worked as a recruiter. Best People grew to employ more than 35 people. It was ultimately sold to Volante Group Limited, which was ASX listed at the time of the sale. Tony studied computer programming at Control Data Institute and worked as a programmer at Cockatoo Dockyards in the mid-eighties. He then sold computers for a short period before travelling around the world for 3 years. He became a recruiter for the computing industry whilst living in London.

Tony is a Life Member of the Wilderness Society, the RSPCA (NSW) and the Australian Republican Movement.

Tony is a former executive of the Company and is a substantial shareholder in the Company. In light of these matters, he is not considered an independent Director of the Company.

Prior to submitting himself for election, Tony has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Resolution 1 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2. Remuneration Report

As required by section 250R(2) of the Act, a resolution that Booktopia's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Booktopia Group Limited's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

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

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

Board Recommendation:

*Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors recommend Shareholders vote **in favour** of this Resolution 2.*

Resolution 3: Issue of Performance Rights under the Booktopia Group Limited Long Term Incentive Plan – Steven Traurig

Background

The Company is seeking Shareholder approval for the proposed grant of 90,490 performance rights (**Rights**) to Steven Traurig, Chief Commercial Officer and a Director of the Company under the Booktopia Group Limited Long Term Incentive Plan.

The Rights may convert to Shares on a one-for-one basis subject to the achievement of the vesting conditions described below.

ASX Listing Rule 10.14.1 requires the Company to obtain shareholder approval for the issue of equity securities to a Director under an employee incentive scheme. Mr Traurig is the Chief Commercial Officer and a Director of the Company and therefore falls within the ASX Listing Rule 10.14.1 such that shareholder approval for Mr Traurig to be granted equity securities under an employee incentive plan is required. While the Board intends to source any shares allocated on vesting of the Rights through on-market purchases, it is seeking shareholder approval in the interests of transparency and good corporate governance and to preserve flexibility in case, for any reason, it is ultimately considered in the Company's best interests to issue shares.

If Shareholders do not approve this Resolution, the proposed issue of 90,490 Rights to Mr Traurig will not proceed, and the Board may need to consider alternative remuneration arrangements. The Board considers it is important for Booktopia to offer incentives to its executives that are in line with market practice so that it can drive executive performance, attract and retain the right talent and align Mr Traurig's interests with those of shareholders. In addition, the ASX Principles notes that equity-based remuneration can be an effective form of remuneration for executives.

Calculation of the number of Rights

The number of Rights to be granted has been calculated by dividing the total value of Mr Traurig's LTI award (being, \$18,600) by \$00.205547779, which is the volume weighted average price (VWAP) of the Company's Shares traded on the ASX over the 5 trading days up to and including 30 June 2022.

If approved, the Rights will be granted to Mr Traurig for nil financial consideration.

Performance period

The performance period will commence on 1 July 2022 and conclude on 30 June 2025. The Rights will be tested over the relevant performance period, as set out below.

Vesting conditions

The vesting conditions for each tranche will be subject to two performance conditions as follows:

- 50% of the Rights will be tested against the absolute earning per share (**EPS**) compound annual growth rate (**CAGR**) over the relevant performance period (**EPS Rights**), and
- the remaining 50% of the Rights will be tested against the Company's total shareholder return (**TSR**) relative to a comparator group over the relevant performance period (**TSR Rights**).

The vesting conditions for the Rights are independent. The vesting conditions will be tested after the end of the relevant performance period (30 June 2025) and any Rights that vest following testing will be automatically exercised.

In each case, the vesting conditions will only be measured once and there will be no retesting. Any Rights that do not vest on testing will lapse.

Calculation of the vesting conditions and achievement against the vesting conditions and vesting schedule will be determined by the Board in its absolute discretion, having regards to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

EPS rights

50% of the Rights will be tested against achieving a reported EPS for the year ended 30 June 2025 (**EPS Rights**).

50% of the EPS Rights will vest if EPS for the year ended 30 June 2025 is above 2 cents per share. The number of EPS Rights vesting will increase on a pro rata basis to 100% for EPS of 4 cents per share or higher.

TSR Rights

50% of the Rights will be subject to a TSR hurdle, which compares the total shareholder return performance of the Company with each of the entities in a peer group comprising the constituent companies in the S&P/ASX 200 index (**TSR Rights**).

The TSR of each of the entities in the peer group will be measured from the start of the period to the end of the period (that is 1 July 2022 to 30 June 2025).

The number of TSR Rights that vest will be calculated by ranking the Company's TSR performance relative to the peer group over the relevant performance period (that is 1 July 2021 to 30 June 2022), as provided in the table below:

TSR Rights	Threshold Award	Target Award	Maximum Award
TSR relation to TSR Comparator Group	At and below the 50 th percentile	51 st percentile	At and above the 75 th percentile
% of TSR Rights vesting	0%	50%	100%

Straight line pro rate vesting occurs between the 51st percentile and Maximum Award.

The Board has the discretion to adjust the peer group to take into account events including but not limited to de-listings, takeovers, mergers or de-mergers that might occur during the relevant performance period.

Cessation of employment

The Board has discretion to determine (subject to compliance with applicable law), the treatment of the Rights if Mr Traurig ceases to be employed by a Group Company prior to the vesting or exercise of any Rights, or the Rights cease to be subject to any disposal restrictions as a term of the invitation or at the time of cessation.

Additional information for the purposes of the ASX Listing Rules

- Mr Traurig is the Chief Commercial Officer of Booktopia and is also a Director of Booktopia and accordingly, shareholder approval for Mr Traurig to acquire securities under an employee incentive scheme is required.

