

ASX Announcement

27 September 2024

2024 Annual General Meeting

Temple & Webster (ASX: TPW), advises that the Company's Annual General Meeting (AGM) will be held as a physical meeting on Monday 28 October 2024 at 11.00am AEDT.

Attached for release is the 2024 Notice of Meeting and sample voting form sent to shareholders today with details of how to attend and vote at the AGM, together with details of how a live audio stream of the AGM may be accessed for shareholders who are unable to attend.

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

For further information:

Lisa Jones

Company Secretary

investor.relations@templeandwebster.com.au

About the Temple & Webster Group

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

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

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

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 offers a huge range of home improvement products that customers need to renovate and redecorate their homes.

Temple & Webster Group's registered office and principal place of business is Building 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 2024

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

ACN: 608 595 660

Dear Shareholder,

I have pleasure in inviting you to attend the 2024 Annual General Meeting (**AGM** or **Meeting**) of Temple & Webster Group Ltd (**Temple & Webster** or the **Company**) to be held at 11.00am (AEDT) on Monday 28 October 2024 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/TPW24>

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 2024 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 Monday 28 October 2024 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/TPW24>.

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 2024.

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 2024 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 – Stephen Heath

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

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

Item 4: Non-Executive Directors' Equity Plan

Resolution 3: Approval of Non-Executive Directors' Equity Plan

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

"To approve the grant of Restricted Rights to Non-executive Directors in office from time to time under the Temple & Webster Group Ltd NED Equity Plan for the next 3 years as detailed in the Explanatory Notes to the Notice of Meeting".

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

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

By order of the Board

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

Lisa Jones

Company Secretary

23 September 2024

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 11.00am AEDT on Saturday 26 October 2024 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	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">• by or on behalf of a member of the KMP whose remuneration details are included in the remuneration report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; or• by a member of the KMP or their closely related parties as a proxy, unless the vote is cast as a proxy for a person entitled to vote on this resolution:<ul style="list-style-type: none">○ in accordance with a direction on how to vote as set out in the proxy appointment; or○ by the chair of the meeting (Chair) pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of Key Management Personnel (KMP).
Agenda Item 4 (resolution 3) – Approval of the NED Equity Plan	<p>The Company will disregard any votes cast in favour of Resolution 3:</p> <ul style="list-style-type: none">• by or on behalf of any non-executive Director of the Company, or any of their associates; or• as a proxy by a member of the KMP at the date of the Meeting, or their closely related parties (i.e. any spouse, certain other close family members of any company they control), <p>unless the vote is cast:</p> <ul style="list-style-type: none">• as a proxy or attorney for a person entitled to vote on the resolution in accordance with a direction as to how to vote provided by that person;• by the Chair as proxy or attorney for a person entitled to vote on the resolution in accordance with an express authorisation given to the Chair to vote as the Chair sees fit, even though Resolution 3 is connected to the remuneration of a member of the KMP; or

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary.

3 Poll voting and required voting majorities

The Chair will call a poll for all proposed resolutions.

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.

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 Saturday 26 October 2024 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 Saturday 26 October 2024 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 Saturday 26 October 2024).

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 Saturday 26 October 2024.

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 Thursday 25 October 2024. 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 2024, 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 Monday 21 October 2024.

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 2024, 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 48-67 of the Company's 2024 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 2024, including key disclosures in relation to KMP; and
- remuneration decisions taken during the financial year ended 30 June 2024.

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 2024 Remuneration Report.

Item 3: Re-election of Director

Resolution 2: Re-election of Director – Stephen Heath

Purpose of the Resolution

In accordance with the Company's Constitution and ASX Listing Rules Mr Heath retires by rotation at the end of this AGM and offers himself for re-election.

Skills and Experience

Information regarding Mr Heath may be found at page 45 of the Company's 2024 Annual Report.

Ms Heath is a specialist in consumer goods brand management with over 25 years of manufacturing/wholesale distribution and retail experience. He spent 16 years as CEO of some of Australia's best-known consumer brands that include Rebel Sport, Godfrey's and Fantastic Holdings with operations experience in Australia, New Zealand and Asia. His experience includes working for both ASX listed and private equity owned companies.

Other listed directorships

Mr Heath is a non-executive director of G8 Education Limited (ASX:GEM) (appointed on 3 June 2024).

