

29 October 2024

Dear Shareholder

On behalf of the Directors of PeopleIn Limited (**PeopleIN** or **Company**), I am pleased to invite you to attend the 2024 Annual General Meeting (**AGM**) of PeopleIN. Enclosed is the Notice of Meeting setting out the business of the AGM.

PeopleIN's 2024 AGM will be held on Thursday, 28 November 2024 commencing at 11.00am (Brisbane time) at the offices of Talbot Sayer, Level 1, 175 Eagle Street, Brisbane, Queensland 4000. A live audio webcast (**AGM Webcast**) will be available for shareholders to listen to the proceedings of the AGM.

This AGM is not a hybrid or virtual meeting. Shareholders attending via the AGM Webcast will not be able to vote, ask questions or make comments during the AGM.

The Company encourages all shareholders to exercise their rights to vote and participate in the business of the AGM in person but notes that **physical attendance at the AGM is not necessary for the purpose of exercising these rights. The Company strongly encourages shareholders who cannot participate in person to participate in the AGM by:**

- voting by proxy in advance of the AGM by completing the Proxy Form and returning it to the Company's share registry as set out in the Notice of Meeting;
- emailing questions that they would like raised at the AGM to the Company Secretary (jane.prior@peoplein.com.au);
- accessing the Company's presentation which will be lodged with the ASX before the commencement of the AGM;
- listening to the AGM live via the AGM Webcast; and
- accessing the results of the AGM which will be lodged with the ASX after the AGM.

AGM Webcast

If you are unable to attend the AGM in person, PeopleIN has arranged for the AGM to be live broadcast through joining an AGM Webcast via Microsoft Teams. The details to join the AGM Webcast via Microsoft Teams are as follows:

Meeting ID: 447 159 853 629

Passcode: CL5GNj

[Registration Link for AGM Webcast](#)

If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 11.00am (Brisbane time) on Tuesday, 26 November 2024, in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy on how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form. The accompanying Explanatory Memorandum provides information about the resolutions, voting and a summary of

important information which form part of this notice. The Directors recommend that shareholders read this notice and the explanatory notes in full before making any decision in relation to the resolutions.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of PeopleiN unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of PeopleiN.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Glen Richards', with a long horizontal flourish extending to the right.

Glen Richards
Chairman

PEOPLEIN LIMITED
ABN 39 615 173 076

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of PeopleIn Limited (**PeopleIN** or **Company**) will be held in person:

Date: Thursday, 28 November 2024

Time: 11.00am (Brisbane time)

Venue: The offices of Talbot Sayer, Level 1, 175 Eagle Street, Brisbane, Queensland 4000.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

AGM Webcast: Shareholders who are unable to attend in person will be able to join an AGM Webcast of the AGM proceedings via Microsoft Teams. The details to join the AGM Webcast via Microsoft Teams are as follows:

Meeting ID: 447 159 853 629

Passcode: CL5GNj

[Registration Link for AGM Webcast](#)

This meeting is not a hybrid or virtual meeting. Shareholders attending via the AGM Webcast will not be able to vote, ask questions or make comments during the meeting. The Directors encourage all shareholders to attend in person.

Questions can be raised prior to the AGM: Shareholders who are unable to attend the Meeting in person or who may prefer to register questions in advance are invited to do so in the manner set forth in the Notice of Meeting.

CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2024.

All shareholders can view the Company's Annual Financial Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2024 on the Company's website at <https://www.peoplein.com.au>.

Note: This item of business does not require shareholders to vote on a resolution or to approve these reports.

ITEMS FOR APPROVAL

Resolution 1. Re-Election of Directors

To consider and, if thought fit, pass the following as ordinary resolutions of the Company:

- a. *“That Elisabeth Mannes, who was appointed a Director of the Company by the Board on 27 November 2023 and will retire at the conclusion of the Meeting in accordance with clause 19.2 (b) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”*
- b. *“That Tony Peake, who was appointed a Director of the Company by the Board on 7 June 2024 and will retire at the conclusion of the Meeting in accordance with clause 19.2 (b) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”*

Resolution 2. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is contained in the 2024 Annual Financial Report (available at <https://www.peoplein.com.au>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 3. Approval of Performance Rights Plan

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

“That for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, approval is given for the Company’s Performance Rights Plan and all securities issued or acquired (as the case may be) under the Performance Rights Plan, the terms and conditions of which are set out in the Explanatory Memorandum.”

