



NOTICE OF ANNUAL GENERAL MEETING
TOP SHELF INTERNATIONAL HOLDINGS LTD ACN 164 175 535

TIME: 2:00pm (AEDT)

DATE: Friday, 27 October 2023

PLACE: cdPlus Corporate Services, Level 42, Rialto South
Tower, 525 Collins Street, Melbourne VIC 3000

Important notice

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Top Shelf International Holdings Ltd and to assist shareholders to determine how to vote on the Resolutions set out in this Notice. Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or topshelf@cdplus.com.au

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Notice of Annual General Meeting of Shareholders of Top Shelf International Holdings Ltd

Notice is given that the annual general meeting of Shareholders of Top Shelf International Holdings Ltd ACN 164 175 535 (the **Company**) will be held:

- on **Friday, 27 October 2023 at 2:00pm (AEDT)**
- in person at cdPlus Corporate Services, Level 42, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 **AND**
- streamed live virtually for Shareholders to view and participate.

Please see Important Information section below for details.

Important Information

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Wednesday, 25 October 2023.

Voting in person at the Meeting

Shareholders will be able to attend and vote at the Meeting in person. To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy or online prior to Meeting

The Meeting will also be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholders will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

To vote by proxy prior to the Meeting, you will need to appoint a proxy and either direct the proxy how to vote on each Resolution, or allow the proxy to exercise their discretion in voting your shares.

To appoint a proxy online, please go to <https://web.lumiagm.com/379-731-464> and follow the instructions.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Proxies will be able to:

- attend the Meeting in person, vote in accordance with their proxy instructions and ask Directors questions in person; or
- view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution, or is otherwise required under section 250JA, on the question that the Resolution be passed; and
- either of the following applies:
 - the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Direct voting

In accordance with rule 7.8 of the Constitution, the Directors may:

- decide that, at any general meeting or class meeting, a member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the company by post or other electronic means approved by the directors; and
- prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a director vote at a meeting in order for the vote to be valid.

Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's

vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

Direct voting during the Meeting

Shareholders who wish to participate in the Meeting online may do so by entering the following URL into an internet browser on your computer, laptop, smartphone, tablet or other smart device at <https://web.lumiagm.com/379-731-464>.

You can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the online voting user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables shareholders to view the Meeting live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company's Share Registry.

BUSINESS OF THE GENERAL MEETING

Ordinary business

1. Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2023 including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding resolution:

“THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2023.”

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

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted KMP Voter and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-Election of Director – Julian Davidson

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT Julian Davidson having retired from their office as Director in accordance with rule 8.1(c) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered themselves for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

4. Resolution 3 – Re-Election of Director – Stephen Grove

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT Stephen Grove having retired from their office as Director in accordance with rule 8.1(c) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered themselves for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

5. Resolution 4 – Approval of 10% Placement Capacity

To consider and, if thought fit to pass, with or without amendment, the following Resolution as a **Special Resolution**:

“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue of equity securities under this Resolution or a person who may obtain a material benefit as a result of, except a benefit solely in the capacity of a security holder, if the Resolution is passed or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: *As at the date of this Notice, the Company is not proposing to make any issue of equity securities under ASX Listing Rule 7.1A. Accordingly, no Shareholders are excluded from voting on this Resolution.*

The Chair intends to vote all undirected proxies in favour of this Resolution.

6. Resolution 5 – Approval for the Granting of STVR Performance Rights to Director, Adem Karafili

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 193,000 STVR Performance Rights to Adem Karafili, Director, under the TSIRP on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director who is eligible to participate in the TSIRP, any Associate of a Director who is eligible to participate in the TSIRP, or any person who is eligible to participate in the TSIRP whose relationship with the Company, a Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions on the proxy form, and it is not cast on behalf of Adem Karafili or his Associates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

7. Resolution 6 – Approval for the Granting of STVR Performance Rights to CEO, Trent Fraser

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 176,527 STVR Performance Rights to Trent Fraser, CEO, under the TSIRP on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Trent Fraser or any other person who will obtain a material benefit as a result of the issue of the securities under this Resolution, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions on the proxy form, and it is not cast on behalf of Trent Fraser or his Associates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

8. Resolution 7 – Approval for the Granting of FY24 LTVR Performance Rights to Director, Adem Karafili

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 10.14, Part 2D.2 Division 2 of the Corporations Act and for all other purposes, approval is given for the issue of 926,402 FY24 LTVR Performance Rights to Adem Karafili, Director, under the TSIRP on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director who is eligible to participate in the TSIRP, any Associate of a Director who is eligible to participate in the TSIRP, or any person who is eligible to participate in the TSIRP whose relationship with the Company, a Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions on the proxy form, and it is not cast on behalf of Adem Karafili or his Associates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

9. **Resolution 8 – Approval for the Granting of FY24 LTVR Performance Rights to CEO, Trent Fraser**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 10.11, Part 2D.2 Division 2 of the Corporations Act and for all other purposes, approval is given for the issue of 706,111 FY24 LTVR Performance Rights to Trent Fraser, CEO, under the TSIRP on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Trent Fraser or any other person who will obtain a material benefit as a result of the issue of the securities under this Resolution, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions on the proxy form, and it is not cast on behalf of Trent Fraser or his Associates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

10. **Resolution 9 – Approval for the Granting of Retention Service Rights to CEO, Trent Fraser**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 674,790 Retention Service Rights to Trent Fraser, CEO, under the TSIRP on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Trent Fraser or any other person who will obtain a material benefit as a result of the issue of the securities under this Resolution, or any of their respective Associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions on the proxy form, and it is not cast on behalf of Trent Fraser or his Associates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

11. Resolution 10 – Ratification of the issue of Placement Shares under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.4

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 5,333,047 Placement Shares issued on 3 March 2023 under ASX Listing Rule 7.1 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf the recipients of the Placement Shares under this Resolution or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair currently intends to vote all undirected proxies in favour of this Resolution.

12. Resolution 11 – Ratification of the issue of Placement Shares under ASX Listing Rule 7.1A pursuant to ASX Listing Rule 7.4

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 7,166,953 Shares issued on 3 March 2023 under ASX Listing Rule 7.1A on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf the recipients of the Placement Shares under this Resolution or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair currently intends to vote all undirected proxies in favour of this Resolution.

13. Resolution 12 – Ratification of the grant of Options under ASX Listing 7.4

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant of 4,250,000 Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf the recipients of the Options or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

14. Resolution 13 – Approval of grant of Options to an entity associated with Director, Stephen Grove

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“THAT, in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 750,000 Options to Grove Investment Group Pty Ltd, an associate of Non-Executive Director, Stephen Grove on the terms set out in the Explanatory Memorandum.”

Note: The Options to be granted to Mr Grove’s associated entity under this Resolution are in connection with the Capital Raise and are in no way affiliated with any remuneration for services as a director of the Company.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Grove Investment Group Pty Ltd or Stephen Grove, or any person who may obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an Associate of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or

- 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

15. Other Business

To transact any other business which may legally be brought before the Meeting.

Dated: 26 September 2023

By order of the Board

**Carlie Hodges
Company Secretary**

1 Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://www.topshelfgroup.com.au/investors>.

Shareholders will be given a reasonable opportunity to ask questions and make comments on the reports, and on the management of the Company, and to ask questions of the auditor.

2 Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the CEO of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of votes cast. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form ⁴
Other	Vote as directed	Able to vote at discretion of proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Voting Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3 Resolution 2 and Resolution 3 – Re-Election of Directors

3.1 General

Rule 8.1(c) of the Constitution requires that, if a person has been appointed as a Director by the Board as an addition to the existing Directors, that Director holds office until the conclusion of the Company's next annual general meeting following their appointment and is eligible for re-election at that meeting.

Julian Davidson and Stephen Grove were appointed as a Director by the Board under rule 8.1(c) of the Constitution on 24 April 2023 and 31 July 2023, respectively. Accordingly, Mr Davidson and Mr Grove will retire as Directors at the Meeting and, being eligible, will stand for re-election under to Resolution 2 and Resolution 3, respectively.

Personal particulars for Mr Davidson and Mr Grove are set out below.

