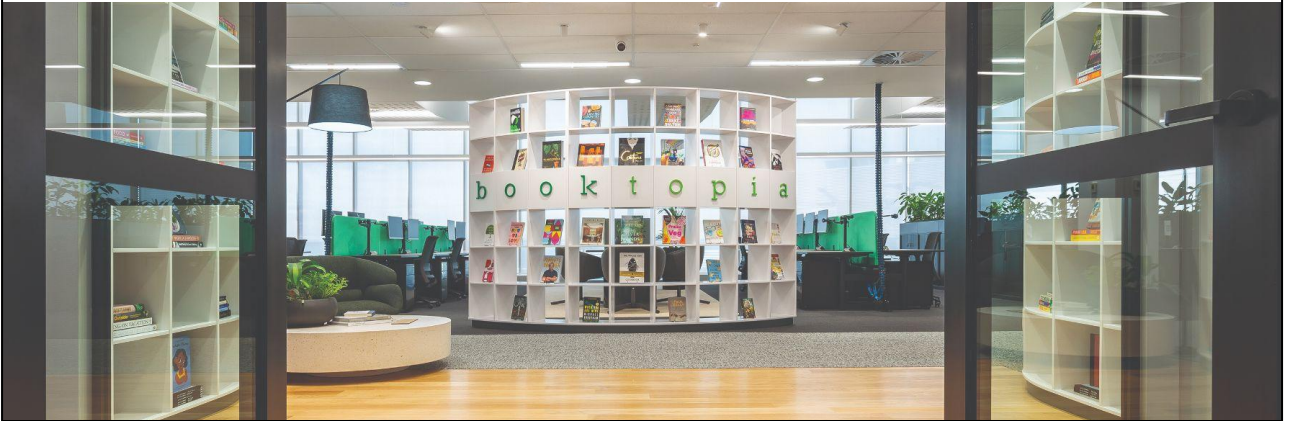




Extraordinary General Meeting

2:00 PM | 16 August 2023



Booktopia Extraordinary General Meeting



Peter George - Chairman

Good morning ladies and gentlemen and welcome to this Extraordinary General Meeting of Booktopia Group Limited.

Thank you for joining us today, the 16th of August 2023.

My name is Peter George, the Chairman of Booktopia Group Limited and I will chair the meeting today.

I have been advised by our Company Secretary, Alistair Clarkson, that we are in compliance with our quorum requirements.

As the time is past 2pm, I now declare this meeting open.

Board members and key executives

Board of Directors



Tony Nash
Non-Independent
Non-Executive Director



Abigail Cheadle
Independent
Non-Executive Director



Stephen Ezekiel
Independent
Non-Executive Director



Paul Welch
Independent
Non-Executive Director

Senior Management



David Nenke
Chief Executive Officer



Fiona Levens
Chief Financial Officer



Alistair Clarkson
Company Secretary and
General Counsel

First, let me introduce Booktopia's Board and some of its senior managers.

For the Board:

Tony Nash, Non-Executive Director
Abigail Cheadle – Independent Non-Executive Director
Steven Ezekiel – Independent Non-Executive Director
Paul Welch – Independent Non-Executive Director

And for the senior managers:

David Nenke – Chief Executive Officer
Fiona Levens - Chief Financial Officer
Alistair Clarkson – Company Secretary and General Counsel



Booktopia Extraordinary General Meeting

Agenda

- Voting procedure
- Formal Business
- Close of Voting
- Meeting Close

The Board is here today to put to shareholders the ordinary resolutions that were previously circulated in the Notice of Meeting dated 17th July 2023.

Today, after a brief explanation of the voting process, we will proceed with the formal business of deliberating and voting on the resolutions set out in the Notice of Meeting.

After the final resolution has been put to the vote, I will close the voting. The meeting will then close.



Booktopia Extraordinary General Meeting

Voting Procedure

I will now outline the process for the voting.