BY ORDER OF THE BOARD

Jane Prior
Company Secretary
29 October 2024

ENTITLEMENT TO ATTEND AND 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 of the Company as at 7.00pm (Sydney time) on Tuesday, 26 November 2024 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of proxy

In accordance with section 249 of the Corporations Act, if you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM. A proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (Brisbane time) on Tuesday, 26 November 2024 (48 hours before the AGM). Proxies must be received before that time by one of the following methods:

- By post: PeopleIn Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- By facsimile: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)
- Online: <https://investorcentre.linkgroup.com>
- By hand: Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Brisbane time) on Tuesday, 26 November 2024, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. If the representative is to attend the AGM virtually the appropriate "Certificate of Appointment of Corporate Representative" form must be received at registrars@linkmarketservices.com.au prior to admission to the AGM. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

VOTING EXCLUSION STATEMENT

A vote on Resolutions 2 and 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2024 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolutions 2 and 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution and the person casts the vote as proxy in accordance with the directions as set out in the proxy form; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 2 and 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

In addition, for Resolution 3 as required by ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the Company’s Performance Rights Plan or an associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with 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 a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

Important: If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel of the Company.

SHAREHOLDER QUESTIONS

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to direct questions to the Chairman about, or to make comments on, the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company's external auditor, BDO, questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the auditor's report;
- c. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to BDO if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2024.

Shareholders who are unable attend the Meeting in person or who may prefer to register questions in advance are invited to do so. Please email any questions to the Company Secretary (jane.prior@peoplein.com.au).

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Brisbane time) on Thursday, 21 November 2024. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Thursday, 28 November 2024.

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend shareholders vote in favour of all resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Each of the resolutions is an ordinary resolution, which requires a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2 relating to the Remuneration Report is advisory and does not bind the Directors or the Company.

All resolutions will be voted on a poll.

Resolution 1. Re-Election of Directors

1 (a) Re-election of Non-Executive Director – Elisabeth Mannes

Elisabeth Mannes who was appointed a Director of the Company by the Board on 27 November 2023 is required to retire at the conclusion of the 2024 Annual General Meeting, and being eligible, stands for re-election in accordance with the Company's constitution. Information regarding Elisabeth Mannes' qualifications and experience is summarised below:

Elisabeth brings over three decades of international and relevant industry experience to the Company, from a career spanning FMCG and Industrial companies in both Australasia and Europe. Lis' career trajectory is marked by significant achievements in business strategy, customer and operational excellence, and risk management. As a recent Executive General Manager of CHEP Australia Limited, part of Brambles Limited, and through her long career in senior executive roles, Lis has demonstrated her ability to navigate complex and evolving customer and industrial landscapes — skills that are integral to the Company's continued success. She is a board director of Quickstep Holdings Limited (ASX:QHL) and provides advisory services to a global supply consultancy.

Qualifications: BSc (Hons) in Mechanical Engineering from Birmingham University, an MBA from Warwick University, and is a Chartered Engineer (CEng) and a Fellow of the UK Institution of Mechanical Engineers (FIMechE). Elisabeth is also a graduate of the Australian Institute of Company Directors.

The Board considers that Elisabeth Mannes is an independent non-executive director.

Directors' recommendation

The Directors, with Elisabeth Mannes abstaining, unanimously recommend shareholders vote in favour of Resolution 1 (a).

1 (b) Re-election of Non-Executive Director – Tony Peake

Tony Peake who was appointed a Director of the Company by the Board on 7 June 2024 is required to retire at the conclusion of the 2024 Annual General Meeting, and being eligible, stands for re-election in accordance with the Company's constitution. Information regarding Tony Peake's qualifications and experience is summarised below:

Tony brings over 30 years of Board level experience across various sectors including retail, consumer, education, and government, complementing the Company's board with strong and specialised strategic expertise. Tony's highly esteemed career includes significant achievements in strategic, commercial, and financial roles. As the Chief Operating Officer of PwC Australia, Tony led the Finance, Technology, Real Estate, Business Services, and Procurement functions. His tenure at PwC also included leading audits and financial due diligence for major corporations such as Kmart, Target, Tesco and Nike. Tony's strategic leadership and governance skills have also been demonstrated through his non-executive directorships including Domino's Pizza Enterprises, Bakers Delight, Country Fire Authority, Central Highlands Water, The Australian Ballet, and as Chair of the Museum of Australian Photography.