3.2 Julian Davidson

Mr Davidson is a Chartered Accountant with a PMD from Harvard Business School, and senior liquor industry expert with more than 30 years' experience in leadership roles in Australia, New Zealand and North America. Mr Davidson's experience includes over 15 years with Lion (Kirin) holding senior finance roles with Swan Brewery, Pepsi-Cola Bottlers and Lion Australia, and as CEO with Tooheys Brewery and Lion in New Zealand. After Lion, Mr Davidson held senior management roles with Independent Liquor during ownership periods of private equity firm, Pacific Equity Partners, and subsequently, Asahi.

3.3 Stephen Grove

Mr Grove is the founder and Executive Chairman of The Grove Group. Commencing over 20 years ago with the supply of relocatable buildings to the manufacturing and construction industries, The Grove Group currently has eight locations in Australia. The Grove Group also has businesses in food & beverage, property development, motorsport, and private investment sectors. Mr Grove is also a non-executive director of ASX listed Boom Logistics Ltd.

3.4 Board Recommendation

The Board (other than Mr Davidson, who has abstained from making a recommendation on Resolution 2 due to his personal interest) recommends that you vote in favour of Resolution 2.

The Board (other than Stephen Grove, who has abstained from making a recommendation on Resolution 3 due to his personal interest) recommends that you vote in favour of Resolution 3.

Each Director currently intends to vote their respective shareholdings in favour of each Resolution.

4 Resolution 4 – Approval of 10% Placement Capacity

4.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 4.3 below). This Resolution is a Special Resolution.

4.2 ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests as at the date of the Meeting (**Eligible Entity**) may seek shareholder approval under ASX Listing Rule 7.1A:

- (a) the entity is not included in the S&P/ASX 300 Index; and
- (b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

The Company is not included in the S&P/ASX 300 Index and accordingly, as at the date of this Notice, the Company is an Eligible Entity for these purposes.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval. The number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 4.3 below).

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

4.3 Number of class of equity securities issued under 10% Placement Capacity

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be:

- in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue which are quoted, being Shares; and
- issued for cash consideration which is not less than 75% of the 15-day VWAP of equity securities in that class, as set out in further detail in section 4.4(b) of this Explanatory Memorandum.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of shares on issue at the commencement of the Relevant Period:

- (1) plus the number of shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (2) plus the number of shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken to have been approved under ASX Listing Rules 7.1 or 7.4,
- (3) plus the number of shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - (i) the agreement was entered into before the commencement of the Relevant Period; or
 - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 or 7.4,
- (4) plus the number of any other shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4,
- (5) plus the number of partly paid shares that became fully paid in the Relevant Period; and
- (6) less the number of shares cancelled in the Relevant Period.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of shares under ASX Listing Rule 7.4.

Relevant Period is:

- if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

4.4 Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to this Resolution:

(a) 10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

- (a) 12 months after the date of the Annual General Meeting;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

(b) Minimum Price

Any equity securities issued under the 10% Placement Capacity must be in an existing class of quoted equity securities and issued for cash consideration. The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

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

(c) Purpose of an issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for either or both of working capital purposes or to fund growth opportunities.

(d) Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 21 September 2023 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		\$0.10	\$0.20	\$0.40
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A = 204,150,861	10% voting dilution (Shares to be issued under 7.1A)	20,415,087	20,415,087	20,415,087
	Funds raised	\$2,041,508.70	\$4,083,017.40	\$8,166,034.80
50% increase in Current Variable A = 306,226,292	10% voting dilution (Shares to be issued under 7.1A)	30,622,630	30,622,630	30,622,630
	Funds raised	\$3,062,263.00	\$6,124,526.00	\$12,249,052.00
100% increase in Current Variable A = 408,301,722	10% voting dilution (Shares to be issued under 7.1A)	40,830,173	40,830,173	40,830,173
	Funds raised	\$4,083,017.30	\$8,166,034.60	\$16,332,069.20

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- the Issue Price set out in the table is the closing price of the Shares on the ASX on 21 September 2023;
- the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- no options or rights convertible into Shares are exercised;
- the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4 and Resolutions 10 and 11 of this Notice are approved by Shareholders; and
- the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that:

- the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue,

both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(e) Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both, provided that such allottee is not a Related Party of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue, including the Company's intentions to raise funds;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the number of issues the Company intends to make and the time frame over which they will be made;

- (d) the effect of the issue of the equity securities on the control of the Company;
- (e) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (f) prevailing market conditions; and
- (g) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under ASX Listing Rule 7.1A

The Company has previously obtained approval under ASX Listing Rule 7.1A. The following information is provided in accordance with ASX Listing Rule 7.3A.6:

- (a) During the 12 months preceding the date of the Meeting, being on and from 27 October 2022, the Company issued a total of 7,166,953 equity securities under ASX Listing Rule 7.1A.2, representing 9.44% of the equity securities on issue at the commencement of this 12 month period;
- (b) The equity securities issued under ASX Listing Rule 7.1A.2 in the 12 month period are set out in the following table:

Date	Quantity and class	Recipient(s) or the basis upon which recipient(s) were determined	Issue price	Closing market Price on date of issue	% Discount / Premium to Closing Price on date of issue	Consideration
3 March 2023	7,166,953 Shares	Various institutional and sophisticated investors	\$0.80	\$0.98	18.367% discount	Cash consideration of \$5,733,562.40

(g) Voting exclusion statement

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

4.5 Board Recommendation

The Board recommends that you vote in favour of this Resolution. Each Director currently intends to vote their respective shareholdings in favour of each Resolution.

5 Resolutions 5 to 9 – Approval for the Granting of Rights to Adem Karafili and Trent Fraser

5.1 General

As set out in the Notice of Meeting for the 2022 Annual General Meeting, in 2022, the Nomination & Remuneration Committee (**N&R Committee**) undertook a full review of the Company's remuneration incentive schemes and retained an external specialist remuneration advisor, Godfrey Remuneration Group, to provide benchmarking and framework advice. In doing so, the Board's guiding principle was to align remuneration with Shareholders' interests and to appropriately incentivise executives to create Shareholder value.

Executive remuneration is determined by the non-executive Directors of the Board, taking into consideration relevant market practices and the circumstances of the Company on an annual basis. It is the view of non-executive Directors of the Board that it is in the interests of Shareholders for selected executives to receive part of their total remuneration package in the form of variable remuneration that is based on equity, and that will vest based on performance against indicators that are linked to Shareholder value creation during a defined measurement period. This is also considered best practice with regards to evident market practices. It should therefore be considered appropriate to provide equity-based remuneration to Executives of the Company instead of an equivalent cash amount only.

Short Term Variable Remuneration (**STVR**) is a reward payable in relation to performance over a 12 month period (usually the financial year) to reward executives for creating value in the short-term and for achieving specified objectives.

Long Term Variable Remuneration (**LTVR**) is defined as a reward payable in relation to the achievement of performance measured over a period of three years or more. The main purposes of LTVR are to align the interests of Executives with Shareholders, to support Executives to become Shareholders, to reward them for medium-to-long term value creation and share some of that value with Executives, and to retain Senior Executives. LTVR is paid in the form of an annual three year grant forming part of the Executive Directors' annual remuneration resulting in overlapping cycles as depicted below. The N&R Committee, or in its absence, the non-executive directors of the Board, will review and set the terms and vesting conditions of LTVR annually for each three year grant.

The Retention Service Rights are intended as a retention grant to recognise the disparity between the CEO's total remuneration package and a typical total remuneration package seen in the market over the previous financial years, and to align the CEO with Shareholders over the service period. On the recommendation of an independent third party remuneration expert, Mr Fraser's salary has been benchmarked and reflects the market. The Retention Service Rights are a non-cash component of Mr Fraser's remuneration, amounting to \$100,000 per annum to bring Mr Fraser's remuneration package up to market. The Retention Service Rights are not an additional overlay to market-based remuneration.

