

ASX Announcement

30 October 2023

2023 ANNUAL GENERAL MEETING – NOTICE OF MEETING

Temple & Webster Group Ltd (**Company**) (ASX: TPW) will hold its 2023 Annual General Meeting (AGM) as a physical meeting on Wednesday, 29 November 2023 at 11.00am AEDT.

Attached for release is the 2023 Notice of Meeting and sample voting form which has been despatched to shareholders with details of how to attend and vote at the AGM, together with details of how a live audio stream of the AGM may be accessed for shareholders who are unable to attend in person.

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

For further information:

Lisa Jones

investor.relations@templeandwebster.com.au

About the Temple & Webster Group

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

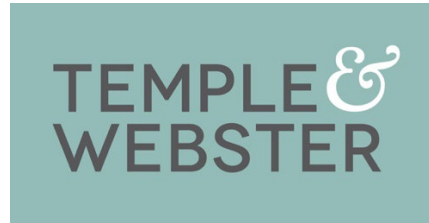
Temple & Webster has over 200,000 products on sale from hundreds of suppliers. The business runs an innovative drop-shipping model whereby products are sent directly to customers by suppliers, enabling faster delivery times and reducing the need to hold inventory, allowing for a larger product range.

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

Temple & Webster's Trade & Commercial division services the B2B market, offering exclusive product ranges, procurement, styling, specialised delivery and installation services by a dedicated support team.

The Group also provides home improvement products via both the Temple & Webster and The Build websites, with everything customers need to renovate and redecorate their homes.

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



Notice of Annual General Meeting 2023

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

ACN: 608 595 660

Dear Shareholder,

I have pleasure in inviting you to attend the 2023 Annual General Meeting (**AGM** or **Meeting**) of Temple & Webster Group Ltd (**Temple & Webster** or the **Company**) to be held at 11.00am (AEDT) on Wednesday 29 November 2023 at the Company's offices at Building 2/1-7 Unwins Bridge Road, St Peters NSW 2044.

This year's Meeting will be held as a physical meeting, giving shareholders the opportunity to participate in the Meeting, including to vote and ask questions, in person at the venue. If you are unable to attend the Meeting in person, I would urge you to please lodge your vote or proxy instructions and any questions prior to the AGM in accordance with the instructions outlined in the Notice of Meeting.

The Company will also live audio stream the AGM for those shareholders who choose not to, or are unable to, attend the AGM in person. You may access the livestream at: <https://meetings.linkgroup.com/TPW23>.

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

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

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

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

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

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Stephen Heath', with a stylized flourish at the end.

Stephen Heath

Chair

Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of Temple & Webster Group Ltd (**Temple & Webster** or the **Company**) will be held at the Company's offices located at Building 2/1-7 Unwins Bridge Road, St Peters NSW 2044, Australia on Wednesday 29 November 2023 at 11.00am (AEDT).

The Company will also live audio stream the AGM for those shareholders who choose not to, or are unable to, attend the Meeting in person. This will allow shareholders to follow the proceedings and view the presentations but not participate in the Meeting or vote on any resolutions during the Meeting. The live audio stream may be accessed at <https://meetings.linkgroup.com/TPW23>.

Agenda items

Item 1: Financial Statements and Reports

To receive and consider the financial statements and reports of the directors and of the auditors for the year ended 30 June 2023.

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

Item 2: Remuneration Report

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

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

Item 3: Re-election of Director

Resolution 2: Re-election of Director – Belinda Rowe

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

"That Belinda Rowe, being a director seeking re-election in accordance with rule 68 of the Company's Constitution, and being eligible, offers herself for re-election, be re-elected as a director of the Company."

Item 4: Election of Director

Resolution 3: Election of Director – Melinda Snowden

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

"That Melinda Snowden, who retires having previously been appointed as an addition to the Board in accordance with Listing Rule 14.4 and rule 67 of the Company's Constitution, and having consented to act and being eligible, offers herself for election, be elected as a director of the Company."

Item 5: Renewal of proportional takeover bid provisions in the Constitution

Resolution 4: Renewal of proportional takeover bid provisions in the Constitution

To consider and if thought fit pass as a special resolution:

“That, for the purposes of sections 648G and 136(2) of the Corporations Act and for all other purposes, the Company’s Constitution be modified such that the proportional takeover bid provisions contained in rule 36 of the Company’s Constitution be renewed for a further period of three years commencing from the date of this Meeting.”

