



BUBS AUSTRALIA LIMITED ACN 060 094 742

NOTICE OF 2024 ANNUAL GENERAL MEETING

TIME: 11:00AM AEDT

DATE: 21 November 2024

PLACE: **In person:**

Level 2 - Bourke Rooms 2 & 3
RACV City Club, 501 Bourke Street
Melbourne, Victoria

A copy of the Bubs Australia Limited 2024 Annual Report can be found at:

investor.bubsaustralia.com

BUSINESS OF THE MEETING

The Explanatory Statement and Important Information sections form part of this Notice of Meeting. Shareholders are invited to consider the following items of business at the Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report, the Directors' report and auditor's report of the Company for the financial year ended 30 June 2024.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That the Remuneration Report for the financial year ended 30 June 2024, as contained in the Directors' report of the annual report, be adopted."

RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MS KATRINA RATHIE

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

"That Ms Katrina Rathie, who retires as a Director by rotation in accordance with the constitution of the Company, and being eligible, is re-elected as a non-executive Director of the Company."

RESOLUTION 3 – APPROVAL OF THE BUBS AUSTRALIA LTD RIGHTS PLAN

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

*"That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the Bubs Australia Limited Rights Plan (**Plan**) and any grants of Rights (as defined in the Plan) issued under the Plan, be approved."*

RESOLUTION 4 – APPROVAL FOR THE GRANTING OF RIGHTS TO A DIRECTOR – MR REGINALD WEINE, MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

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

"That approval is given for the purposes of ASX Listing Rule 10.14, and all other purposes, for the issue of 11,185,289 Performance Rights in relation to FY25 long term variable remuneration to the Managing Director & Chief Executive Officer, Mr Reginald Weine, under the Bubs Australia Limited Rights Plan on the terms and conditions described in the Explanatory Notes to this Notice of Meeting."

RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTORS' FEE POOL

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

"That, for the purposes of clauses 14.7 and 14.8 of the Company's constitution, ASX Listing Rule 10.17, and all other purposes, approval is given for the Company to increase the total aggregate fixed sum per annum to be paid to non-executive Directors by \$100,000 to no more than \$650,000."

RESOLUTION 6 - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to the number of equity securities that would be equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 as described in the Explanatory Notes to this Notice of Meeting."

By Order of the Board



Jay Stephenson
Company Secretary
15 October 2024

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Company will be held at 11:00am AEDT on 21 November 2024.

Shareholders are invited to attend the Annual General Meeting in person at Level 2 - Bourke Rooms 2 & 3 RACV City Club, 501 Bourke Street, Melbourne, Victoria.

Visitors who cannot attend to the Annual General Meeting in person will be able to listen to the proceedings online at <https://loghic.eventsair.com/454052/595823/Site/Register> but will not have access to vote or ask questions.

Voting on each item of business will be by poll. Resolutions 1 to 5 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution in order for it to be carried. Resolution 6 is a special resolution. This requires approval by 75% of the votes cast by Shareholders entitled to vote on the resolution, in order for it to be carried.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website at investor.bubsaustralia.com/agm and lodged with the Australian Securities Exchange.

Submitting questions prior to the Meeting

Shareholders may submit questions in advance of the Annual General Meeting on matters relevant to the business of the Annual General Meeting by emailing their questions to investors@bubsaustralia.com. Written questions must be received by no later than 5:00pm AEDT time on 14 November 2024.

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **7:00pm (AEDT) on 19 November 2024**.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form and return it by no later than **11:00am (AEDT) on 19 November 2024** in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then each proxy may exercise one-half of the votes.

The appointment of a proxy will not be valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed, or a copy which appears on its face to be an authentic copy of that proxy, power or authority is, at least 48 hours prior to the commencement of the Meeting:

- mailed to the Company's registered office or Share Registry;
- is sent by email to investors@bubsaustralia.com; or
- sent by fax to facsimile to 1800 783 447 within Australia; or +61 3 9473 2555 outside Australia.

Alternatively, proxy instructions can be submitted electronically to the Company's Share Registry in accordance with the instructions in the Proxy Form.

The Chair of the Meeting intends to vote undirected proxies in favour of each Resolution.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on a particular Resolution, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Members of the Company's Key Management Personnel (which includes each of the Directors) and their closely related parties will not be able to vote as a proxy on Resolutions 1, 3, 4, and 5 unless you direct them how to vote or the Chair of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel as your proxy, you should ensure that you direct that person how to vote on those Resolutions.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 1, 3, 4, and 5, then by completing and returning the Proxy Form, you will be expressly authorising the Chair to vote as they see fit in respect of these Resolutions even though it is connected with the remuneration of the Company's Key Management Personnel.