Subject to obtaining the relevant Shareholder approvals, the Company has agreed to issue the following securities under the TSIRP:

- (A) to Adem Karafili, Director (or his nominee):
 - (i) 193,000 STVR Performance Rights (being the subject of Resolution 5); and
 - (ii) 926,402 FY24 LTVR Performance Rights (being the subject of Resolution 7); and
 - (B) to Trent Fraser, CEO (or his nominee):
 - (i) 176,527 STVR Performance Rights (being the subject of Resolution 6);
 - (ii) 706,111 FY24 LTVR Performance Rights (being the subject of Resolution 8); and
 - (iii) 674,790 Retention Service Rights (being the subject of Resolution 9),
- (together, the **Plan Securities**).

5.2 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a Director of the Company, or anyone who has reasonable grounds to believe that they are likely to be, among others, a Director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Trent Fraser is a person who believes or has reasonable grounds to believe that he is likely to become a director of the Company in the future and as a result, the Board has treated him as a related party for the purpose of Resolutions 6, 8 and 9.

Section 229 of the Corporations Act defines "financial benefit" broadly and includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Plan Securities under Resolution 5 to Resolution 9 constitutes the provision of a financial benefit to a related party. In respect of each Resolution, the disinterested Directors consider that the proposed issue of the Plan Securities under each respective Resolution constitutes reasonable remuneration to the respective related parties and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

- (a) the position and responsibilities of Mr Fraser and Mr Karafili;
- (b) the Company's reliance on each of Mr Fraser and Mr Karafili;
- (c) the time commitment and workload required of each of Mr Fraser and Mr Karafili to drive the Company's strategies and objectives;
- (d) the considerable contribution that each of Mr Fraser and Mr Karafili has made and continues to make to the growth of the Company's business;

- (e) the need for the Company to effectively incentivise each of Mr Fraser and Mr Karafili (as appropriate, having regard to best corporate governance practices) while aligning the incentive with increasing Shareholder value;
- (f) advice provided by independent remuneration consultant, Godfrey Remuneration Group, prior to the date of this Notice;
- (g) the desirability of preserving cash resources within the Company;
- (h) the composition and value of the remuneration packages of directors and executives of other ASX-listed companies of similar size and circumstances to that of the Company; and
- (i) the terms of the Plan Securities in light of the Company's business objectives and the current Share price.

The Board believes that the Plan Securities are an effective remuneration tool and incentive tool, which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to each of Mr Fraser and Mr Karafili.

Accordingly, Shareholders are being asked to approve the issue of the Plan Securities in accordance with ASX Listing Rule 10.11 and ASX Listing Rule 10.14 (as applicable) only.

5.3 Summary of regulations relating to Termination Benefits

Under Part 2D.2 Division 2 of the Corporations Act, the Company is prohibited from giving a person who holds a "managerial or executive office" (including a Director) a benefit in connection with their ceasing to hold an office or position of employment with the Company unless shareholders approve the giving of the benefit or an exemption applies.

(a) Benefits that require shareholder approval and benefits that are exempt

"Benefit" is defined broadly in the Corporations Act to include most forms of valuable consideration. Termination benefits under the Corporations Act include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments, payments in lieu of notice or other benefits such as an accelerated or automatic vesting of equity-based payments due to a person ceasing to hold an office or position of employment. There is an exception to the prohibition on the provision of benefits where the value of the benefits does not exceed the statutory cap (as calculated in accordance with the Corporations Act).

(b) Reasons why shareholder approval is being sought

Shareholder approval is sought for the benefits which may be given in connection with the accelerated vesting of certain FY24 LTVR Performance Rights which each of Adem Karafili and/or Trent Fraser may potentially receive in the event that their employment is terminated in certain circumstances. This is in addition to any payments or amounts that may be provided to that person which are excluded from the operation of the statutory cap (such as statutory entitlements to accrued annual and long service leave, amounts required to be paid by law and genuine redundancy payments).

Due to the uncertainty around the timing of any termination of employment, the extent to which the Board may exercise its discretion in vesting FY24 LTVR Performance Rights, and the share price as at that date, it is currently not possible to estimate the potential value of the FY24 LTVR Performance Rights that the Board may resolve to vest on termination of the relevant person's employment.

The value of the termination benefit payable to each of Mr Fraser and Mr Karafili under Resolution 7 and Resolution 8 depends on several factors, including:

- (a) the circumstances in which the person ceases employment and the extent to which they served the applicable notice period;
- (b) the person's base salary at the time the FY24 LTVR Performance Rights were issued and the time the person ceased employment;
- (c) the person's length of service and the level of performance achieved at the time they cease employment;
- (d) the number of unvested FY24 LTVR Performance Rights that the Board determines to vest, lapse or allow to remain eligible to vest on the Vesting Date;
- (e) the market value of Shares as at the date of issue of the FY24 LTVR Performance Rights and at the date of termination of employment and the terms of those FY24 LTVR Performance Rights (including vesting conditions); and

- (f) any other factors the Board considers relevant when exercising its discretion, including where appropriate its assessment of the performance of the person up to the date of termination of employment.

Accordingly, it is possible that the provision of the benefit associated with the vesting of FY24 LTVR Performance Rights may exceed the statutory cap (as calculated in accordance with the Corporations Act) at the relevant time.

The Company is seeking Shareholder approval to enable the Board to exercise its discretion to accelerate the vesting of any FY24 LTVR Performance Rights in the event that the aggregate value of any termination benefits which the relevant person may receive under or in connection with their cessation of employment exceeds the statutory cap at the relevant time. If Shareholders approve Resolution 7 or Resolution 8, the relevant benefits will be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act and the value of the benefits will not count towards the statutory cap under Division 2 of Part 2D.2 of the Corporations Act.

If Shareholders approve Resolution 7 or Resolution 8, the Company is still required to comply with ASX Listing Rule 10.19 which ensures 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 termination 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.

5.4 Summary of ASX Listing Rule 10.11 and 10.14

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to certain persons identified in ASX Listing Rule 10.11, including, among others, a Related Party, without the approval of shareholders. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rules 7.1.

The issue of Plan Securities to Trent Fraser (or his nominee) falls within ASX Listing Rule 10.11.1 as Trent Fraser is a person who believes or has reasonable grounds to believe that he is likely to be a director of the Company in the future and does not fall within one of the exceptions in Listing Rule 10.12. Therefore, the issue of Plan Securities to Trent Fraser requires the approval of Shareholders under ASX Listing Rule 10.11.

ASX Listing Rule 10.14 requires Shareholder approval to be obtained in respect of an issue of equity securities under an employee incentive plan to a Director of the Company. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11.

If Resolution 5, 6, 7, 8 or 9 is approved, the approved grant of Plan Securities to Mr Karafili or Mr Fraser will not be included in calculating the Company's 15% Placement Capacity.

If Shareholders do not approve any of Resolutions 5, 6, 7, 8 or 9, the relevant grant of Plan Securities will not proceed. In that circumstance, issues may arise with the competitiveness of Mr Karafili's or Mr Fraser's (as relevant) total remuneration package and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing equivalent cash incentives.

5.5 Technical information required by ASX Listing Rules 10.13 and 10.15

For the purposes of ASX Listing Rules 10.13 and 10.15, the following information is provided:

(a) Securities to be issued

The securities proposed to be issued are as follows:

- (A) to Adem Karafili, being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Mr Karafili (for the purposes of ASX Listing Rule 10.14.2):
 - (i) 193,000 STVR Performance Rights (being the subject of Resolution 5); and
 - (ii) 926,402 FY24 LTVR Performance Rights (being the subject of Resolution 7); and
- (B) to Trent Fraser, being a Related Party of the Company as set out in section 5.4 above (for the purposes of ASX Listing Rule 10.11.1) or his nominee (for the purposes of ASX Listing Rule 10.11.4):
 - (i) 176,527 STVR Performance Rights (being the subject of Resolution 6);
 - (ii) 706,111 FY24 LTVR Performance Rights (being the subject of Resolution 8); and
 - (iii) 674,790 Retention Service Rights (being the subject of Resolution 9).