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

By order of the Board

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

Lisa Jones

Company Secretary

16 October 2023

Voting and Participation

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm AEDT on Monday 27 November 2023 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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

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

2 Voting exclusions

VOTING EXCLUSION STATEMENT

**Agenda Item 2
(resolution 1) –
Adoption of
remuneration
report**

- The Company will disregard any votes cast on this resolution:
- by or on behalf of a member of the KMP whose remuneration details are included in the remuneration report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; or
 - by a member of the KMP or their closely related parties as a proxy, unless the vote is cast as a proxy for a person entitled to vote on this resolution:
 - in accordance with a direction on how to vote as set out in the proxy appointment; or
 - by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit.

3 Poll voting and required voting majorities

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

Resolutions 1, 2 and 3 require a simple majority of the eligible votes cast by shareholders present and voting at the Meeting, whether in person, by valid direct vote, proxy or attorney, or in the case of corporate shareholders or proxies, by a natural person representative, to be cast in favour of the relevant resolution. Resolution 4 is a special resolution and requires at least 75% of votes cast by shareholders.

4 How to vote

Shareholders can vote on the resolutions by:

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

All shareholders are strongly encouraged to lodge a direct vote or proxy voting instructions online by lodging a voting form before the Meeting no later than 11.00am AEDT on Monday 27 November 2023 in accordance with the instructions below.

Direct voting before the Meeting

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

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

Voting forms can be submitted in the following ways:

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

All voting forms must be received (either online, by post or fax) by Link Market Services Limited no later than 11.00am AEDT on Monday 27 November 2023. Any voting form received after this time will not be valid.

We strongly encourage shareholders to vote prior to the Meeting.

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

Proxies

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

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

You can direct your proxy how to vote (i.e., to vote 'for', 'against', or to 'abstain' from voting on each resolution) by following the instructions on the voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business,

the proxy may only vote on the item of business as directed. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

For your proxy appointment to be effective, it must be received by Temple & Webster not less than 48 hours before the time for holding the Meeting (that is, by 11.00am AEDT on Monday 27 November 2023).

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

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

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

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

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

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

If:

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

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

Proxy voting by KMP

Resolution 1 on the Agenda relates to the Remuneration of KMP (which includes the directors).

If a shareholder who is not a member of the Company's KMP appoints a member of the Company's KMP (which includes the directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolution 1 (Remuneration Report) unless the proxy is directed how to vote or the Chair of the Meeting is appointed as proxy.

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

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

Corporate representatives

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

Voting by attorney

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

An attorney may not vote at the AGM unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 11.00am AEDT on Monday 27 November 2023.

5 Questions from shareholders

Temple & Webster welcomes questions from shareholders and proxyholders both before and during the Meeting. In the interests of all participants, please confine your questions to matters being considered at the Meeting that are relevant to shareholders as a whole. To ensure that as many shareholders as possible can speak, shareholders are requested to observe the following:

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

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

Before the Meeting

We encourage shareholders to submit written questions to the Company before the AGM by no later than 11.00am AEDT on Monday 27 November 2023. Questions may be submitted in the following ways:

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

Questions to the Company auditor

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Ernst & Young (**EY**), questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

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

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

Relevant written questions for the auditor must be received by the Company by no later than 5.00pm on Wednesday 22 November 2023.

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

During the Meeting

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

Explanatory Notes

Item 1: Financial Statements and Reports

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

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

However, shareholders will be given an opportunity to raise questions or comments on the reports and the management of the Company. Shareholders will also be given the opportunity to ask the Company's auditor questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

Resolution 1: Adoption of Remuneration Report

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

A copy of the Remuneration Report is set out on pages 33 to 48 of the Company's 2023 Annual Report, which is available at www.templeandwebstergroup.com.au/Investor-Centre/

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

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

- the remuneration policies of the Company and the link between the remuneration of key executives and the Company's performance;
- the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2023, including key disclosures in relation to KMP; and
- remuneration decisions taken during the financial year ended 30 June 2023.

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

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

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

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

Recommendation

The directors recommend that all shareholders vote **in favour** of the adoption of the Company's 2023 Remuneration Report.

Item 3: Re-election of Director

Resolution 2: Re-election of Director – Belinda Rowe

Purpose of the Resolution

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

ASX Listing Rule 14.5 requires an ASX listed company to have at least one director stand for election or re-election at an annual general meeting.