Former listed directorships (last three years)

Non-Executive Director of Best & Less Group Holdings Ltd (ASX:BST) (appointed on 24 June 2021 and resigned on 10 July 2023). Chair of Shiro Holdings Limited (ASX:SHM) (appointed on 24 October 2019 and resigned on 2 November 2021). Chair of Redhill Education Limited (appointed to Board on 1 September 2019, elected as Chair on 1 December 2020 and resigned on 30 October 2021).

Special responsibilities

Mr Heath is the Chairman of the Board of Directors.

Independence

Mr Heath is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his 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 Mr Heath is an independent Director.

Recommendation

The Board has considered Mr Heath'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 Chairman of the Board and believes that Mr Heath has provided, and will continue to provide, a valuable contribution to the Board.

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

Item 4: Non-Executive Directors' Equity Plan

Resolution 3: Approval of Non-Executive Directors' Equity Plan

Overview

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a Director under an employee incentive scheme. Approval is sought to grant Non-executive Directors (**NEDs**) Restricted Rights under the Temple & Webster Group Ltd NED Equity Plan (**Plan**) to eligible NEDs in office from time to time for the next 3 years.

The Plan enables each NED to elect to sacrifice up to 100% of their Director fees in return for Restricted Rights. As such no cash amount is payable by NEDs for the Restricted Rights, as they represent a sacrifice of Board fees payable to the relevant NED.

Shareholder approval is not required if shares to be allocated on exercise of Restricted Rights are acquired on-market. However, shareholder approval is sought to ensure flexibility to issues shares on exercise of Restricted Rights.

Rationale for the Plan

The Company has operated the Plan to assist in the motivation, retention and reward of NEDs and to provide an opportunity for NEDs to acquire shares in the Company through the sacrifice of Director fees in exchange for equity. The acquisition of shares of NEDs creates long-term alignment with shareholders.

The grant of the Restricted Rights has no immediate impact of dilution on the shareholders and will only dilute shareholders if and when a NED exercises their Restricted Rights in accordance with the Plan.

The Company considers the issue of the Restricted Rights to be a reasonable and appropriate method to provide cost effective remuneration to NEDs, allowing the Company to spend a greater proportion of its cash reserves on its operations than it would if Directors' fees were to be paid 100% in cash.

It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing Restricted Rights.

How does the Plan operate?

NEDs may voluntarily elect to sacrifice up to 100% of their NED fees for Restricted Rights. Elections are made annually in response to an invitation by the Company and, if made, are binding for the duration of that year.

If this resolution is passed, the number of Restricted Rights that a NED will receive is calculated in accordance with the following formula:

$$\text{Number of Restricted Rights} = \frac{\text{Value of NED's fees sacrificed (\$) for the relevant year}}{\text{Value per share of the Company's ordinary shares*}}$$

The value per share of the Company's ordinary shares is the 10 trading day Volume Weighted Average Market Price (**VWAP**) of ordinary shares in the Company following the date of release of the Company's full year financial results.

If a fraction of a Restricted Rights results the number of Restricted Rights will be rounded down to the nearest whole number.

Material terms of the Plan

- The Plan operates through a series of invitations.
- All NEDs are eligible to receive invitations to apply for Restricted Rights.
- The Board determines in its discretion those NEDs who will receive invitations to apply for Restricted Rights.
- Each Restricted Right is a right to acquire one Temple & Webster Group share.
- Restricted Rights may not be transferred, sold or otherwise disposed of other than by force of law.
- Restricted Rights do not carry voting or dividend entitlements and are not quoted on the ASX.
- Restricted Rights fully vest on grant but are subject to exercise and disposal restrictions.
- A NED cannot exercise his or her Restricted Rights for 90 days following their grant (unless a longer period is determined by the Board and specified in the invitation to the NED to apply for Restricted Rights). Restricted Rights may (subject to the insider trading provisions of the Corporations Act and the Company's Securities Dealing Policy) be exercised at any time following the end of the exercise restrictions and before 15 years after the date they are granted.
- Upon exercise of Restricted Rights by a NED, the Board determines whether to issue shares to the NED directly or arrange the shares to be acquired on-market for the benefit of the NED by the Temple & Webster Group Ltd Employee Share Trust (**EST**).