(b) Current Remuneration Packages

Mr Karafili's current remuneration package is as follows:

- (i) total annual remuneration remains the same at \$386,000.84 per annum (including superannuation and vehicle allowance);
- (ii) annual short term incentive up to the value of 40% of the total annual remuneration, subject to the achievement of certain annual targets;
- (iii) subject to the approval of Resolution 5, 193,000 STVR Performance Rights; and
- (iv) subject to the approval of Resolution 7, 926,402 FY24 LTVR Performance Rights.

Mr Fraser's current remuneration package is as follows:

- (i) total annual remuneration of \$441,319.64 per annum (including superannuation and novated vehicle allowance)
- (ii) annual short term incentive up to the value of 40% of the total annual remuneration, subject to the achievement of certain annual targets;
- (iii) subject to the approval of Resolution 6, 176,527 STVR Performance Rights;
- (iv) subject to the approval of Resolution 8, 706,111 FY24 LTVR Performance Rights; and
- (v) subject to the approval of Resolution 9, 674,790 Retention Service Rights.

(c) Previous grants under the TSIRP

Mr Karafili (or his nominee) has previously been issued the following securities under the TSIRP, each granted for nil (\$0) grant price:

- (i) 118,991 Retention Service Rights issued under the TSIRP exercisable at \$0.00 per Retention Service Right and expiring on 23 February 2038, subject to time-based vesting conditions. All of these Retention Service Rights have since vested; and
- (ii) 142,963 FY23 LTVR Performance Rights issued under the TSIRP exercisable at \$0.00 per FY23 LTVR Performance Right and expiring on 23 February 2038, subject to performance-based vesting conditions.

Mr Fraser (or his nominee) has previously been issued the following securities under the TSIRP, each granted for nil (\$0) grant price:

- (i) 277,778 Retention Service Rights issued under the TSIRP exercisable at \$0.00 per Retention Service Right and expiring on 23 February 2038, subject to time-based vesting conditions; and
- (ii) 245,178 FY23 LTVR Performance Rights issued under the TSIRP exercisable at \$0.00 per FY23 LTVR Performance Right and expiring on 23 February 2038, subject to performance-based vesting conditions.

(d) Summary of Plan Security terms

The proposed issue of the Plan Securities pursuant to Resolution 5 to Resolution 9 are seen as a cost-effective way of providing Mr Fraser and Mr Karafili with tangible incentives to enhance the performance of the Company and to seek to further align each of their interests with those of Shareholders.

The Company attributes the following value to each Plan Security:

- (i) \$0.25 per STVR Performance Right;
- (ii) \$0.25 per FY24 LTVR Performance Right; and
- (iii) \$0.25 per FY24 Retention Service Right

The material terms of the STVR Performance Rights (the subject of Resolution 5 and Resolution 6) are as follows:

- (i) the STVR Performance Rights will be issued for nil consideration. Accordingly, no loan will be provided in respect of the issue or exercise of the STVR Performance Rights;
- (ii) each STVR Performance Right may be convertible into one Share;
- (iii) no funds will be raised by the issue of the STVR Performance Rights as they will be issued as a part of the short-term incentive component of the recipient's remuneration package. No funds will be raised by the Company on conversion of the STVR Performance Rights into Shares;

- (iv) other material terms of the STVR Performance Rights are set out at Annexure B and Annexure E; and
- (v) as the STVR Performance Rights are to be issued under the TSIRP, the terms of the TSIRP will also apply. A summary of the material terms of the TSIRP is set out at Annexure A.

The material terms of the FY24 LTVR Performance Rights (the subject of Resolution 7 and Resolution 8) are as follows:

- (i) the FY24 LTVR Performance Rights will be issued for nil consideration. The FY24 LTVR Performance Rights will be granted as a long-term incentive component of the recipient's FY24 remuneration package. Accordingly, no loan will be provided in respect of the issue or exercise of the FY24 LTVR Performance Rights;
- (ii) each FY24 LTVR Performance Right may be convertible into one Share;
- (iii) no funds will be raised by the issue of the FY24 LTVR Performance Rights as they will be issued as a part of the long-term incentive component of the recipient's FY24 remuneration package. No funds will be raised by the Company on conversion of the FY24 LTVR Performance Rights into Shares;
- (iv) other material terms of the FY24 LTVR Performance Rights are set out at Annexure C and Annexure E; and
- (v) as the FY24 LTVR Performance Rights are to be issued under the TSIRP, the terms of the TSIRP will also apply. A summary of the material terms of the TSIRP is set out at Annexure A.

The material terms of the Retention Service Rights (the subject of Resolution 9) are as follows:

- (i) the Retention Service Rights will be issued for nil consideration. Accordingly, no loan will be provided in respect of the issue or exercise of the Retention Service Rights;
- (ii) each Retention Service Right may be convertible into one Share;
- (iii) no funds will be raised by the issue of the Retention Service Rights as they will be issued in-lieu of part of the recipient's FY24 fixed salary package. No funds will be raised by the Company on conversion of the Retention Service Rights into Shares;
- (iv) other material terms of the Retention Service Rights are set out at Annexure D and Annexure E; and
- (v) as the Retention Service Rights are to be issued under the TSIRP, the terms of the TSIRP will also apply. A summary of the material terms of the TSIRP is set out at Annexure A.

(e) Timing of issue

The Plan Securities will be issued as soon as reasonably practicable following the Meeting and, in any event:

- (i) in respect of Resolutions 6, 8 and 9, by no later than 1 month after the date of the Meeting; and
- (ii) in respect of Resolutions 5 and 7, by no later than 3 years after the date of the Meeting.

(f) Purpose of the issue of the Plan Securities under Resolutions 6, 8 and 9

The Plan Securities to be issued to Trent Fraser (or his nominee) under Resolutions 6, 8 and 9 are to be issued under the TSIRP as remuneration and incentive for Trent Fraser's employment.

(g) Price or consideration received for the Plan Securities under Resolutions 6, 8 and 9

Given the Plan Securities to be issued to Trent Fraser (or his nominee) under Resolutions 6, 8 and 9 are to be issued under the TSIRP as remuneration and incentive for Trent Fraser's employment, no funds will be received by the Company in consideration for these issues.

(h) TSIRP terms

A summary of the TSIRP Rules is set out at Annexure A. A full copy of the TSIRP Rules is available from the Company by contacting the Company Secretary on +61 3 9614 2444 or at topshelf@cdplus.com.au.

(i) Annual Reporting

Details of any securities issued under the TSIRP 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 relevant issues was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the TSIRP after Resolutions 5 to 9 are approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

(j) Voting exclusion statement

A voting exclusion statement is included in the Notice for the purpose of Resolutions 5 to 9.

5.6 Board Recommendation

The Board (other than Mr Karafili, who has abstained from making a recommendation on Resolutions 5 and 7 due to his personal interest) recommends that you vote in favour of each Resolution.

6 Resolutions 10 and 11 – Ratification of the issue of Placement Shares under ASX Listing Rules 7.1 and 7.1A pursuant to ASX Listing Rule 7.4

6.1 General

On 3 March 2023 the Company announced that it had raised AUD \$10.0 million (before costs) by way of a placement of 12.5 million new fully paid ordinary shares (**Placement Shares**) to professional and sophisticated investors (**Placement**) as follows:

- 5,333,047 Placement Shares issued under the Company's 15% Placement Capacity (being the subject of Resolution 10) (**7.1 Placement Shares**); and
- 7,166,953 Placement Shares issued under the Company's 10% Placement Capacity (being the subject of Resolution 11) (**7.1A Placement Shares**).

The proceeds were raised under the Placement to fund the Company's strategic growth objectives, including, the completion of the agave distillery project, entry and growth into domestic and strategic international markets, and working capital.

The issue of the Placement Shares did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A, respectively.

Under Resolutions 10 and 11, the Company is seeking Shareholder ratification of the issue of a combined total of 12,500,000 Placement Shares pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity or 10% Placement Capacity in the future.

6.2 ASX Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, subject to certain exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to the company's 15% Placement Capacity.

Similarly, where a company has obtained shareholder approval under ASX Listing Rule 7.1A, the company may issue, without shareholder approval, an additional number of shares over the 12 month period following such approval up to the company's 10% Placement Capacity. The Company previously received Shareholder approval for the 10% Placement Capacity at the annual general meeting held on 30 November 2022.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities issued under ASX Listing Rule 7.1 or 7.1A, provided the issue did not breach ASX Listing Rule 7.1 or 7.1A, respectively, at the time of issue. If Shareholders do provide approval, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Rule.