For those of you attending the meeting, when you registered, you would have been issued with an attendance card. Only those with a yellow card can vote at the meeting and only those with a yellow or blue card can ask questions at the meeting.

I will put each resolution to the meeting, ask and allow a reasonable time for questions or comments and then put the resolution to a poll.

I appoint Link Market Services as Returning Officer and declare the poll open.

I also confirm I will vote all open (or undirected) proxies in favour of each resolution.

Please complete your voting card when I ask you.

The result of the polls will be declared and released to the ASX and made available on the Company website as soon as possible after the conclusion of the business of this Meeting.

I will now move to the business of the Meeting.

The banner features a white background with green geometric shapes on the left and right sides. The text "Booktopia Extraordinary General Meeting" is in green at the top left. A dark green triangle on the bottom left contains the text "Formal Business" in white.

Booktopia Extraordinary General Meeting

Formal Business

Please note that resolutions are ordinary resolutions which mean that they can be passed by a simple majority of votes cast by those who are eligible to vote today.

Once the voting on the final resolution has passed, the meeting will be closed.

Results will subsequently be released following the conclusion of this meeting to the ASX and will also be made available in the Investor Centre on the Booktopia website.

The explanatory notes to the resolutions proposed in the Notice clearly set out the reasons why these resolutions are being put forward and why those directors who do not have a personal interest in the relevant transaction are unanimously recommending shareholders approve these transactions.

With this being the case, I do not propose to repeat what has been provided in the notice but rather to take the Notice as being read and address any questions at the appropriate time.

I will move to the first resolution being put for approval.



Booktopia Extraordinary General Meeting

Resolution One: Ratification of Shares and Options under Tranche 1 of the Placement

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of:

- a) 13,735,930 Shares at \$0.12 per Share; and
- b) 6,867,965 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

under Tranche 1 of the Placement to Professional Investors and Sophisticated Investors on Friday, 7 July 2023 under ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

The first resolution of the Meeting is for the Ratification of Shares and Options under Tranche 1 of the Placement

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 13.7 million Shares and 6.9 million attaching unquoted Options under Tranche 1 of the Placement, with such issue being made under ASX Listing Rule 7.1.

Booktopia Extraordinary General Meeting

Resolution 1: Ratification of Shares and Options under Tranche 1 of the Placement

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of:

- (a) 13,735,930 Shares at \$0.12 per Share; and
- (b) 6,867,965 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

under Tranche 1 of the Placement to Professional Investors and Sophisticated Investors on Friday, 7 July 2023 under ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

Proxies		
For	Against	Open
41,180,432	742,512	111,412
97.97%	1.77%	0.27%

Before we move to questions and the vote on this resolution, I advise the meeting of the valid proxies received prior to the meeting which are now displayed on the screen.

Are there any questions relating to this item of business?

[Brief pause for questions]

If there are no [further] discussion, I now put resolution 1, as displayed on the screen, to the Meeting.

Please record your vote.

[Brief pause only for voting]



Booktopia Extraordinary General Meeting

Resolution 2 : Approval of the issue of Shares and Options under Tranche 2 of the Placement

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

- (a) 63,776,535 Shares at \$0.12 per Share; and
- (b) 31,888,267 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

under Tranche 2 of the Placement to Professional Investors and Sophisticated Investors, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

The second resolution is for the Approval of issue of Shares and Options under Tranche 2 of the Placement.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 64 million Shares and 32 million attaching unquoted Options under Tranche 2 of the Placement.

Booktopia Extraordinary General Meeting

Resolution 2 : Approval of the issue of Shares and Options under Tranche 2 of the Placement

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

- (a) 63,776,535 Shares at \$0.12 per Share; and
- (b) 31,888,267 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

under Tranche 2 of the Placement to Professional Investors and Sophisticated Investors, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

Proxies		
For	Against	Open
41,180,432	742,512	111,412
97.97%	1.77%	0.27%

Before we move to questions and the vote on this resolution, I advise the meeting of the proxy results which are now displayed on the screen.