VOTING BY ATTORNEY

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment, or a copy which appears on its face to be an authentic, must be received by the Company at one of the addresses listed above for the receipt of proxy appointments no later than by **11:00am (AEDT) on 19 November 2024** (being at least 48 hours prior to the commencement of the Meeting).

CORPORATE REPRESENTATIVES

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under Section 250D of the Corporations Act. The representative will need to provide evidence of appointment as corporate representative, including an original or certified copy of the authority under which the appointment is signed (unless such evidence has previously been given to the Company):

- to the Company's Share Registry prior to the Annual General Meeting;
- by emailing evidence of appointment to investors@bbsaustralia.com; or
- sending evidence by fax to facsimile number 1800 783 447 within Australia; or +61 3 9473 2555 outside Australia.

VOTING EXCLUSIONS

Resolution 1: Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2024 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction in the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair decides.

Resolution 3: Approval of the Bubs Australia Ltd Rights Plan

The Company will disregard any votes cast in favour of Resolution 3:

- (a) by or on behalf of persons eligible to participate in the Plan; or
- (b) by or on behalf of an associate of persons eligible to participate in the Plan.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- (d) the Chairperson as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairperson to vote on Resolution 3 as the Chairperson decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 3; and
 - (ii) the holder votes on Resolution 3 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Approval for the Granting of Rights to a Director – Mr Reginald Weine, Managing Director & Chief Executive Officer

The Company will disregard any votes cast in favour of Resolution 4:

- (a) by or on behalf of Mr Reginald Weine; or
- (b) by or on behalf of an associate of Mr Reginald Weine.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the Chairperson as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairperson to vote on Resolution 4 as the Chairperson decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 4; and
 - (ii) the holder votes on Resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Increase in non-executive directors' fee pool

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Director of the Company or any of their associates

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way, or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided that the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

Resolution 6: Approval of additional 10% placement capacity

The Company will disregard any votes cast in favour of Resolution 6:

- (a) by or on behalf of persons expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities); or
- (b) by or on behalf of an associate of persons expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairperson to vote on Resolution 6 as the Chairperson decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with the directions given by the beneficiary to the holder to vote in that way.
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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

PART A ORDINARY BUSINESS OF THE AGM

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the Directors' report, and the auditor's report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at <https://investor.bubsaustralia.com/wp-content/uploads/2024/10/Annual-Report-to-shareholders.pdf>

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company in accordance with section 250R of the Corporations Act.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2024.

The Chair of the Meeting must allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting and, as such, a reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

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 discussion at the Meeting into account in setting the remuneration policy for future years.

The Board unanimously **recommends** that Shareholders vote in favour of this Resolution to adopt the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS KATRINA RATHIE

Clause 14.2 of the Constitution requires that, at each annual general meeting, one third of the Directors (except the Managing Director who is exempt) must retire from office. In determining the number of Directors to retire, no account is taken of the Managing Director, or Directors who have been appointed under Clause 14.4 of the Constitution.

The Company has four Directors, Ms Katrina Rathie, Mr Steve Lin, Mr Reg Weine and Mr Paul Jensen. Mr Steve Lin and Mr Paul Jensen stood for re-election at the 2023 AGM and Mr Reg Weine as the Managing Director, is exempt from re-election. Accordingly, Ms Katrina Rathie retires in accordance with Clause 14.2 of the Constitution and, being eligible, seeks re-election.

Ms Katrina Rathie's details are set out below.

Bio of Ms Katrina Rathie

- a) Ms Katrina Rathie has served on the Bubs Board as an independent Non-Executive Director since July 2021, before becoming Chair in April 2023. Ms Rathie is Chair of the Board and Chair of the Nomination & Remuneration Committee. She is a Fellow of the Australian Institute of Company Directors and a Member of Chief Executive Women.

Ms Rathie is a well-known Chinese-Australian business leader, Non- Executive Director and distinguished lawyer, based in Sydney Australia. Ms Rathie has deep experience in law, governance, infant formula, fast moving consumer goods, consumer brands, intellectual property and international trade between Australia, China, Asia and the USA. In March 2022, Ms Rathie was appointed by the Governor-General to serve as a Non-Executive Director of multi-cultural broadcaster SBS. She has served on government, listed, private, for purpose and community boards, including serving as a Non-Executive Director of the Starlight Children's Foundation and pre-eminent educational institutions.