At the time of issue, the issue of the Placement Shares did not fall within any exception in ASX Listing Rule 7.2 and, accordingly, the 7.1 Placement Shares are using up a part of the Company's 15% Placement Capacity and the 7.1A Placement Shares are using up a part of the Company's 10% Placement Capacity, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rule 7.1 and 7.1A if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Placement Shares as set out in these Resolutions.

6.3 Summary of issue of Placement Shares under Resolution 10

Under Resolution 10, Shareholders are being asked to ratify the prior issue of 5,333,047 Placement Shares issued under the Company's 15% Placement Capacity in accordance with ASX Listing Rule 7.4.

If Resolution 10 is passed, 5,333,047 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Placement Shares.

If Resolution 10 is not passed, the Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Placement Shares.

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) the 7.1 Placement Shares were issued to various institutional and wholesale investors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates were allotted 7.1 Placement Shares. The 7.1 Placement Shares were issued to new and existing professional and sophisticated investors who are clients of Shaw and Partners Limited and Silvercloud Advisory Pty Ltd (**Lead Managers**). The recipients were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the number of 7.1 Placement Shares for which Shareholder ratification is being sought under Resolution 10 is 5,333,047 Placement Shares issued under the Company's 15% Placement Capacity;
- (c) the 7.1 Placement Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue;
- (d) the 7.1 Placement Shares were issued on 3 March 2023;
- (e) the 7.1 Placement Shares were issued at the Offer Price of \$0.80 per Placement Share;
- (f) the 7.1 Placement Shares, together with the 7.1A Placement Shares, were issued under the Placement to raise an aggregate total of \$10 million (before costs). These funds were used to fund the Company's strategic growth objectives, being, the completion of the agave distillery project, entry and growth into domestic and strategic international markets, and working capital; and
- (g) a voting exclusion statement is included in this Notice.

6.4 Summary of issue of Placement Shares under Resolution 11

Under Resolution 11, Shareholders are being asked to ratify the prior issue of 7,166,953 Placement Shares issued under the Company's 10% Placement Capacity in accordance with ASX Listing Rule 7.4.

If Resolution 11 is passed, 7,166,953 7.1A Placement Shares will be excluded in calculating the Company's 10% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the 7.1A Placement Shares.

If Resolution 11 is not passed, the 7.1A Placement Shares will be included in calculating the Company's 10% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Placement Shares.

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) the 7.1A Placement Shares were issued to various institutional and wholesale investors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates were allotted 7.1A Placement Shares. The 7.1A Placement Shares were issued to new and existing professional and wholesale investors who are clients of the Lead Managers. The recipients were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the number of 7.1A Placement Shares for which Shareholder ratification is being sought under Resolution 11 is 7,166,953 Placement Shares issued under the Company's 10% Placement Capacity;
- (c) the 7.1A Placement Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue;
- (d) the 7.1A Placement Shares were issued on 3 March 2023;
- (e) the 7.1A Placement Shares were issued at the Offer Price of \$0.80 per Placement Share;
- (f) the 7.1A Placement Shares, together with the 7.1 Placement Shares, were issued under the Placement to raise an aggregate total of \$10 million (before costs). These funds were used to fund the Company's strategic growth objectives, being, the completion of the agave distillery project, entry and growth into domestic and strategic international markets, and working capital; and
- (g) a voting exclusion statement is included in this Notice.

6.5 Board Recommendation

The Board recommends that you vote in favour of Resolutions 10 and 11. Each Director currently intends to vote their respective shareholdings in favour of each Resolution.

7 Resolution 12 – Ratification of the grant of Options under ASX Listing 7.4

7.1 General

On 1 June 2023 and 7 July 2023, the Company announced that it had agreed to issue 5,000,000 options exercisable into Shares in the Company with a nil (\$0) exercise price (**Options**) to nominees of Salter Brothers Capital Pty Ltd ACN 603 615 083 (**Salter Brothers**) who took up commitments in respect of the conditional placement and/or accelerated non-renounceable entitlement offer undertaken by the Company in July 2023 (**Capital Raise**).

The Company:

- (a) has agreed to grant 4,250,000 Options to nominees of Salter Brothers unrelated to the Company (**Option Recipients**) on or around 29 September 2023; and
- (b) has agreed to issue 750,000 Options to Grove Investment Group Pty Ltd, an associate of Non-Executive Director, Stephen Grove, subject to the Company obtaining Shareholder approval.

The Company granted the 4,250,000 Options to the Option Recipients under its 15% Placement Capacity. The grant of the Options did not breach ASX Listing Rule 7.1.

The issue of the Options to Grove Investment Group Pty Ltd is subject to Shareholder approval under Resolution 13. Further details regarding that grant of Options are set out in section 8 of this Explanatory Memorandum.

Under this Resolution 12, the Company is seeking Shareholder ratification of the grant of the 4,250,000 Options pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future.

7.2 ASX Listing Rules 7.1 and 7.4

Please refer to section 6.2 of this Explanatory Memorandum for a discussion of ASX Listing Rules 7.1 and 7.4

At the time of issue, the grant of the Options did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, the 4,250,000 Options are using up a part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the grant of the Options.

If this Resolution is passed, the Options will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the grant date of the Options.

If this Resolution is not passed, the Options will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the grant date of the Options.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rule 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the grant of the Options as set out in this Resolution.

7.3 Summary of issue of Options under this Resolution

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) the Options were issued to the Option Recipients. The Options were issued to new and existing professional and sophisticated investors who were nominated by Salter Brothers. The Option Recipients were identified by Salter Brothers during their participation in the Capital Raise. No related parties or their Associates were issued Options;
- (b) the number of Options for which Shareholder ratification is being sought under this Resolution is 4,250,000 Options;
- (c) the material terms of the Options are as follows:
 - (i) nil (\$0) exercise price per Option;

- (ii) the Options will be issued for nil consideration. Accordingly, no loan will be provided in respect of the issue or exercise of the Options;
 - (iii) the Options will expire on the 2nd anniversary of their issue date;
 - (iv) each Option entitles the holder upon exercise to one Share; and
 - (v) further terms of the Options are set out in the section 713 prospectus disclosed on the ASX on 22 September 2023;
- (d) the Options will be granted to Option Recipients on or around 29 September 2023;
 - (e) the Options were issued to nominees of Salter Brothers in connection with the Capital Raise;
 - (f) as the Options have a nil grant price and nil exercise price, the Company will not receive any funds on grant or exercise of the Options; and
 - (g) a voting exclusion statement is included in this Notice.

7.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution. Each Director currently intends to vote their respective shareholdings in favour of this Resolution.

8 Resolution 13 – Approval of grant of Options to an entity associated with Director, Stephen Grove

8.1 Background

Please refer to the background details in section 7.1 of this Explanatory Memorandum relating to the Capital Raise.

As part of the Capital Raise, and subject to shareholder approval under ASX Listing Rule 10.11, the Company agreed to issue 750,000 Options to Grove Investment Group Pty Ltd, an associate of Non-Executive Director, Stephen Grove. The Options are to be issued in connection with his participation in the Capital Raise and are in no way connected to Mr Grove's service as a director of the Company.

8.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained in respect of an issue of equity securities to a related party of the Company unless an exception under ASX Listing Rule 10.12 applies. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, Exception 14. As no exception under ASX Listing Rule 10.12 applies to the issue of Options, Shareholder approval is being sought for the issue of the Options to Stephen Grove's associated entity, Grove Investment Group Pty Ltd.

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Options to Mr Grove's associated entity, Grove Investment Group Pty Ltd, within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options if approval is obtained under Listing Rule 10.11, the issue of the Options to Grove Investment Group Pty Ltd will not use up any of the Company's 15% Placement Capacity. If Resolution 13 is not passed, the Company will not be able to proceed with the unapproved issue of the Options to Mr Grove's associated entity, Grove Investment Group Pty Ltd.