Are there any questions relating to this item of business?

[Brief pause for questions]

If there are no [further] discussion, I now put resolution 2, as displayed on the screen, to the Meeting.

Please record your vote.

[Brief pause only for voting]

Booktopia Extraordinary General Meeting

Resolution 3: Approval of the issue of Shares and Options to Tony Nash

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 10.11.1 and for all other purposes, approval is given for the Company to issue:

- (a) 6,666,667 Shares at \$0.12 per Share; and
- (b) 3,333,333 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

to Tony Nash Enterprises Pty Ltd ACN 144 690 095 as trustee of the A L Nash Family Trust on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

The third resolution of the Meeting is for the Approval of Shares and Options to Anthony Nash.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 6.7 million Shares and 3.3 million attaching unquoted Options to Tony Nash Enterprises.

Booktopia Extraordinary General Meeting

Resolution 3: Approval of the issue of Shares and Options to Tony Nash

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 10.11.1 and for all other purposes, approval is given for the Company to issue:

- (a) 6,666,667 Shares at \$0.12 per Share; and
- (b) 3,333,333 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

to Tony Nash Enterprises Pty Ltd ACN 144 690 095 as trustee of the A L Nash Family Trust on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

Proxies

For	Against	Open
37,225,541	8,098,477	45,109
82.06%	17.84%	0.10%

Before we move to questions and the vote on this resolution, I advise the meeting of the proxy results which are now displayed on the screen.

Are there any questions relating to this item of business?

[Brief pause for questions]

If there are no [further] discussion, I now put resolution 3, as displayed on the screen, to the Meeting .

Please record your vote.

[Brief pause only for voting]

Booktopia Extraordinary General Meeting

Resolution 4; Approval of the issue of share and options to Steven Taurig

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 10.11.1 and for all other purposes, approval is given for the Company to issue:

- (a) 6,666,667 Shares at \$0.12 per Share; and
- (b) 3,333,333 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

to Roxygal Pty Ltd ACN 612 474 638 as trustee for the Benten Trust on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

The final resolution of the Meeting is for the Approval of the Issue of Shares and Options to Steven Taurig

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 6.7 million Shares and 3.3 million attaching unquoted Options to Roxygal.

Booktopia Extraordinary General Meeting

Resolution 4; Approval of the issue of share and options to Steven Traurig

To consider and, if in favour, to pass the following ordinary Resolution:

That, for the purposes of ASX Listing Rule 10.11.1 and for all other purposes, approval is given for the Company to issue:

- (a) 6,666,667 Shares at \$0.12 per Share; and
- (b) 3,333,333 attaching unquoted Options with an exercise price of \$0.23 and expiring two years from the date of issue,

to Roxygal Pty Ltd ACN 612 474 638 as trustee for the Benten Trust on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.

Proxies

For	Against	Open
35,858,962	8,137,822	45,109
81.42%	18.48%	0.10%

Before we move to questions and the vote on this resolution, I advise the meeting of the proxy results which are now displayed on the screen.

Are there any questions relating to this item of business?

[Brief pause for questions]

If there are no [further] discussion, I now put resolution 4, as displayed on the screen, to the Meeting.

Please record your vote.

[Brief pause only for voting]



Booktopia Extraordinary General Meeting

Close of Voting

Thank you, that concludes the formal business of the meeting, please hand your yellow voting cards to the Link representatives.

[PAUSE WHILST POLL CARDS COLLECTED]

Has everyone handed their poll cards in? I now declare the poll closed.

After the polls have been counted, the results of the meeting will be released to the ASX and made available on the company website.



Booktopia Extraordinary General Meeting



Meeting Close

That concludes the business of the Meeting and I now declare this EGM for Booktopia closed.

Thank you for attending today and for your continued support.