Ms Rathie had a distinguished 35-year career as a trusted advisor and partner at top tier global law firm King & Wood Mallesons, including seven years as Partner in Charge, Sydney (2014 – 2021).

To Bubs, Ms Rathie brings strong skills in governance, strategy, leadership, networks, international connections and cultural skills. As a trusted advisor to leading Fortune 500 companies, ASX listed companies and startups over three decades, she has deep experience in helping consumer brands grow and flourish in Australia, Asia and USA. She has lived in America and advised Australian companies on how to do business in the USA, and international companies on how to do business in Australia.

Ms Rathie was named the overall winner in the prestigious Board & Management category in AFR 100 Women of Influence Awards (2019), recognised for her outstanding contributions to leadership in the law, advancement of gender and cultural diversity across Australia and Asia. She is the NSW Patron of the Asian Australian Lawyers Association. She holds a Commerce/Law (Accounting) degree from UNSW Sydney and is admitted to practice as a solicitor in Australia and as an Attorney & Counsellor of the New York Bar.

The Board (with Ms Rathie abstaining) unanimously **recommends** that Shareholders vote in favour of this Resolution to re-elect Ms Katrina Rathie.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

4. RESOLUTIONS 3 – APPROVAL OF THE BUBS AUSTRALIA LIMITED RIGHTS PLAN (THE PLAN)

Resolution 3 seeks Shareholder approval for the Bubs Australia Limited Rights Plan (the **Plan**) to preserve the 15% limit on the issue of new equity securities that may be made by the Company during any 12 month period, without Shareholder approval. If passed, the approval will exclude Rights issued under the Plan, from the calculation of the Company's 15% limit on the issue of equity securities during the subsequent three (3) years from the date of the Meeting (ASX Listing Rule 7.2 exception 13). Any Shares subsequently issued pursuant to the exercise of those Rights would also be excluded.

Executive remuneration in the Company is determined by the non-executive members of the board of Bubs Australia (the **Board**), taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for selected executives, directors and other employees (the **Participants**) to receive part of their remuneration in the form of equity in the Company.

The Plan is a more modern approach to employee equity incentives than the what the Company currently has in place, and is aligned with current regulations and market best-practices. Equity interests are designed to form a significant component of variable remuneration for executives by facilitating long term variable remuneration (**LTVR**), and short term variable remuneration (**STVR**) in the form of equity. In addition, equity may be used by the Company as a component of fixed remuneration or variable remuneration that is conditional on the Participant's retention, from time to time. It is the view of the Board that the holding of such equity creates alignment between shareholder interests and the interests of Participants.

Rights granted under the Plan will facilitate the Company providing appropriate, competitive and often performance-linked remuneration to the employees of the Company. The Board will seek to ensure that grants are made at a level that will appropriately position remuneration outcomes when compared to the market, are in accordance with Bubs

Australia's remuneration policies, and are appropriate to the Company's circumstances at the time. The Board receives independent expert advice from time to time to support these objectives.

Non-executive directors are not eligible to participate in the Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

A summary of the main features of the Plan is set out at **Schedule 1**.

As at the date of this Notice of Meeting, no Rights have been issued under the Plan.

For purposes of ASX Listing Rule 7.2 Exception 13, the maximum number of equity securities that may be issued under The Plan following approval of this resolution is 44,656,502 (being 5% of the Company's issued Shares as at the date of this Notice of Meeting). At the Company's 2022 annual general meeting, the Shareholders gave their approval for the Company to issue Equity Securities under a previous employee share rights plan (**Former Plan**). It is intended that the Plan will replace and supersede the Former Plan and that no further Equity Securities will be issued under the Former Plan.

The non-executive directors unanimously recommend that Shareholders vote **FOR** resolution 5.

Given their potential interest in Resolution 3, Reg Weine being the sole executive director makes no recommendation to shareholders with respect to this resolution.

A voting exclusion statement is included in this Notice of Meeting for Resolution 3. The Chairperson will vote undirected proxies **FOR** this resolution.

If holders of ordinary securities do not approve this resolution, issues under the plan will count towards the 15% limit in Listing Rule 7.1, that may be made without shareholder approval.