Qualifications: Bachelor of Business (Distinction) from RMIT, Fellow of Chartered Accountants Australia & New Zealand (FCA) and Fellow and Graduate of the Australian Institute of Company Directors (FAICD).

The Board considers that Tony Peake is an independent non-executive director.

Directors' recommendation

The Directors, with Tony Peake abstaining, unanimously recommend shareholders vote in favour of Resolution 1 (b).

Resolution 2. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Financial Report which is available on PeopleIN's website at <https://www.peoplein.com.au>. The Remuneration Report is set out on pages 40 to 52 of the Annual Financial Report.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation

As Resolution 2 relates to matters including the remuneration of the Directors, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 2.

Resolution 3. Approval of Performance Rights Plan

Resolution 3 seeks shareholder approval for the Company's Performance Rights Plan pursuant to ASX Listing Rule 7.2 (exception 13(b)).

ASX Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12 month period without shareholder approval, subject to certain exceptions.

ASX Listing Rule 7.2 (exception 13), provides that the 15% limit in ASX Listing Rule 7.1 will not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been either established before the company was listed and a summary of the terms of the scheme was set out in the company's listing prospectus (ASX Listing Rule 7.2 (exception 13(a))), or otherwise where the scheme has been approved by shareholders within three years before the date of the issue (ASX Listing Rule 7.2 (exception 13(b))). ASX Listing Rule 7.2 (exception 13(b)) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders, in respect of the meeting at which shareholder approval was obtained pursuant to ASX Listing Rule 7.2 (exception 13(b)). This exception also ceases to be available if there is a material change to the terms of the scheme from those set out in a notice of meeting.

Shareholder approval was obtained in respect of the Company's previous Performance Rights Plan (**2021 PRP**) on 29 November 2021. Given that 3 years will have passed in November 2024, the Company has adopted a new performance rights plan on substantially the same terms as the 2021 PRP (**PRP**) to commence for future grants and is accordingly seeking shareholder approval of the PRP, and the issue of securities under the PRP, for the purpose of ASX Listing Rule 7.2 (exception 13), and for all other purposes.

The purpose of Resolution 3 is to consider and approve the implementation of the PRP for the Company in accordance with ASX Listing Rule 7.2 (exception 13(b)). If Resolution 3 is passed and the PRP is approved by shareholders, any securities issued to eligible participants under the PRP in the course of the next three years will be excluded from the Company's 15% limit for the purpose of ASX Listing Rule 7.1 (subject to the maximum number of securities to be issued under the PRP as set out below under "Information required by ASX Listing Rule 7.2 (Exception 13(b))" below).

If shareholder approval is not obtained and Resolution 3 is not passed, the Company will be able to proceed with issues of securities under the PRP (again, subject to the maximum number of securities to be issued under the scheme as set out below under "Information required by ASX Listing Rule 7.2 (Exception 13(b))") to eligible participants, but any issue of securities will be counted as part of the Company's 15% annual placement capacity, as detailed in ASX Listing Rule 7.1.

Under the PRP the Board can invite employees, directors of related companies, and certain other eligible persons to acquire rights to fully paid ordinary shares in the Company, subject to conditions specified by the Board. The Board intends to continue to make regular grants of securities under the PRP.

The Board considers the PRP to be a key part of the Company's remuneration strategy going forward and to assist in the motivation, retention and reward of eligible participants and to align the interests of employees and shareholders.

It should be noted that any proposed issue of securities under the PRP to a related party (including Directors) will require additional shareholder approval under Listing Rule 10.14 at the relevant time. If such additional shareholder approval for an issue of securities under the PRP to a related party is not obtained, then those securities cannot be issued.

The terms of the PRP are broadly the same as the terms of the 2021 PRP which has been in place since 2021, with some changes made to:

- modernise certain provisions and align the PRP rules with current applicable law and practices and to correct drafting errors and typos; and
- amend the change of control provisions to give the Board the discretion to determine the manner in which all or some unvested performance rights will be dealt with in the event of a change of control of the Company occurring, including having the discretion to elect to either waive or not waive all or some of the vesting conditions applicable to some or all unvested performance rights,

subject at all times to all applicable laws and the terms of a participant's offer. This changes the position from the 2021 PRP which provided that all vesting conditions applicable to unvested performance rights would be waived, unless the Board decided otherwise.

In accordance with ASX Listing Rule 7.2 (exception 13(b)), a summary of the key terms of the PRP is provided in the Annexure to this Explanatory Memorandum.