8.3 Technical Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- (a) subject to shareholder approval under Resolution 13, 750,000 Options are to be granted to Grove Investment Group Pty Ltd, a related party in accordance with ASX Listing Rule 10.11.1;
- (b) the material terms of the Options are as follows:
 - (i) nil (\$0) exercise price per Option;
 - (ii) the Options will be issued for nil consideration. Accordingly, no loan will be provided in respect of the issue or exercise of the Options;
 - (iii) the Options will expire on the 2nd anniversary of their issue date;
 - (iv) each Option entitles the holder upon exercise to one Share; and
 - (v) further terms of the Options are set out in the section 713 prospectus disclosed on the ASX on 22 September 2023;

- (c) the Options to be issued to Grove Investment Group Pty Ltd will be issued no later than 1 month after the date of the Meeting;
- (d) as the Options have a nil grant price and nil exercise price, the Company will not receive any funds on grant or exercise of the Options;
- (e) the issue of Options is not intended to remunerate or incentivise Mr Grove; and
- (f) a voting exclusion statement is included in the Notice.

8.4 Board Recommendation

The Board (other than Mr Grove) recommends that you vote in favour of this Resolution. Each of the Directors (other than Mr Grove) currently intends to vote their respective shareholdings in favour of this Resolution.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning ascribed to it in section 4.1 of the Explanatory Memorandum.

15% Placement Capacity has the meaning ascribed to it in section 4.2 of the Explanatory Memorandum.

7.1 Placement Shares has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.

7.1A Placement Shares has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual Report means the annual financial report of the Company for the year ended 30 June 2023.

Associate has the meaning given to it in ASX Listing Rule 19.12.

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

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the current board of Directors.

Capital Raise has the meaning ascribed to it in section 7.1 of the Explanatory Memorandum.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

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

Company or Top Shelf means Top Shelf International Holdings Ltd ACN 164 175 535.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Eligible Entity has the meaning ascribed to it in section 4.2 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

FY24 LTVR Performance Rights means the Long Term Variable Remuneration Performance Rights in respect of FY24 proposed to be issued under the TSIRP pursuant to Resolutions 7 and 8.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

LTVR means Long Term Variable Remuneration.

Meeting or Annual General Meeting means the meeting convened by the Notice.

Notice or Notice of Annual General Meeting means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.

Ordinary Resolution means that at least 50% of votes cast by Shareholders eligible to vote and present at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Option means an option exercisable into a Share in the Company.

Option Recipients has the meaning ascribed to it in section 7.1 of the Explanatory Memorandum.

Performance Rights means performance rights convertible into Shares in the Company upon performance of the nominated milestone(s).

Placement has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.

Placement Shares has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.

Plan Securities has the meaning ascribed to it in section 5.1 of the Explanatory Memorandum.

Related Party has the meaning given to it in ASX Listing Rule 19.12.

Remuneration Report means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

Resolution means a resolution set out in the Notice.

Restricted KMP Voter is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

Retention Service Rights means the Service Rights proposed to be issued under the TSIRP pursuant to Resolution 9.

Rights has the meaning given to it under the TSIRP.

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

Share Registry means the share registry of the Company, being Boardroom Pty Limited.

Shareholder means a holder of a Share.

Special Resolution means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Spill Meeting has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

Spill Resolution has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

STVR means Short Term Variable Remuneration.

STVR Performance Rights means the Short Term Variable Remuneration Performance Rights proposed to be issued under the TSIRP pursuant to Resolutions 5 and 6.

TSIRP means the Top Shelf International Holdings Limited Rights Plan last approved at the Annual General Meeting dated 30 November 2022.

Voting Form means the proxy form accompanying the Notice.

VWAP means volume weighted average price.

Annexure A – Summary of material terms of the TSIRP

Aspect	Details
Instrument.	<p>The TSIRP uses Indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion), unless otherwise specified in an Invitation. Generally, it is expected that exercised Rights will be satisfied in the form of Shares or Restricted Shares (ordinary fully paid share in the Company that may be subject to Specified Disposal Restrictions).</p> <p>The TSIRP allows for three classes of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> • Performance Rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting LTVR to executives, • Service Rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate, or as part of fixed remuneration, and • Restricted Rights which are vested at grant but which may have Exercise Restrictions and or Specified Disposal Restrictions that extend to the Shares that result from the exercise of Rights (Restricted Shares), and will generally be used to defer earned remuneration from time to time e.g. to defer STVR. <p>When an Exercise Price greater than nil is specified in an Invitation the Rights are Share Appreciation Rights (SARs) that only produce value when the Share Price exceeds the Exercise Price at the time of Exercise i.e. equivalent to an option. They may be Performance SARs, Service SARs or Restricted SARs under the foregoing classes of Rights.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the TSIRP, including the terms of Invitations.</p> <p>Performance Rights and Service Rights (including when they are Share Appreciation Rights) are subject to Vesting Conditions. In the case of Performance Rights (including Share Appreciation Rights) the Vesting Conditions are intended to be challenging and linked to indicators of sustainable value creation for shareholders.</p> <p>The terms and conditions of the TSIRP include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, including the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The TSIRP contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the TSIRP.</p>
Variation of Terms and Conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the TSIRP.
Eligibility	Eligible Persons selected by the Board will be invited to participate in the TSIRP. Eligible Persons includes full time and part-time employees, executive directors and contractors, but excludes non-executive directors.
Term	Each Invitation will specify the Term of Rights, as determined by the Board, and if not exercised within the Term the Rights will lapse. The maximum term allowable is 15 years, which is based on the maximum tax deferral period in Australia.
Number of Rights	The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, an appropriate volume weighted average price (VWAP), relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure.
Measurement Period	The Measurement Period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights, starting from the beginning of the first financial year in the Measurement Period (including for Performance SARs). For Service Rights, the measurement period will typically be 1 year.
Vesting Conditions	<p>Vesting Conditions are to be determined by the Board as part of each Invitation.</p> <p>Performance Rights will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the Measurement Period.</p>

	Service Rights will vest based on periods of service with the Company only, and will generally relate to annual remuneration cycles when granted as part of fixed remuneration.
Gates	The Board may attach Gates to tranches of Performance Rights. A Gate is a condition that, if not fulfilled, will result in nil vesting of a tranche regardless of performance in relation to the Vesting Conditions.
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each Participant.</p> <p>No Exercise Price is payable by a Participant to exercise Rights. However, as part of the terms of an Invitation the Board may determine that a notional Exercise Price applies, which will be deducted from the value of a Share in determining the Exercised Rights Value i.e. creating a cashless exercise option or Share Appreciation Right/SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective.</p>
Exercise of Vested Rights	<p>The Exercise Price for Performance Rights is nil. Vested Rights may be exercised at any time between the later of the Vesting Date and the elapsing of any Exercise Restrictions specified in the Invitation, and before the end of their Term. In order to exercise vested Rights, a Participant must validly submit an Exercise Notice.</p> <p>On exercise of vested Rights, the Board will determine the Exercised Rights Value and the extent to which that value is to be provided in the form of cash, and/or Shares or Restricted Shares. The result will be advised to the Participants in a Settlement Notice.</p> <p>To the extent that the Exercised Rights Value is to be delivered in Restricted Shares, the Board will arrange for such Shares to be obtained and subsequently transferred to Participants or held by a trustee for their benefit.</p> <p>Any portion of the value of the Exercised Rights Value that is to be delivered in the form of cash will be paid through payroll with PAYG tax being deducted (as well as any other deductions that may be applicable or required by law).</p> <p>For Participants outside of Australia, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.</p>
Exercise Restrictions	An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested.
Disposal Restrictions	<p>Rights may not be disposed of or otherwise dealt with at any time, except by force of law.</p> <p>They may be exercised once they vest and the Exercise Restriction Period has elapsed or been waived.</p> <p>Shares may not be sold or disposed of in any way until their sale would not breach:</p> <ul style="list-style-type: none"> (a) the Company's share trading policy, or (b) Division 3 of Part 7.10 of the Corporations Act, to do with insider trading, or (c) Part 6D.2 section 707 (3) of the Corporations Act, to do with on-selling of Shares within 12 months of their issue, if the Shares were issued without a prospectus or disclosure document, and no other relief from the 12 month on-sale restriction can be relied upon, and <p>following expiry of the Specified Disposal Restriction, if any, applicable to the Restricted Shares.</p> <p>Top Shelf will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee of an Employee Share Trust that may be engaged in connection with the TSIRP.</p>
Specified Disposal Restrictions	Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights. The Board will decide whether to include such conditions and the period for which they will apply.
Disposal and Exercise Restriction	In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will