5. RESOLUTION 4 – APPROVAL FOR THE GRANTING OF RIGHTS TO A DIRECTOR – MR REGINALD WEINE, MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

ASX Listing Rule 10.14 requires the Company to obtain approval from the Company's shareholders for the issue of securities under an employee incentive scheme to:

- a) a director of the Company, or any of that director's associates; or
- b) a person whose relationship with the Company, a director of the Company, or a director's associate is such that, in the ASX's opinion, the acquisition should be approved by the Company's shareholders.

The Company is seeking Shareholder approval for the proposed grant of FY25 LTVR in the form of Performance Rights (**LTVR Performance Rights**) to Mr Reginald Weine, Managing Director & Chief Executive Officer, as set out below.

The Bubs Australia Limited Rights Plan has been designed to facilitate the Company adopting modern best-practice remuneration equity structures for executives. A summary of the main features of this plan is set out at **Schedule 1**. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, which link remuneration to Company performance and align interests with sustainable value creation for Shareholders.

The features of the proposed FY25 LTVR invitation to Mr Reginald Weine to apply for LTVR Performance Rights are summarised below:

Aspect	Details
Instrument	<p>If this resolution is approved, Mr Reginald Weine will be invited to apply for FY25 LTVR in the form of Performance Rights. These Performance Rights may vest when performance-based vesting conditions are satisfied. The Performance Rights are indeterminate rights which are an entitlement to the value of a Share (less any exercise price) which may be settled either in cash and/or in shares (at the Board's discretion). Generally, it is expected that vested Performance Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction).</p> <p>The value that may be realised is a function of performance against vesting conditions and the market value of a Share at the time of sale of any Shares that result from exercising Performance Rights. The</p>

	type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.
Price	There is no issue price payable by Mr Reginald Weine for the grant of the LTVR Performance Rights (and there will be no exercise price upon vesting).
Term	Each right has a term of 15 years from the grant date and if not exercised within that term the Performance Rights will lapse.
Number of Rights	<p>It is proposed that Mr Reginald Weine will be invited to apply for the following LTVR Performance Rights in relation to this resolution:</p> <ul style="list-style-type: none"> 11,185,289 LTVR Performance Rights with an indexed total Shareholder return (iTSR) vesting condition (and nil exercise price) <p>The number of LTVR Performance Rights has been calculated as follows:</p>

Total Fixed Remuneration x Stretch LTVR%

Right Value

Fixed Annual Remuneration (FAR)	Maximum LTVR opportunity	Maximum LTVR value	Maximum number of LTVR Performance Rights
\$751,900	180% of FAR	\$1,353,420	11,185,289

Where the value of the right is equal to the face value of the Company's Share price calculated based on a 20 day VWAP immediately after the Company's full year audited financial results for the 2024 financial year were lodged with the ASX (being \$0.121).

Measurement Period	The Measurement Period is the period over which the applicable vesting conditions are assessed which, for Mr Weine's LTVR Performance Rights, will be from 1 July 2024 to 30 June 2027.
Vesting Conditions	Mr Weine's LTVR Performance Rights are subject to an iTSR vesting condition (100% weighting). The vesting of the LTVR Performance Rights will be determined by comparing the Company's Total Shareholder Return (TSR) against the TSR of the S&P/ASX Small Industrials index (AXSID) over the Measurement Period specified above.

The vesting scale for this performance vesting metric is as follows:

Performance Level	Bubs Australia's TSR compared to TSR of the S&P/ASX small industrials index	% of grant vesting
Stretch	≥ Index TSR + 5% TSR CAGR	100%
Between target and stretch	> Index TSR & < Index TSR + 5% TSR CAGR	Pro-rata
Target and threshold	≥ Index TSR	50%
Below threshold	< Index TSR	0%

TSR is the sum of the change in share price and dividends (assumed to be reinvested in shares) during the applicable Measurement Period.

Change of control	In accordance with Mr Weine's employment contract, if there is a change of control of the Company before 28 August 2026, all Mr Weine's Performance Rights will vest.
Gates	A gate applies to Mr Weine's LTVR Performance Rights, such that vesting will not be considered if the Company's TSR is not positive for the Measurement Period.
Dividend Equivalents	Once Mr Weine's LTVR Performance Rights vest, Mr Reginald Weine will be entitled to dividend equivalent payments at the same time as when cash dividends are paid in respect of Shares. Entitlement to such dividend equivalent payments will cease if Mr Weine ceases to be an employee of the Group or Mr Weine's LTVR Performance Rights are settled in shares. These dividend equivalent payments will be calculated as the sum of cash dividends and franking credits per Share multiplied by the number of Vested Rights held by Mr Weine at the time a cash dividend is paid by the Company.