- Any unexercised Restricted Rights of a NED are forfeited if the Board forms the view that the NED has committed an act of fraud, defalcation or gross misconduct in relation to the Company.
- Restrictions applying to the exercise of Restricted Rights may be released early if a taxing point arises in relation to vested but unexercised Restricted Rights at a time when the NED holds office or is employed within the Group. In this instance the exercise restrictions, other than those that arise under insider trading provisions of the Corporations Act, will be automatically lifted in respect of 50% of such Restricted Rights.
- If specified in an invitation, shares resulting from the exercise of Restricted Rights (**Restricted Shares**) may be subject to disposal restrictions during which disposal of those Restricted Shares is prohibited and enforced by the trustee of the EST (where Restricted Shares are held by the EST for the NED) or via a CHES holding lock, where Restricted Shares are held by the NED.
- Disposal restrictions on Restricted Shares issued under the Plan may be released early in the following circumstances:
 - in cases of hardship, in which case the Board has discretion to waive the disposal restrictions;
 - if a taxing point arises in relation to Restricted Shares at a time when the NED holds office or is employed within the Group, then disposal restrictions, other than those that arise under insider trading provisions of the Corporations Act, will be automatically lifted in respect of 50% of such shares;
 - where the relevant NED is no longer a Director of the Company nor an employee of a Group Company (unless otherwise determined by the Board and specified in the invitation).
- If the de-listing of the Company's shares becomes imminent, exercise restrictions on Restricted Rights and disposal restrictions on Restricted Shares will cease on the date determined by the Board.
- If there is a capital restructure of the Company the Board may adjust the Restricted Rights as appropriate (and subject to the Listing Rules) to ensure those NEDs are neither advantaged nor disadvantaged by the restructure.

Copy of the Rules of the Plan are available free of charge on the Company's investor relations website at <https://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>.

Other information required by ASX Listing Rule 10.15

- Participation in the Plan will be open to all eligible NEDs in office from time to time.
- The NEDs currently eligible to participate in the Plan are Stephen Heath, Conrad Yiu, Belinda Rowe, and Melinda Snowden.
- Set out below is a summary of the remuneration paid to the current NEDs for the financial year to 30 June 2024, as well as the number of Restricted Rights issued to those NEDs as at the date of this notice.

NED	Current total NED fees (pa)*	No. of prior issued Restricted Rights under Plan	Average acquisition price of prior issued Restricted Rights under Plan
Stephen Heath	\$223,388	14,150	\$6.28
Conrad Yiu	\$162,750	23,125	\$7.15
Belinda Rowe	\$152,250	6,382	\$7.55
Melinda Snowden	\$152,250	nil	-

* includes board fees and committee fees

- The maximum number of Restricted Rights able to be allocated in the next 3 years is not fixed and cannot be calculated presently, as it is dependent as to the extent to which each NED voluntarily elects to participate in the Plan and the Company's share price at the relevant time.

- The maximum potential value of Restricted Rights that could be allocated annually under the Plan is equal to \$1,100,000 (which is the current shareholder-approved NED fee cap).
- The actual value of the Restricted Rights that will be allocated over the next 3 years will be lower, as the actual NED fees paid is below the shareholder-approved fee cap, and some NEDs may not sacrifice all of their fees under the Plan.
- As the Restricted Rights are granted in lieu of payment of Director fees, no loan will be provided by the Company in relation to the allocation of Restricted Rights.
- If Resolution 3 is passed Restricted Rights will generally be granted to a NED not later than one month after acceptance of any invitation to the NED, and in any case not later than 3 years after the date of the Meeting.
- Details of the Restricted Rights allocated and Restricted Shares issued or acquired pursuant to the Plan in any financial year will be set out in the Remuneration Report for that year, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Directors' Recommendation

Due to the interest of the non-executive directors in the subject of this resolution, the Directors have abstained from making a recommendation to shareholders in relation to this resolution.


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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 Monday, 28 October 2024**, 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 Monday, 28 October 2024 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/TPW24> and at any postponement or adjournment of the Meeting.

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

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

STEP 2


VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Stephen Heath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Non-Executive Directors' Equity Plan	<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 Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Saturday, 26 October 2024**, 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)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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.**