Information required by ASX Listing Rule 7.2 (Exception 13(b))

Summary of the PRP terms and rules

A summary of the key terms of the PRP rules is set out in the Annexure to this Explanatory Memorandum. A copy of the full terms of the PRP is available on PeopleIN's website at <https://www.peoplein.com.au> or can be obtained by contacting the Company Secretary.

Capitalised terms not otherwise defined in this Explanatory Memorandum will have the meaning given to them in the rules of the PRP.

Number of securities issued since last approval

A total of 4,915,028 performance rights have been granted under the 2021 PRP since it was approved at the 2021 AGM. Of these, 364,816 performance rights have been forfeited, 1,428,429 performance rights remain on issue with vesting dates between 2024 – 2026 and 3,121,783 shares have been issued upon exercise of vested performance rights.

Maximum number of securities to be issued under the scheme

Since 1 December 2019, amendments to the ASX Listing Rules took effect which now require entities seeking shareholder approval in relation to an employee incentive scheme (such as the PRP) to, among other things, disclose in the relevant notice of meeting the maximum number of securities proposed to be issued under the scheme following the approval.

For the purposes of this requirement, the Company notes that the maximum number of securities proposed to be issued under the PRP over the three-year period from the date of this Annual General Meeting is 5,358,897, representing 5% of the Company's fully diluted share capital at the date of this Explanatory Memorandum.

Shareholders should be aware that the maximum number of securities to be issued under the PRP stated above is not intended to be a prediction of the actual number of securities to be issued under the PRP, but is specified for the purposes of setting a ceiling on the number of securities approved to be issued for the purposes of ASX Listing Rule 7.2 (exception 13(b)). Once that number is reached, any additional issues of securities under the PRP would not have the benefit of exception 13 without a fresh shareholder approval and will only be able to be made without shareholder approval under ASX Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under ASX Listing Rule 7.1 (or if applicable ASX Listing Rule 7.1A).

Details of any performance rights granted under the PRP will be published in the Company's annual report for the year in which they are granted.

Voting exclusion

A voting exclusion statement in respect of this Resolution 3 is included at page 6 of the accompanying Notice of Meeting.

Directors' recommendation

The Directors abstain from making a recommendation in relation to Resolution 3, in the interests of good corporate governance.

Annexure – Summary of Key Terms of the Company’s Performance Rights Plan

A summary of the key terms of the Company’s Performance Rights Plan (**PRP Rules**) are set out below. A copy of the PRP Rules is available on PeopleIN’s website at <https://www.peoplein.com.au>. Alternatively, a copy will be made available free of charge by the Company if requested by a shareholder. All requests should be directed to the Company Secretary. For the purposes of this summary, all capitalised terms not otherwise defined have the meaning given in the PRP Rules.

<i>Securities</i>	Under the PRP, the Company may offer or issue performance rights to eligible participants. Performance rights are a right to be issued or transferred a fully paid ordinary share in the Company (‘Share’) upon satisfaction of specified vesting conditions.
<i>Eligibility/Participation</i>	<p>Any full time, part-time or casual employee of the Company or its related bodies corporate, director of the Company or a related body corporate, consultant or contractor to a group company or any other person that the Board determines to be eligible (or their approved ‘nominated party’) (participant’) may participate in the PRP.</p> <p>A nominated party includes an immediate family member of the eligible participant, a corporate trustee of a self-managed super fund where the eligible participant is a beneficiary of the fund or a company whose members comprise no persons other than the eligible participant or immediate family members of the eligible participant.</p>
<i>Offer of Performance Rights</i>	<p>The Board has discretion to determine the terms of any grant of performance rights to be made under the PRP.</p> <p>All performance rights are to be offered to eligible participants for no consideration. The offer must specify, amongst other things, the total number of performance rights offered, vesting conditions (if any) and any applicable vesting periods, whether the rights are to be exercised or whether they will be exercised automatically on vesting, the exercise period (if any), disposal restrictions (if any) and any other relevant terms and conditions, as determined by the Board.</p>
<i>Vesting Criteria and Dates</i>	The PRP Rules enable the Board to determine the applicable vesting criteria and to set a timetable for vesting of performance rights in the relevant offer document. The Board has the discretion to set performance hurdles or to link vesting solely to a defined service period. The Board may waive all or some vesting conditions in respect of performance rights granted in its discretion, subject to applicable laws, including the ASX Listing Rules.
<i>Exercise of Vested Rights</i>	<p>The Board will determine whether the performance rights are to be exercised by the participant or whether the performance rights will be exercised automatically on vesting (and this will be stated in the offer).</p> <p>In the event a participant is required to exercise the performance rights, the performance rights may be exercised, in part or full, by the participant giving a signed notice to the Company within the specified exercise period and otherwise in accordance with the PRP rules and the participant’s offer.</p> <p>Where a grant of rights specifies the performance rights will be exercised automatically on vesting, vested rights which have not expired or been forfeited will be automatically exercised by the Company on vesting on the date the Board provides a vesting notice to the participant.</p>