Mr Reginald Weine is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the Plan, as at the date of the preparation of this resolution. The approval is required under ASX Listing Rule 10.14 on the basis that Mr Reginald Weine is a director and so covered by ASX Listing Rule 10.14.1. No Performance Rights have been previously issued to Mr Reginald Weine under the Plan.

Subject to Shareholder approval, the Performance Rights must be granted within 3 years of the date of the General Meeting at which approval is obtained, and will in practice be granted within 30 days of the meeting.

Mr Reginald Weine's total remuneration package is set out in the Bubs Australia Annual Report for FY24, and may be summarised as follows based on the policy at the time of writing:

- \$751,900 fixed annual remuneration inclusive of superannuation;
- Up to 90% of FAR for stretch short term incentives;
- Up to 180% of FAR for stretch long term incentives

Details of any securities issued under the Plan will be published in the subsequent Annual Report of the Company relating to the period in which the securities were issued, along with a statement that that approval for the issue was obtained under listing rule 10.14.

Any additional persons covered by Listing Rule 10.14 and who become entitled to participate in an issue of securities under the Plan after resolution 4 is approved and who were not named in this Notice of meeting will not participate in the Plan until approval is obtained for them under Listing Rule 10.14.

The directors, excluding Mr Reginald Weine, unanimously recommend that Shareholders vote **FOR** resolution 4. Directors other than Mr Reginald Weine do not have an interest in the outcome of the proposed resolution.

A voting exclusion statement is included in this Notice of Meeting for Resolution 4. The Chairperson will vote undirected proxies **FOR** this resolution.

If Shareholders do not approve this Resolution 4, the LTVR Performance Rights cannot be issued to Mr Reginald Weine, and the Board will consider alternative approaches to rewarding Mr Weine should the Performance Conditions set out above be achieved. This may include paying him a cash equivalent.

6. RESOLUTIONS 5 – INCREASE IN NON-EXECUTIVE DIRECTORS' FEE POOL

Clause 14.7 of the Company's constitution provides for:

- a) the Directors to be paid out of the funds of the Company, by way of remuneration for their services as Directors;
- b) the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the Shareholders in a general meeting; and
- c) for this total aggregate fixed sum will be divided between Directors as the Directors shall determine and, in the absence of agreement between them, shall be divided in equal shares.

Clause 14.8 of the Constitution currently provides that the initial total aggregate fixed sum per annum to be paid to directors (excluding salaries of executive Directors) shall be no more than \$500,000, but this amount may be varied by an ordinary resolution of the Shareholders in general meeting without a requirement for the Constitution to be amended. This sum has not changed since 2022. ASX Listing Rule 10.17 also requires that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

It is the Board's intention that the number of directors on the Company's board be increased from the existing two independent non-executive directors up to three. The current remuneration for non-executive directors and the Chair of the Nomination and Remuneration Committee is set out below:

Role	Fee	Superannuation	Total
Board Chair & Non-executive Director	\$175,100	\$20,137	\$195,237
Non-executive Director	\$103,000	\$11,845	\$114,845
Committee Chair & Committee Member	\$20,600	\$2,369	\$22,969
Committee Member	\$10,300	\$1,185	\$11,485

The total of the fees proposed to be paid to non-executive directors in FY25 is \$378,989, leaving \$121,012 available to payment to any additional director(s)

No securities have been issued to a non-executive director under ASX Listing Rules 10.11 or 10.14 at any time over the last three years.

The Board considers that it is appropriate to increase the total aggregate pool to be paid to non-executive directors by \$150,000 from \$500,000 per annum to \$650,000 per annum based on:

- a) the number of new non-executive directors which the Board may appoint over the next year or two;
- b) the potential for incremental increases in the annual remuneration of Directors in line with inflation and market conditions; and
- c) the need for remuneration flexibility to allow the Company to secure Directors with appropriate skills and experience for future Board appointments.

If resolution 5 is passed then the total aggregate pool which may be paid to directors will increase by \$150,000 to \$650,000. If Resolution 5 is not passed, the total aggregate pool which may be paid to directors will continue to be limited to \$500,000 per annum, and it is possible that it may be difficult for the Company to recruit additional non-executive Directors.

As each non-executive Director has an interest in this matter, the Board does not believe it is appropriate to make a recommendation to shareholders in relation to voting on this Resolution.