The Company's Constitution requires that the director or directors to retire are those who have been longest in office since their appointment or last election. Ms Belinda Rowe and Mr Stephen Heath have been the longest in office since their last re-election, having both been re-elected at the Company's 2021 annual general meeting. Where there are two or more directors who became directors on the same day, the director to retire is determined by lot or agreement between themselves. Ms Belinda Rowe has volunteered to stand for re-election.

Skills and Experience

Information regarding Ms Rowe may be found at page 35 of the Company's 2023 Annual Report.

Ms Rowe is an experienced business leader and successful marketing executive. Her extensive professional experience lies in marketing communications, content, media and digital marketing technologies. Ms Rowe led media and marketing communications businesses for Zenith and Publicis Media globally based in the UK, and held many senior roles in the marketing industry, including as CEO of ZenithOptimedia for 10 years in Australia and as Director Brand and Marcoms for O2 Telefonica in the UK.

Other listed directorships

Ms Rowe is currently an independent non-executive director of ARN Media Ltd (ASX:A1N) , 3P Learning Limited (ASX:3PL) and Sky Network Television (NZ) (ASX:SKT).

Former listed directorships (last three years)

None

Special responsibilities

Ms Rowe is the Chair of the Nomination and Remuneration Committee

Independence

Ms Rowe is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers Ms Rowe is an independent Director.

Recommendation

The Board has considered Ms Rowe's expertise, skills and experience, understanding of the Company's business, preparation for meetings, relationship with other directors and management, awareness of ethical and governance matters and overall contribution as a director and believes that Ms Rowe has provided, and will continue to provide, a valuable contribution to the Board.

Each of the directors (with Ms Rowe abstaining) recommends that shareholders vote **in favour** of the re-election of Ms Rowe as a Director.

Item 4: Election of Director

Resolution 3: Election of Director – Melinda Snowden

Purpose of the resolution

Melinda Snowden was appointed as a director of the Company by the Board on 1 June 2023 in accordance with rule 67 of the Company's Constitution.

Ms Snowden retires from office under Listing Rule 14.4 and rule 67.2 of the Company's Constitution.

Skills and experience

Information regarding Ms Snowden may be found at page 34 of the Company's 2023 Annual Report.

Ms Snowden was appointed as a non-executive director on 1 June 2023 following an extensive formal recruitment process. She has considerable experience in legal and professional corporate advisory roles, as well as on listed Boards in technology, retailing, property and funds management. Ms Snowden has 28 years of experience in finance and has been a professional non-executive director since 2010 in a broad range of industries. Prior to her non-executive career, Ms Snowden held investment banking roles with Grant Samuel, Merrill Lynch, and Goldman Sachs and was a solicitor in the corporate division of Herbert Smith Freehills.

Other listed directorships

Ms Snowden is currently a non-executive director of Megaport Limited (ASX:MP1) and Newmark REIT Management Limited (ASX:NPR).

Former listed directorships (last three years)

Ms Snowden was a non-executive director and Chair of the Audit and Risk Committee of Best & Less Group Holdings (ASX:BST), WAM Leaders Limited (ASX:WLE) and Sandon Capital Investments Limited (ASX:SNC).

Special responsibilities

Ms Snowden is the Chair of the Audit & Risk Committee.

Independence

Ms Snowden is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its shareholders. Accordingly, the Board considers Ms Snowden is an independent director.

Recommendation

Each of the directors (with Ms Snowden abstaining) recommends that shareholders vote **in favour** of the election of Ms Snowden as a director.

Item 5: Renewal of proportional takeover bid provisions in the Constitution

Resolution 4: Renewal of proportional takeover bid provisions in the Constitution

Background

A proportional takeover bid is an off-market takeover offer sent to shareholders, but only in respect of a specified portion of each shareholder's shares in the Company (i.e. less than 100%). Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of the shareholder's shares and retain their balance of the shares.

Under section 648D of the Corporations Act, a company may include provisions in its constitution to the effect that the registration of a transfer giving effect to a takeover contract for a proportional takeover bid is prohibited unless a resolution to approve the bid is passed by shareholders in accordance with the provisions of the company's constitution. These provisions cease to apply at the end of three years after they were inserted into the constitution or last renewed by shareholders. The provisions are renewed in the same manner in which the constitution is altered to insert the provisions (i.e. by a special resolution of shareholders).