Release at Taxing Point	cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.
Termination of Employment	<p>Generally, Performance Rights held at the date of a cessation of employment in respect of which the first year of the Measurement Period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board. Cessation of employment after the first year of the Measurement Period will generally not result in forfeiture of unvested Rights, unless the cessation of employment relates to termination for cause, or another clause of the Rules allows for Board discretion to trigger forfeiture or lapsing of the Rights.</p> <p>Continued service during the whole of the measurement period will typically be a requirement for Service Rights to be eligible to vest.</p> <p>Following a Participant ceasing employment with the Group, at any time after 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to an Exercise Restriction Period, Rights held by the Participant may be automatically exercised by the Board pursuant to a power of attorney granted by the Participant under the Rules on a date determined by the Board.</p> <p>In the event of a termination of employment by the Company for cause or in the event of a resignation, all unvested Rights will be forfeited unless otherwise determined by the Board.</p>
Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, the Vesting Conditions specified in an Invitation for Performance Rights will cease to apply and:</p> <ul style="list-style-type: none"> • Performance Rights constructed as Options or Share Appreciation Rights will vest 100% unless otherwise determined by the Board, • unvested Performance Rights subject to a nil Exercise Price will vest in accordance with the application of the following formula to each unvested Tranche as at a date determined by the Board (Effective Date), noting that negative results will be taken to be nil and vesting cannot exceed 100%: $\begin{array}{ccccccc} \text{Number of} & & \text{Unvested} & & \% \text{ Of} & & \text{(Share Price at the Effective Date – Share price} \\ \text{Performance} & & \text{Performance} & & \text{Measurement} & & \text{at Measurement Period Commencement)} \\ \text{Rights in} & = & \text{Rights in} & \times & \text{Period} & \times & \\ \text{Tranche to} & & \text{Tranche} & & \text{Elapsed} & & \\ \text{Vest} & & & & & & \text{Share price at Measurement Period} \\ & & & & & & \text{Commencement} \end{array}$ <ul style="list-style-type: none"> • any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date, • any unvested Performance Rights that remain following (b) and (c) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date, • some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of Service Rights and any remainder will lapse immediately, • any unexercised Rights held by a Participant that are subject to an Exercise Restriction will cease to be so restricted on the date that the Board determines in its sole discretion, and • any Specified Disposal Restrictions will be lifted, including the removal of any Company initiated CHES holding lock.
Major Return of Capital or Demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board will determine the treatment of all vested and unvested Rights and Restricted Shares held by Participants including but not limited to vesting, lapsing and removal of Exercise Restrictions and Specified Disposal Restrictions, and the automatic exercise of vested Rights on a specific date.
Board Discretion, Preventing	The Board has sole discretion to determine that some or all Rights held by a Participant that are unvested or vested but subject to Exercise Restrictions, will lapse on a specified date if allowing the Rights to be retained or exercised by the Participant would, in the opinion of the

Inappropriate Benefits, Fraud and Misconduct	<p>Board, result in an inappropriate benefit to the Participant. Such circumstances include but are not limited to:</p> <ul style="list-style-type: none"> a) If the Board forms the view that a Participant has breached accepted codes of conduct i.e. misconduct has been identified, b) if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board, including bringing the Company into disrepute, c) if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders, d) if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company, e) if the Board forms the view that Participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety, f) if a Participant becomes the employee of a competitor or provides services to a competitor, either directly or indirectly, (as determined by the Board) unless otherwise determined by the Board, and g) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information.
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the TSIRP, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the TSIRP may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the TSIRP.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.

Annexure B – Material terms of STVR Performance Rights the subject of Resolution 5 and 6

Aspect	Details
Instrument	If the relevant Resolutions are approved, Mr Adem Karafili and Mr Trent Fraser will be invited to apply for Performance Rights. Performance Rights are indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be satisfied in Shares/Restricted Shares. No amount is payable by Mr Trent Fraser or Mr Adem Karafili for the Performance Rights or to exercise them as their value forms part of their total remuneration package. The value that is realized is dependent on the market value of a Share at the time of sale of any Shares that result from exercising Rights.
Terms & Conditions, Variation of Terms and Conditions	The terms and conditions of the TSIRP include those aspects legally required as well as terms addressing exceptional circumstances, such as in the circumstances of a change of control, a major return of capital to shareholders or the treatment of Rights on termination of employment. The TSIRP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the TSIRP. To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the TSIRP.
Number of Performance Rights	It is proposed that Mr Trent Fraser will be invited to apply for a total of 176,527 STVR Performance Rights. It is proposed that Mr Adem Karafili will be invited to apply for a total of 193,000 STVR Performance Rights. The number of STVR Performance Rights was calculated using a market share price of \$0.25 being the share price of the Company's Capital Raise.
Measurement Period	N/A
Vesting Conditions	Nil. The STVR Performance Rights must not be exercised until the date that is 90 days following the date of issue.
Gates	N/A
Termination of Employment	Following a Participant ceasing employment or engagement with the Group, at any time after 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to an Exercise Restriction Period, Rights held by the Participant may be automatically exercised by the Board pursuant to a power of attorney granted by the Participant under the Rules on a date determined by the Board.

Annexure C – Material terms of FY24 LTVR Performance Rights the subject of Resolution 7 and 8

Aspect	Details																					
Instrument	If the relevant Resolutions are approved, Mr Adem Karafili and Mr Trent Fraser will be invited to apply for Performance Rights. These are Rights that vest when performance-based Vesting Conditions are satisfied. Performance Rights are indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board’s discretion). Generally, it is expected that vested Rights will be satisfied in Shares/Restricted Shares. No amount is payable by Mr Trent Fraser or Mr Adem Karafili for the Performance Rights or to exercise them as their value forms part of their total remuneration package. The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights.																					
Terms & Conditions, Variation of Terms and Conditions	The terms and conditions of the TSIRP include those aspects legally required as well as terms addressing exceptional circumstances, such as in the circumstances of a change of control, a major return of capital to shareholders or the treatment of Rights on termination of employment. The TSIRP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the TSIRP. To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the TSIRP.																					
Number of Performance Rights	It is proposed that Mr Trent Fraser will be invited to apply for a total of 706,111 FY24 LTVR Performance Rights. It is proposed that the Executive Director will be invited to apply for a total of 926,402 FY24 LTVR Performance Rights. The number of FY24 LTVR Performance Rights was calculated using a market share price of \$0.25 being the share price of the Company associated with the Capital Raise. As 100% of Rights to be granted will only vest when stretch performance goals are achieved it is expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The Target expectation is 50% vesting.																					
Measurement Period	The Measurement Period will be the three financial years from 1 July 2023 to 30 June 2026.																					
Vesting Conditions	<p>The proposed Performance Rights will be granted in three equal tranches.</p> <p>Tranche 1 Performance Rights are subject to a TSR performance vesting condition (50% weighting at target).</p> <p>Total Shareholder Return (TSR) is calculated as the percentage growth in shareholder value based on share price growth and dividends, assuming that they are reinvested into Shares. Since Top Shelf does not currently pay dividends, TSR is calculated as the percentage growth in share price, over a specific period which for purpose of this Invitation is the Measurement Period.</p> <p>Base share price is \$0.25. The vesting scale for this performance vesting metric above \$0.25 is as follows:</p> <table><tr><th>Performance Level</th><th>Top Shelf TSR over the Measurement Period</th><th>% of Grant Vesting</th></tr><tr><td>Stretch</td><td>35% TSR CAGR</td><td>100%</td></tr><tr><td>Between Target and Stretch</td><td>> 25% TSR CAGR & < 35% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Target</td><td>25% TSR CAGR</td><td>50%</td></tr><tr><td>Between Threshold and Target</td><td>> 20% TSR & < 25% TSR CAGR</td><td>Pro-rata</td></tr><tr><td>Threshold</td><td>20% TSR CAGR</td><td>25%</td></tr><tr><td>Below Threshold</td><td>< 20% TSR CAGR</td><td>0%</td></tr></table> <p>Tranche 2 Performance Rights are subject to an operational performance vesting condition; agave (25% weighting at target).</p> <p>This vesting condition will vest based on whether the following activities have been achieved before the end of the Measurement Period, in the opinion of the Board: the building of agricultural, production capacity, hard assets, distilling, marketing and sales capability and capacity to bring Agave (Act of Treason) to market. The vesting condition will be readily assessable by the end of the Measurement Period as Australian Agave brands being</p>	Performance Level	Top Shelf TSR over the Measurement Period	% of Grant Vesting	Stretch	35% TSR CAGR	100%	Between Target and Stretch	> 25% TSR CAGR & < 35% TSR CAGR	Pro-rata	Target	25% TSR CAGR	50%	Between Threshold and Target	> 20% TSR & < 25% TSR CAGR	Pro-rata	Threshold	20% TSR CAGR	25%	Below Threshold	< 20% TSR CAGR	0%
Performance Level	Top Shelf TSR over the Measurement Period	% of Grant Vesting																				
Stretch	35% TSR CAGR	100%																				
Between Target and Stretch	> 25% TSR CAGR & < 35% TSR CAGR	Pro-rata																				
Target	25% TSR CAGR	50%																				
Between Threshold and Target	> 20% TSR & < 25% TSR CAGR	Pro-rata																				
Threshold	20% TSR CAGR	25%																				
Below Threshold	< 20% TSR CAGR	0%																				