A voting exclusion statement is included in this Notice of Meeting for Resolution 5.

7. RESOLUTIONS 6 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 6 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Information on 10% Placement Capacity

(a) **Quoted securities**

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company currently has one class of Equity Securities quoted on the ASX, being Ordinary Shares (ASX Code: BUB).

(b) **Formula for 10% Placement Capacity**

If this Resolution 6 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$$\text{Additional Placement Capacity} = (A \times D) - E$$

Where:

A = the number of fully-paid ordinary securities on issue at the commencement of the Relevant Period:

- plus the number of fully-paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully-paid ordinary securities issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of partly-paid ordinary securities that became fully-paid in the Relevant Period;
- less the number of fully-paid ordinary securities cancelled in the Relevant Period;

D =10%; and

E =the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Listing Rule requirements

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) **Period for which the 10% Placement Capacity is valid**

The 10% Placement Capacity will commence on the date of the Meeting at which the Shareholder approval is obtained and expire on the first to occur of the following:

- the date that is 12 months after the date of this Meeting (i.e. 21 November 2024);
- the time and date of the Company's next annual general meeting; and
- the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price at which equity securities may be issued**

Any Equity Securities issued under the 10% Placement Capacity will be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(c) **Use of funds raised under 10% Placement Capacity**

The Company intends to use funds raised from issues of Equity Securities under the 10% Placement Capacity for:

- the development of the Company's current business; and
- general working capital.

(d) **Risk of voting dilution**

If Resolution 6 is passed and the Company issues securities under the 10% Placement Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date Shareholder approval is obtained for this Resolution; and
- the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below shows the potential dilution of existing Shareholders following the issue of Equity Securities under the 10% Placement Capacity (based on the formula set out above) using difference variables for the number of issued Ordinary Shares and the market price of Ordinary Shares. The table is calculated using the closing market price of Shares and the number of Equity Securities on issue as at 3 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.07 (50% decrease in current issue price)	\$0.14 (Current issue price)	\$0.28 (100% increase in current issue price)
893,130,038 (Current Variable A)	Shares issued – 10% voting dilution	89,313,004	89,313,004	89,313,004
	Funds raised	6,251,910	12,503,821	25,007,641
1,339,695,057 (50% increase in Variable A)	Shares issued – 10% voting dilution	133,969,506	133,969,506	133,969,506
	Funds raised	9,377,865	18,755,731	37,511,462
1,786,260,076 (100% increase in Variable A)	Shares issued – 10% voting dilution	178,626,008	178,626,008	178,626,008
	Funds raised	12,503,821	25,007,641	50,015,282

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

The table above uses the following assumptions:

- There are 893,130,038 Shares on issue as at the date of this Notice (ASX Code: BUB).
- The issue price set out above is the closing price of the Shares on the ASX on 3 October 2024.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.

- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

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

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A, *and so the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months prior to the date of the Meeting.*

A voting exclusion statement is included in this Notice of Meeting for Resolution 6. As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

The Board unanimously **recommends** that Shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

Glossary

\$ means Australian dollars.

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

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

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

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

Company means Bubs Australia Limited (ABN 63 060 094 742).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities has the meaning set out in the ASX Listing Rules.

Exercise Price means the amount, if any, payable or notionally payable as the context requires, to exercise a Right or option.

Explanatory Statement means the explanatory statement accompanying the Notice.

FAR means fixed annual remuneration.

Group means the Company and its Related Bodies Corporate (as that term is defined in section 50 of the Corporations Act).

Key Management Personnel or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LTVR means long term variable remuneration.

LTVR Performance Right has the meaning given to that term in paragraph 5 of the Explanatory Statement.

Measurement Period means, in relation to rights, the period or periods specified in the invitation in relation to conditions applying to the vesting of the Rights.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Performance Right means a Right, issued under the Plan, which vests when performance conditions have been satisfied within the period applicable to the conditions..

Plan means the Bubs Australia Limited Rights Plan on the terms and conditions described in the Explanatory Statement.

Proxy Form means the proxy form accompanying this Notice.

Relevant Period means the 12 month period immediately preceding the date of issue or agreement to issue the relevant Equity Securities.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Shares means ordinary fully paid shares in the Company that may be subject to specified disposal restrictions.

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

Shareholder means a holder of a Share.

SCHEDULE 1 – SUMMARY OF THE PLAN

A summary of the material terms of the Plan is set out below.