	<p>Unless otherwise determined by the Board at its discretion when making a grant of performance rights, no exercise price shall be payable by a participant for exercise of a vested right.</p>
<i>Issue or acquisition of shares</i>	<p>Upon exercise of a vested right, the Company may, in its discretion, issue new Shares or cause existing Shares to be acquired or transferred to the participant, or a combination of both alternatives, to satisfy the Company's obligations under the PRP. If the Company determines to cause the transfer of Shares, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the PRP.</p>
<i>Lapse and Expiry of Performance Rights</i>	<p>Unless determined otherwise by the Board, performance rights which have not been exercised will expire and cease to exist on the first to occur of: (i) the participant ceasing to be employed or engaged by the Company or its related body corporate; (ii) the performance rights being forfeited in accordance with the PRP rules and (iii) the fifth anniversary of the time of grant of the performance rights, unless the Board has determined at the time of grant that another expiry date is to apply, subject to applicable laws, including the ASX Listing Rules.</p>
<i>Rights of Participants</i>	<p>If there is a reconstruction of the issued capital of the Company (including consolidation, sub-division, reduction or return), the terms of the performance rights (including number the number of Shares to be delivered in respect of each right or amount payable on exercise (if applicable) or both) will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital.</p> <p>A participant is not entitled to receive dividends, vote or participate in a new issue of shares or other securities made by the Company merely because he or she holds performance rights, and participation by a participant in any of such transaction will be dependent on Shares having been issued or transferred to and registered in the participant's name before the record date for determining entitlements to the transaction.</p> <p>If the Company makes a pro rata bonus issue of shares or other securities (other than in lieu of dividends or by way of dividend reinvestment), the number of Shares the subject of the performance rights shall be increased by the number of Shares that the participant would have received if the Shares the subject of the performance rights had been registered in the name of the participant before the record date for the bonus issue.</p> <p>If the Company makes a pro rata issue of securities to holders of shares (other than a bonus issue or an issue in lieu of dividends or by way of dividend reinvestment), the terms of the performance rights (including the number of Shares to be delivered in respect of each right or amount payable on exercise (if applicable) or both) will be adjusted in accordance with the requirements of the ASX Listing Rules, the Act and any other applicable laws.</p> <p>In the event of a change of control of the Company, the Board may determine, in its sole and absolute discretion, the manner in which any or all unvested performance rights will be dealt with, including without limitation if some or all vesting conditions applicable to some or all</p>

	<p>unvested performance rights will be waived, subject at all times to all applicable laws and the terms of a participant's offer.</p> <p>If the Board determines that all vesting conditions applicable to any unvested performance rights will not be waived, the relevant unvested rights will lapse on the date the change of control event occurs, unless the Board determines otherwise.</p>
<i>Rights of Shares on Exercise</i>	<p>If the Company's Shares are officially quoted on the ASX at the time Shares are issued under the PRP, the Company will apply to ASX for official quotation of the Shares issued to a participant after exercise of a performance right within the time prescribed by the ASX Listing Rules. Performance rights will not be listed for quotation on the ASX.</p> <p>A Share issued, transferred or allocated after exercise of a performance right will rank equally, on and from its date of issue, in all respects with any Shares which are then on issue in the Company's share capital and be subject to the Company's constitution.</p> <p>Once Shares are allotted or transferred to the benefit of a participant upon exercise or vesting of the Awards (as applicable) the participants will hold the Shares free of restrictions, unless the Board determines otherwise. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.</p>
<i>Assignment and Restrictions on Disposal of Rights</i>	<p>A participant may only grant security interests or otherwise assign, transfer, dispose of or deal with performance rights, or any interest in performance rights, with the prior consent of the Board which may be granted or withheld in its absolute discretion. Where a participant purports to transfer, dispose or deal with a performance right other than in accordance with the PRP Rules the performance right will immediately lapse.</p> <p>The Company may at its discretion determine that disposal or other restrictions apply to some or all performance rights and/or Shares issued on exercise or vesting of a performance right and may determine the terms and conditions of such restrictions.</p>
<i>Forfeiture</i>	<p>Unvested performance rights may be forfeited by a participant if (i) the performance rights have not become vested by the end of the applicable vesting period or the Board determines that the applicable vesting conditions are incapable of being satisfied by the end of the vesting period, or (ii) the Board determines that the participant has committed any act of fraud or gross misconduct, or such other circumstances occur as may be specified in the offer, in relation to the affairs of the Company or a related body corporate.</p>
<i>Administration</i>	<p>The PRP will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and, subject to the ASX Listing Rules and applicable laws, all decisions of the board as to the interpretation, effect or application of the plan rules and all calculations and determinations made by the board under the plan rules are final, conclusive and binding in the absence of manifest error.</p>
<i>Trustee, withdrawal process and rights when Shares held by Trustee on behalf of Participant</i>	<p>The Board may elect to use on such terms and conditions as determined by the Board in its absolute discretion an employee share trust for the purposes of subscribing for, acquiring and holding Shares issued in accordance with the PRP (or another plan or scheme implemented by the Company from time to time) for the benefit of participants and</p>