Rule 36 of the Company's Constitution sets out the mechanism permitted by section 648D of the Corporations Act and which is governed by its related provisions (sections 648D to 648H of the Corporations Act). Rule 36 states:

36 Proportional takeovers

36.1 In this rule 36:

- (1) **proportional takeover offer** means a proportional takeover bid as defined in section 9 of the Act and regulated by section 648D of the Act;*
- (2) **relevant day** in relation to a proportional takeover offer means the day that is the 14th day before the end of the period during which the offers under the proportional takeover offer remain open; and*
- (3) a reference to an **associate** of another person has the meaning given to that expression by Division 2 of Part 1.2 of the Act.*

36.2 Where offers have been made under a proportional takeover offer in respect of shares included in a class of shares in the Company:

- (1) other than where a transfer is effected in accordance with the takeover provisions (if any) under the ASX Settlement Rules, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional takeover offer is prohibited unless and until a resolution (in this rule 36.2 referred to as an approving resolution) to approve the proportional takeover offer is passed in accordance with this rule 36;*
- (2) a person (other than the offeror or an associate of the offeror) who, as at the end of the day on which the first offer under the proportional takeover offer was made, held shares in that class is entitled to vote on an approving resolution and, for the purpose of so voting, is entitled to 1 vote for each of the shares;*
- (3) an approving resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the resolution; and*
- (4) an approving resolution that has been voted on, is taken to have been passed if it is passed by more than 50% of the votes cast by members entitled to vote on the resolution, and otherwise is taken to have been rejected.*

36.3 The provisions of this Constitution that apply in relation to a general meeting of the Company apply with any modifications the circumstances require, in relation to a meeting that is convened under this rule 36 as if the last mentioned meeting were a general meeting of the Company.

36.4 Where takeover offers have been made under a proportional takeover offer then the directors must ensure that a resolution to approve the proportional takeover offer is voted on in accordance with this rule 36 before the relevant day in relation to the proportional takeover offer.

36.5 Where a resolution to approve a takeover scheme is voted on in accordance with this rule 36, the Company must, on or before the relevant day in relation to the proportional takeover offer:

- (1) give to the offeror; and*
- (2) serve on each notifiable securities exchange in relation to the Company; a notice in writing stating that a resolution to approve the proportional takeover offer has been voted on and that the resolution has been passed, or has been rejected, as the case requires.*

36.6 Where, at the end of the day before the relevant day in relation to a proportional takeover offer under which offers have been made, no resolution to approve the proportional takeover offer has been voted on in accordance with this rule 36, a resolution to approve the proportional takeover offer must, for the purposes of this rule 36, be treated as having been passed in accordance with this rule 36.

36.7 Where a resolution to approve a proportional takeover offer is voted on in accordance with this rule 36 before the relevant day in relation to the proportional takeover offer and is rejected, then:

- (1) *despite section 652A of the Act, all offers under the proportional takeover offer that have not, as at the end of the relevant day, been accepted, and all offers under the takeover scheme that have been accepted and from whose acceptance binding contracts have not, at the end of the relevant day, resulted, must be treated as withdrawn at the end of the relevant day; and*
- (2) *a person who has accepted an offer made under the proportional takeover offer is entitled to rescind the contract (if any) resulting from that acceptance.*

36.8 *Nothing in this rule 36 authorises the Company to interfere with any takeover transfer procedures contained in the ASX Settlement Rules.*

36.9 *This rule 36 ceases to have effect on the 3rd anniversary of the date of its adoption or of its most recent renewal.*

Under section 648G(4) of the Corporations Act, the Company may renew the proportional takeover bid provisions for a further three years.

This resolution 4 provides for the renewal of Rule 36 of the Company's Constitution for a period of three years from the date of the Meeting, subject to further renewal.

Information provided in accordance with section 648G(5) of the Corporations Act

For the purpose of resolution 4, the following information is provided in relation to the proposed renewal of rule 36 of the Constitution in accordance with section 648G(5) of the Corporations Act.

Effect of rule 36 of the Constitution

The effect of rule 36 of the Constitution is that, if a proportional takeover bid is made to shareholders, the directors are obliged to convene a general meeting of shareholders to be held at least 14 days before the last day of the bid period. The purpose of that meeting would be to vote on a resolution to approve the proportional takeover bid.