	<p>accessible in Australian major retailers, with marquee ontrade trading partners in Australia and via distribution partner arrangement into North America.</p> <p>This vesting condition is binary, and is either achieved or not achieved (i.e., no partial vesting).</p> <p>Tranche 3 Performance Rights are subject to an operational performance vesting condition; international markets (25% weighting at target).</p> <p>This vesting condition will vest based on whether the following activities have been achieved before the end of the Measurement Period, in the opinion of the Board: The identification of priority International markets for TSI portfolio, the appointment of importer and distributors, understanding of local packaging and labelling requirements, registration of brands, negotiation of routes to market and channel and customer priorities to enable viable marketing and sales to occur of our brands. The vesting condition will be readily assessable by the end of the Measurement Period as TSI brand sales into international markets (defined as all markets other than the Australian domestic market) will contribute no less than 15.0% of group brand revenue.</p> <p>This vesting condition is binary, and is either achieved or not achieved (i.e., no partial vesting).</p>
Gates	<p>A Gate applies to the Tranche 1 Performance Rights, such that vesting will not be considered if the Company's TSR is not positive for the Measurement Period</p>
Termination of Employment	<p>Continued service during the whole of the Measurement Period is not a requirement in order for Rights to be eligible to vest.</p> <p>Generally, Performance Rights held at the date of cessation of employment where the first year of the Measurement Period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board. Cessation of employment after the first year of the Measurement Period will generally not result in forfeiture of unvested Rights, unless the cessation of employment relates to termination for cause, or another clause of the Rules allows for Board discretion to trigger forfeiture or lapsing of the Rights.</p> <p>Following a Participant ceasing employment with the Group, at any time after 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to an Exercise Restriction Period, Rights held by the Participant may be automatically exercised by the Board pursuant to a power of attorney granted by the Participant under the Rules on a date determined by the Board.</p>

Annexure D – Material terms of Retention Service Rights the subject of Resolution 9

Aspect	Details
Instrument	If the relevant Resolution is approved, Mr Trent Fraser will be invited to apply for Retention Service Rights. These are Rights that vest when the service-based Vesting Condition is satisfied. Rights are indeterminate Rights an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be satisfied in Shares/Restricted Shares. No amount is payable by Mr Trent Fraser for the Service Rights or to exercise them as their value forms part of their total remuneration package.
Terms & Conditions, Variation of Terms and Conditions	The Board has the discretion to set the terms and conditions on which it will offer Rights under the TSIRP, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. The TSIRP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the TSIRP. To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the TSIRP.
Number of Service Rights	It is proposed that Mr Trent Fraser will be invited to apply for a total of 674,790 Retention Service Rights. The number of Rights was calculated using a market share price of \$0.25 being the share price of the of the Company's Capital Raise.
Vesting Conditions	Retention Service Rights are subject to a service condition only. Accordingly, the Retention Service Rights will vest as follows: <ul style="list-style-type: none"> • 367,383 Retention Service Rights will vest on 30 June 2024; and • 307,407 Retention Service Rights will vest on 30 June 2025, (each an Vesting Date), provided that Mr Trent Fraser continues to be an employee of the Company on the relevant Vesting Date and no notice of termination has been given under his employment agreement.
Termination of Employment	Continued service in accordance with the Vesting Conditions is a requirement in order for Rights to be eligible to vest. Following a Participant ceasing employment with the Group, at any time after 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to an Exercise Restriction Period, Rights held by the Participant may be automatically exercised by the Board pursuant to a power of attorney granted by the Participant under the Rules on a date determined by the Board.

Annexure E – Other material terms applying to STVR Performance Rights, FY24 LTVR Performance Rights, and Retention Service Rights

Term	Rights that are the subject of each respective Resolution will have a term of 15 years and if not exercised within the Term the Rights will lapse.
Cost of Rights and Exercise Price	No amount is payable by Participants for Rights. The value of the Rights forms part of the remuneration of the Participants. No amount will be payable by Participants to exercise Rights i.e. the Exercise Price is nil.
Exercise of Performance Rights	The Participant may exercise vested Rights at any time between the Vesting Date and the end of the Term. The value of Rights that are exercised will be evaluated based on the then Share price (the Exercise Price is nil) and may be paid in Shares (including Restricted Shares), cash or a combination of cash and Shares as determined by the Board.
Disposal Restrictions	Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Shares acquired from the exercise of vested Rights will be subject to trading restrictions contained in: a) The Company's share trading policy, and b) The insider trading provisions of the Corporations Act. Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of Specified Disposal Restrictions will be Restricted Shares while they are so restricted. Top Shelf will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively by any trustee that may appointed in connection with the TSIRP. No Specified Disposal Restriction applies to the proposed Rights.



Top Shelf International Holdings Ltd

All correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax** +61 2 9290 9655

💻 **Online** www.boardroomlimited.com.au

☎ **By Phone** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

☐ Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday, 25 October 2023.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/tsiagm2023

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

LODGE MENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **2:00pm (AEDT) on Wednesday, 25 October 2023.** Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/tsiagm2023

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Top Shelf International Holdings Ltd

ACN 164 175 535

VOTING FORM

SECTION 1: DIRECT VOTING

☐

I/We being a Securityholder/s of **Top Shelf International Holdings Ltd** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at **cdPlus Corporate Services, Level 42, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 and virtually on Friday, 27 October 2023 at 2:00pm (AEDT)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **Top Shelf International Holdings Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

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 (excluding the registered Securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **cdPlus Corporate Services, Level 42, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 and virtually on Friday, 27 October 2023 at 2:00pm (AEDT)** and at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5, 6, 7, 8 or 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 5, 6, 7, 8 or 9 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 5, 6, 7, 8 or 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Julian Davidson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Stephen Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the Granting of STVR Performance Rights to Director, Adem Karafili	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for the Granting of STVR Performance Rights to CEO, Trent Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for the Granting of FY24 LTVR Performance Rights to Director, Adem Karafili	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for the Granting of FY24 LTVR Performance Rights to CEO, Trent Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for the Granting of Retention Service Rights to CEO, Trent Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ratification of the issue of Placement Shares under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Ratification of the issue of Placement Shares under ASX Listing Rule 7.1A pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Ratification of the grant of Options under ASX Listing 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Approval of grant of Options to an entity associated with Director, Stephen Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SECTION 4: SIGN THE FORM

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023