	<p>participants in other employee plans or schemes established from time to time. The Board may do all things necessary for the establishment, administration, operation and funding of an employee share trust.</p>
<i>Termination and Amendment</i>	<p>The PRP may be terminated or suspended at any time by the Board.</p> <p>The PRP may be amended or modified at any time by the Board except where the amendment reduces in a material way the rights of any Participant, other than (a) an amendment introduced primarily (i) for the purpose of complying with applicable law, (ii) to correct any manifest error or mistake (iii) to allow the implementation of a trust arrangement or (iv) for the purposes of enabling participants generally to receive a more favourable tax treatment or (b) an amendment agreed in writing by the participant.</p> <p>A copy of the Company's PRP is available for inspection at the Company's registered office until the date of the Meeting.</p>
<i>Limits on Grant</i>	<p>If, when making an offer of performance rights under the PRP, the Company does so in reliance on employee share scheme disclosure exemptions in the Corporations Act, it must, at the time of making the offer, have reasonable grounds to believe that the number of Shares that have been, or may be, issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of Shares at the time of making an offer:</p> <ul style="list-style-type: none"> (a) Shares that may be issued under the offer or any other offer to be made under the PRP (to the extent offered in reliance on employee share scheme disclosure exemptions in the Corporations Act); (b) Shares issued or that may be issued as a result of offers made at any time during the previous three year period under: <ul style="list-style-type: none"> a. the PRP or any other employee incentive scheme in reliance on employee share scheme disclosure exemptions in the Corporations Act or its predecessors; or b. an ASIC exempt arrangement of a similar kind to an employee incentive scheme; and (c) the number of Shares which are the subject of the offer of performance rights. <p>Offers of performance rights issued other than in reliance on employee share scheme disclosure exemptions in the Corporations Act or its predecessors (such as offers received outside of Australia or under an exception in section 708 of the Act) will not be included in calculating the 5% limit.</p>


LODGE YOUR VOTE

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

 **BY MAIL**
PeopleIn Limited
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

PROXY FORM

I/We being a member(s) of PeopleIn Limited (the **Company**) and entitled to attend and vote hereby appoint:

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 (Brisbane time) on Thursday, 28 November 2024 at the offices of Talbot Sayer, Level 1, 175 Eagle Street, Brisbane, Queensland 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 & 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 2 & 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.


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*
1a Re-Election of Director – Elisabeth Manners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Re-Election of Director – Tony Peake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Performance Rights 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 poll and your votes will not be counted in computing the required majority on a poll.

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, all shareholders must 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 PROXY 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.**

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 Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form, you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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.

If you wish to appoint a Director (other than the Chairman) or other member of the KMP or their closely related parties as your proxy, you must specify how they should vote on Resolutions 2 & 3 by marking the appropriate box (either for/against/abstain). If you do not specify how your proxy should vote, your proxy will not be able to exercise your vote for Resolutions 2 & 3.

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 Proxy 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 Proxy Form and the second Proxy 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 PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Tuesday, 26 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. Only voting forms issued by the Company will be deemed valid and accepted by the Company.

Proxy 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 Proxy 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

PeopleIn Limited
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

* in 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.**