For the resolution on the proposed proportional takeover bid to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved. This, in effect, means that shareholders as a body may only prohibit any proportional takeover bid by rejecting such a resolution. If the resolution on any proposed proportional takeover bid is approved or deemed to have been approved, transfers of shares under that proportional takeover bid (provided they are in all other respects in order for registration) must be registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution on any proposed proportional takeover bid is rejected, registration of any transfer of shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

Rule 36, if renewed, will expire three years after the date of the Meeting unless renewed by a further special resolution of shareholders.

Rule 36, as renewed, does not apply to full takeover bids.

Reasons for proposing the renewal of rule 36 of the Constitution

The reason for proposing the renewal of rule 36 is that the directors consider that shareholders should have the opportunity to vote on a proposed proportional takeover bid. If rule 36 is renewed, the benefit is that shareholders will be able to collectively decide on whether a proportional takeover bid is permitted to succeed having weighed up whether the advantages outweigh the disadvantages in the particular circumstances of the bid, or vice versa.

In the absence of rule 36, as renewed, a proportional takeover bid for the Company may enable effective control of the Company to be acquired by a person who has not offered to acquire 100% of the Company's shares (and, therefore, has not offered to pay a 'control premium' that reflects 100% ownership). As a result, if a proportional takeover bid for the Company is made:

- shareholders may not have the opportunity to dispose of all their shares; and
- shareholders risk becoming part of a minority interest in the Company or suffering loss following such a change of control if the market price of the Company's shares decreases or the Company's shares become less attractive and, accordingly, more difficult to sell.

If rule 36 is renewed, the Board considers that this risk will be minimised by enabling shareholders to decide whether or not a proportional takeover bid should be permitted to proceed.

Awareness of directors of proposal to acquire or increase a substantial interest in the Company

At the date this Notice of Meeting was approved by directors before despatch to shareholders, no director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of the advantages and disadvantages

As there have been no proportional takeover bids made for the Company in the period since the adoption of rule 36, there are no known circumstances against which the directors have had the opportunity to review the advantages or disadvantages of rule 36. The directors are not aware of any proposed bid which did not proceed during that period because of rule 36. However, the potential advantages and disadvantages which are discussed in the following section have been relevant during the last 3 years in which the proportional takeover provisions have applied.

Potential advantages and disadvantages of renewal of rule 36 of the Constitution to the directors and to shareholders

The directors consider that the renewal of rule 36 would have no advantage or disadvantage for them in their capacity as directors other than the advantage of enabling them to formally ascertain the views of shareholders in relation to any proportional takeover bid. Without such provisions, the directors would be dependent upon their perception of the interests and views of shareholders in assessing any proportional takeover bid. The directors remain free to make a recommendation in relation to whether a proportional takeover bid for the Company should be recommended or rejected.

The potential advantages for shareholders of the proportional takeover bid provisions are that:

- (a) shareholders will have the right to decide by majority vote whether a proportional takeover bid should proceed;
- (b) the provisions may help prevent shareholders being locked in as minority shareholders; and
- (c) the provisions may improve the bargaining power of shareholders and therefore may result in any proportional takeover bid being adequately priced.

The potential disadvantages for shareholders of the proportional takeover bid provisions include that:

- (a) the provisions may discourage a proportional takeover bid being made, which may be the only takeover offer to be made for the Company;
- (b) shareholders may lose an opportunity to sell a portion of their shares in the Company at a premium; and
- (c) the chance that a proportional takeover bid is successful may be reduced.

Recommendations

The Board considers that the potential advantages to shareholders of having the proportional takeover provisions in place outweigh the potential disadvantages.


Each of the directors recommends that shareholders vote in favour of the special resolution to renew the proportional takeover bid provisions in the Constitution. A special resolution requires at least 75% of the votes cast by shareholders who are entitled to vote on the matter.

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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



X99999999999


VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

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

 in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday 29 November 2023**, and at any adjournment or postponement of the Meeting.

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

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday 29 November 2023 at the Company's offices at Building 2/1-7 Unwins Bridge Road, St Peters NSW 2044 (the Meeting)** or alternatively access the live audio stream at <https://meetings.linkgroup.com/TPW23> and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS


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

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

STEP 2

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Belinda Rowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Melinda Snowden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of proportional takeover bid provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

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

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

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

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

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 27 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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