- If shareholders approve Resolution 3, the Company will issue Rights to Mr Traurig on the terms set out in this Notice of Meeting. If shareholders do not approve Resolution 3, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Traurig.
- It is proposed that, if this resolution is approved, 90,490 Rights be allocated to Mr Traurig. The Rights may convert to Shares on a one-for-one basis subject to the achievement of the vesting conditions (as set out above).
- Mr Traurig's current remuneration package is:
 - a fixed cash salary of \$310,000 (inclusive of superannuation); and
 - a Long-Term Incentive Award of \$18,600.

Further information regarding the remuneration of Steven Traurig is set out in the Company's Remuneration Report.

- 58,018 Rights have previously been issued to Mr Traurig under the Plan for nil cash consideration.
- The Rights are not quoted on ASX and carry no voting or dividend entitlements. Any Shares allocated on vesting of the Rights will rank equally with ordinary shares in the Company on issue at the time. A summary of the material terms of the Rights are included above in this Explanatory Memorandum.
- Rights are used for the LTI award as they create share price alignment between Mr Traurig and shareholders, but do not provide him with the full benefits of share ownership unless and until the Rights vest.
- It is currently expected that the Rights will be issued to Steven Traurig on or around 28 November 2022 subject to shareholder approval and in any event no later than three years after the date of the Meeting.
- The Rights will be issued to Mr Traurig for nil cash consideration and no cash consideration will be payable upon the conversion of the Rights or the subsequent issue of Shares (if any).
- A summary of the material terms of the Plan are included above in this Explanatory Memorandum.
- No loan will be provided to Mr Traurig in relation to the Rights.
- Details of any securities issued under this resolution will be published in the annual report of the Company 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 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.
- A Voting Exclusion Statement applies to this resolution, as set out in the Notice of Meeting.

Board Recommendation:

*The Non-executive Directors recommend Shareholders vote **in favour** of the Resolution with Steven Traurig excluded from voting on this resolution.*

Resolution 4: Amendments to the Company's Constitution

Booktopia's Constitution was adopted immediately prior to the IPO in December 2020 and no amendments have been made since that time.

A review of the Constitution has been undertaken and a number of amendments are being recommended to Shareholders for approval to reflect a number of regulatory developments and to facilitate the efficient running of the Company.

A marked-up copy of the Constitution showing all the proposed amendments is available at <https://investors.booktopia.com.au/investor-centre/?page=corporate-governance>

If this resolution is approved, then all of the proposed amendments will be incorporated into the current Constitution.

A summary of the proposed amendments is as follows:

Use of technology at general meetings	<p>Certain provisions in the Act relating to, among other things, the holding of general meetings and the means by which resolutions are required to be decided at general meetings, were recently amended pursuant to the Corporations Amendment (Meetings and Documents) Act 2022 (Cth) (Amending Act).</p> <p>In the context of the recent amendments to the Act (as introduced by the Amending Act), the following changes to the Constitution are proposed to more closely align with the new legislative regime:</p> <ul style="list-style-type: none"> • Rule 1.1(f) – updating the references in the Constitution when a member is present at a general meeting; • Rule 7.1(b) – amending this rule to allow the Board to change the technology to be used for a general meeting; • Rules 7.3(d) – (g) – updating these rules to permit meetings to be held by technology, allowing the directors to determine how those meetings are held and to provide for technical difficulties arising at a meeting of members; • Rules 7.6(d) – (e) – updating these rules to allow for instances when the chair may postpone a meeting of members when a technological issue arises and to allow for different technology to be used at postponed meetings; • Rule 7.10(a) – updating this rule to allow for representation at general meetings; and • Rule 7.10(f) – updating this rule to allow for representation at general meetings by proxy, attorney or Representative using technology.
Direct voting provision	It is proposed to amend Rule 7.8 to clarify that, where a shareholder who submits a direct vote prior to the meeting later attends the meeting and votes, it is the vote that is cast at the meeting that is counted (rather than their prior direct vote).
Director in office	A minor amendment is proposed to Rule 8.2 to reflect the fact that the office of a director becomes vacant if a director is convicted on indictment of an offence and the Board does not within one month after that conviction resolve to confirm the director's continuation in office.
Threshold to pass written resolutions	It is proposed to amend Rule 8.14 so that directors who are on an approved leave of absence are not counted in determining whether the approval threshold for a written resolution has been achieved.
Time for service of notices to shareholders	It is proposed to amend Rule 14.4 to clarify that the time of service for a notice of meeting to shareholders is taken to have been provided to a shareholder when it is uploaded to the company website (unless the shareholder specifically elects to have a hardcopy sent to them).

Minor formatting amendments (including consequential changes to page numbers) are also being proposed.

Board Recommendation:

*The Directors recommend Shareholders vote **in favour** of Resolution 4.*

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Booktopia Group Limited
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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Booktopia Group Limited and entitled to participate in and vote hereby appoint:

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 **2:00pm (Sydney time) on Monday, 28 November 2022 at the Booktopia Office Level 6, 1A Homebush Bay Drive Rhodes NSW 2138** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 and 3: 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 2 and 3, 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.

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

For Against Abstain*

1 Election of Director – Antony (Tony) Nash

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

2 Remuneration Report

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

3 Issue of Performance Rights under the Booktopia Group Limited Long Term Incentive Plan – Steven Traurig

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

4 Amendments to the Company's constitution

<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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 PROXY 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.**

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 Proxy 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 participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy 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 Proxy Form and the second Proxy 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 participate in 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 PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Saturday, 26 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy 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 Proxy 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

Booktopia Group Limited
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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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