Aspect	Details
Instrument	<p>The Plan provides for Rights to be issued to any Eligible Persons (as defined under 'Eligibility' below) who have applied in the required form for a grant of Rights (Participants). Rights are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion), unless otherwise specified in the invitation issued to the participant (Invitation). Generally, it is expected that exercised Rights will be satisfied in the form of Shares or Restricted Shares (which are ordinary fully paid shares in the Company that may be subject to disposal restrictions specified in the Invitation (Specified Disposal Restrictions)). The Board has discretion to determine whether the Shares to be provided to a Participant will be purchased on-market and then transferred to them, or will be new Shares issued to the Participant.</p> <p>The Plan allows for three classes of Rights to be issued, which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none">• Performance Rights which vest when performance conditions have been satisfied within the period applicable to the conditions. and will generally be used for the purpose of granting LTVR to executives;• Service Rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate, or as part of fixed remuneration (Service Rights); and• Restricted Rights which are vested at grant but which may be subject to exercise restrictions preventing their exercise by the participant (Exercise Restrictions) and/or Specified Disposal Restrictions that extend to the Shares that result from the exercise of Rights <p>When an Exercise Price greater than nil is specified in an Invitation, the Rights are Share Appreciation Rights (SARs) that only produce value for the participant when the price of shares in the Company exceeds the Exercise Price at the time of Exercise. The SAR arrangement can apply to all three classes of Rights described above.</p>
Eligibility	<p>Persons selected by the Board will be invited to participate in the Plan. Eligible persons that may be invited include full time part-time and casual employees, executive directors and contractors. Non-executive directors are not eligible to participate (Eligible Persons).</p>
Retesting	<p>The conditions imposed on a Right under the Invitation, such as performance conditions, will not be subject to retesting. This means that period in which conditions must be met, and the thresholds of the conditions themselves, will not be altered to give Participants multiple opportunities for Rights to vest if they are not initially met.</p>
Dividend Equivalents	<p>Once Rights with an Exercise Price of nil vest, but have not given rise to the issue of Shares, Participants will be entitled to dividend equivalent payments at the same time as when cash dividends are paid in respect of Shares (Dividend Equivalent Payments). Entitlement to Dividend Equivalent Payments will cease when the Participant ceases to be an employee or contractor of the Group or if Rights are converted to Shares. Dividend Equivalent Payments will be calculated as the sum of cash dividends and franking credits per Share multiplied by the number of vested Rights held by the Participant at the time a cash dividend is paid by the Company.</p>
Employee Share Trust	<p>Where a vested Right is to be exercised for Shares (including Restricted Shares), the Board may require that the Participant's shares are held in a special purpose employee share trust (Employee Share Trust).</p>
Disposal Restrictions	<p>All Shares acquired by Participants or held by the trustee of the Employee Share Trust for the benefit of Participants as a consequence of the exercise of Rights will generally and initially be Restricted Shares, and shall be subject to a disposal restriction being that such Shares may not be sold or disposed of in any way until:</p>

-
- a) doing so would not breach the Company's share trading policy;
 - b) doing so would not breach insider trading restrictions under the Corporations Act; and
 - c) expiry of the Specified Disposal Restriction(s), if any, applicable to the Restricted Shares.

The Company will ensure that such restrictions are enforced by imposing holding locks on the relevant Shares, or alternatively by any trustee of an Employee Share Trust.

Disposal and Exercise Restriction Release at Taxing Point

In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed, then they will cease to apply to 50% of the Rights and Shares giving rise to the tax liability (unless otherwise determined by the Board). This is to seek to ensure that unreasonable tax outcomes do not arise to the Participants as a result of the taxing point.

Cessation of Employment

In the event of the termination of employment or engagement of a Participant for cause, as determined by the Board, all unvested Rights and Rights subject to an Exercise Restriction period will be forfeited by that Participant unless otherwise determined by the Board.

In all other circumstances:

- a) if a Participant ceases to be an employee of or otherwise engaged by the Group, Performance Rights held by them in respect of which the first year of the Measurement Period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board;
- b) Performance Rights that do not lapse at cessation of employment or engagement will continue to be held by Participants, and tested for vesting at the end of the Measurement Period. The Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed or engaged by the Group;
- c) if a Participant ceases to be an employee or contractor, then any Service Rights will be dealt with in the way specified in the Participant's Invitation. For Service Rights that are not forfeited upon cessation of employment, the Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed by the Group; and
- d) following a Participant ceasing employment or engagement with the Group, at any time after 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to an Exercise Restriction period, the Board has the power to exercise some or all Rights held by the Participant.

Change in Control

Under the Plan, a 'change in control' is considered to occur when the Board advises Participants that one or more persons acting in concert have acquired or are likely to imminently acquire control of the Company (**Change in Control**).

In the event the Board determines that the Company will be imminently become the subject of a Change in Control without delisting, the Board may make adjustments to various terms applicable to the Rights (including but not limited to any vesting conditions, exercise price, restrictions and automatic exercise terms), subject to the ASX Listing Rules, as necessary to ensure that the plan will operate as intended following the Change in Control.

Delisting

Unless otherwise determined by the Board, in the event the Board determines that the Company will be imminently de-listed, whether in the case of a Change in Control or otherwise, the vesting conditions attached to each Tranche of Rights (a '**Tranche**' being a group of Rights with identical terms and features) at the time of the Application will cease to apply and:

- a) 100% of the Performance Rights that are Share Appreciation Rights will vest unless otherwise determined by the Board; and
-

- b) unvested Performance Rights subject to a nil Exercise Price will vest in accordance with the application of the following formula to each unvested Tranche as at a date determined by the Board (**Effective Date**), noting that negative results will be taken to be nil and vesting cannot exceed 100%:

$$\begin{array}{rclcl} \text{Number of} & & \text{Unvested} & \text{\% of First} & \text{(Share Price at the Effective Date -} \\ \text{Performance} & = & \text{Performance} & \text{Year of} & \text{at Measurement Period Commence} \\ \text{Rights in} & & \text{Rights in} & \text{Measurement} & \text{Share price at Measurement l} \\ \text{Tranche to} & & \text{Tranche} & \text{Period} & \text{Commencement Date} \\ \text{Vest} & & & \text{Elapsed} & \end{array} \times \frac{\quad}{\quad}$$

- c) any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date;
- d) any unvested Performance Rights that remain following (b) and (c) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date;
- e) some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of Service Rights and any remainder will lapse immediately;
- f) any unexercised Rights held by a Participant that are subject to an Exercise Restriction period will cease to be so restricted on the date that the Board determines in its sole discretion; and
- g) any Specified Disposal Restriction period over Restricted Shares will be lifted, including the removal of any Company initiated holding lock.

Return of Capital or Demerger

In the event that the Board forms the view that substantially all of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a return of substantially all of the capital to Shareholders, the Board will determine the treatment of all vested and unvested Rights and Restricted Shares held by Participants including but not limited to vesting, lapsing and removal of the Exercise Restriction period and Specified Disposal Restriction period, and the automatic exercise of vested Rights on a specific date.

Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct


The Board has sole discretion to determine that some or all Rights held by a Participant that are unvested, or vested but subject to an exercise restriction period, will lapse on a specified date if allowing the Rights to be retained or exercised by the Participant would result in an inappropriate benefit to the Participant. Circumstances that could result in an inappropriate benefit may include a Participant:

- a) engaging in serious or wilful misconduct;
- b) being seriously negligent in the performance of their duties;
- c) failing to perform or observe any lawful direction or instruction by the Company or Board;
- d) committing a serious or persistent breach of a material term of the Plan,
- e) committing an act or engaging in behaviour (whether at work or otherwise) which brings the Company into disrepute;
- f) being disqualified from managing a corporation, or convicted of an offence where a prison sentence is imposed; or
- g) committing any other act that would justify summary dismissal of the participant at law.

In addition, if the Board forms the opinion that a Participant has committed an act of fraud or defalcation, the Participant will forfeit all unvested Rights and vested Rights subject to an exercise restriction period.

Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements (unless they are vested Rights to which Dividend Entitlements apply, as described above). Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Hedging	<p>The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.</p>
Amendment	<p>The Board may at any time amend or repeal all or any of the provisions of the Plan. No amendment to or repeal of the Plan may reduce the existing rights of any Participant in respect of any accepted application for Rights that had commenced prior to the date of the amendment or repeal, other than with the consent of the Participants, to comply with legal requirements, to correct an error or mistake or to address possible adverse tax implications for Participants or the Company.</p>

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 19 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184274

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Bubs Australia Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bubs Australia Limited to be held at Level 2 - Bourke Rooms 2 & 3, RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 on Thursday, 21 November 2024 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Ms Katrina Rathie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Bubs Australia Ltd Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the granting of Rights to a Director - Mr Reginald Weine, Managing Director & Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Increase in non-executive Directors' fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically