

NOTICE OF ANNUAL GENERAL MEETING

PREMIER INVESTMENTS LIMITED ACN 006 727 966

Notice is given that the Annual General Meeting ("AGM") of Shareholders of Premier Investments Limited (the "Company") will be held as a virtual meeting at <https://web.lumiagm.com/310639367> on **Friday 4, December 2020 at 10:30 am (Melbourne time)**.

Due to Government restrictions and public health advice regarding public gatherings during the COVID-19 pandemic, and to protect the health and safety of shareholders, employees and the community, the Board has decided to conduct the AGM online this year. Shareholders will not be able to attend the AGM in person, however the Board encourages all shareholders to participate virtually.

The Corporations (Coronavirus Economic Response) Determination (No.3) 2020 (**Coronavirus Determination**) modifies the operation of the Corporations Act to allow companies to hold meetings virtually, rather than in person. The Coronavirus Determination:

- deems persons participating via virtual technology are taken for all purposes (including the quorum) to be present at the meeting;
- confirms virtual technology may be used to provide persons a reasonable opportunity to speak at the meeting; and
- allows notices of meeting, and other information regarding a meeting to be provided in electronic communication, or by providing an online location where it can be viewed and downloaded.

As permitted by the Coronavirus Determination, the Meeting will be held online via the Lumi Online platform. In addition, the Company's Notice of AGM is being distributed electronically and is available to view and download at our AGM website www.edocumentview.com.au/PMV2020, and on Premier's website <http://www.premierinvestments.com.au/annual-reports-and-agms/>. More information about how to use the online platform (including how to vote, comment and ask questions online during the Meeting) is also available at our AGM website.

Shareholders are invited to participate in the Company's 2020 AGM by watching and participating in the AGM virtually via the online platform by entering the following URL in your browser: <https://web.lumiagm.com>. To participate in the Meeting you will be required to enter the unique 9 digit meeting number **310639367**. Your username is your SRN/HIN. Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide which can be found on our AGM website www.edocumentview.com.au/PMV2020. Participating in the Meeting online enables shareholders to view the Meeting live, ask questions and cast votes at the appropriate times during the Meeting. Shareholders may ask questions online after they have been verified. It may not be possible to respond to all questions. However, shareholders as a whole will have a reasonable opportunity to ask questions about, or make comments, on the management of the Company.

Shareholders are encouraged to vote by casting their proxy online via www.investorvote.com.au prior to the Meeting, in accordance with the instructions set out below, or by attending the Meeting via <https://web.lumiagm.com/310639367>. Shareholders who have cast their vote by proxy prior to the Meeting may still attend the Meeting by joining the virtual meeting.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

Ordinary Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the 52 weeks ended 25 July 2020.

2 Remuneration Report

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

That the Remuneration Report for the 52 weeks ended 25 July 2020 be adopted.

3 Election of Directors

To consider and, if thought fit, pass each of the following resolutions as a separate ordinary resolution:

- (a) *That Mr Solomon Lew, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company's Constitution and, being eligible, is re-elected as a Director.*
- (b) *That Mr Henry Lanzer AM, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company's Constitution and, being eligible, is re-elected as a Director.*
- (c) *That Mr Michael McLeod, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company's Constitution and, being eligible, is re-elected as a Director.*

By order of the Board



Marinda Meyer
Company Secretary
2 November 2020

1 Defined terms

Capitalised terms used in this Notice (including those used in the Resolutions set out in this Notice) have, unless otherwise defined, the same meanings as are set out in the Glossary of Terms set out in the Explanatory Statement attached to this Notice.

2 Material accompanying this Notice

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report, including the Remuneration Report, and the Auditor's Report, unless you have elected not to receive these reports and have not withdrawn that election. These reports are also available on the Company's website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>; and
- (b) the Explanatory Statement setting out details relevant to the business set out in this Notice.

3 Voting and required majority

- (a) In accordance with section 249HA of the Corporations Act for Resolutions 2, 3(a), 3(b) and 3(c) to be effective:
 - (i) not less than 28 days' written notice has been given; and
 - (ii) each Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).
- (b) Subject to paragraph 4 below, on a show of hands every Shareholder has one vote, and, on a poll, every Shareholder has one vote for each Share held.
- (c) As the Meeting is a virtual meeting, all voting will be by a poll rather than a show of hands, as required by the Coronavirus Determination.

4 Voting exclusions - Resolution 2**Resolution 2**

- (a) In accordance with section 250R of the Corporations Act, for Resolution 2, a member of the Premier Group's Key Management Personnel ("**KMP**") and closely related parties of a KMP, details of whose remuneration are included in the Remuneration Report, will not be eligible to vote on the Resolution except as provided in paragraph 4(b) below.
- (b) A person described in paragraph 4(a) above may vote on Resolution 2 if the vote is not cast on behalf of a person described in that paragraph, and either –
 - (i) the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (ii) the person voting is the Chair of the AGM, who votes as a proxy for a person who is entitled to vote, and the appointment of the Chair of the AGM as proxy:
 - (A) does not specify the way the proxy is to vote on the Resolution; and
 - (B) expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

5 Shareholders eligible to vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that, for the purposes of the AGM (including voting at the AGM), Shareholders are those persons who are registered holders of Shares at **7:00 pm (Melbourne time) on Wednesday, 2 December 2020 ("Effective Time")**.

In accordance with the Coronavirus Determination, voting on all Resolutions will be conducted by a poll through the online platform. Each Shareholder will have one vote for each fully paid Share that Shareholder holds.

6 How to vote

Shareholders should read this Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

Once you have read this Notice and this Explanatory Statement in full, you may vote by either:

- (a) using the online platform at the time of the AGM at <https://web.lumiagm.com/310639367>;
- (b) appointing a representative, if you are a corporate shareholder, or
- (c) appointing a proxy (see below on how to vote by proxy).

7 Proxies, representatives and attorneys

- (a) All Shareholders at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) Appoint a proxy online via www.investorvote.com.au.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes.
- (e) Shareholders wishing to appoint a proxy should read the instructions on the Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in paragraph 7(h) below.
- (f) Any Shareholder may appoint an attorney to act on its behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in clause 7(h) below.
- (g) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as set out in paragraph 7(h) before the time of the AGM (or adjourned meeting) or at the meeting.
- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **10:30 am (Melbourne time)** on Wednesday, 2 December 2020 by:
 - (i) mail, to the Share Registry to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or hand delivered to 452 Johnson Street, Abbotsford, Victoria 3067; or

- (ii) fax, to the Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (iii) electronically, via the electronic proxy voting instructions, which can be recorded on the internet at www.investorvote.com.au; or
- (iv) for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com

For personal use only

EXPLANATORY STATEMENT

PREMIER INVESTMENTS LIMITED ACN 006 727 966

1 General

This Explanatory Statement contains information relevant to the business referred to in the Notice of AGM of Premier Investments Limited (the “Company”) which it accompanies and should be read carefully by Shareholders prior to the AGM.

All capitalised terms used in this Explanatory Statement have the meanings set out in the Glossary of Terms located at the end of this document.

Further details relating to each item in the Notice is set out below.

2 Ordinary Business

2.1 Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors’ Declaration), the Directors’ Report and the Auditor’s Report for the Premier Group to be considered at the AGM.

While this item does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the Auditor’s Report or the conduct of the audit. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may submit questions relevant to the content of the Auditor’s Report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to the Auditor by Shareholders.

The Financial Report, Directors’ Report and Auditor’s Report are available for Shareholders to access and download from the Company’s website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>.

2.2 Item 2 - Remuneration Report

Shareholders are asked to adopt the Remuneration Report.

The Remuneration Report (which forms part of the Directors’ Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Premier Group’s performance.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under the Corporations Act, if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders’ concerns at next year’s AGM. Depending on the outcome of next year’s voting on the Company’s Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors’ Report (excluding the managing director) will be required to seek re-election.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

As stated in the Notice, each of the Premier Group's KMPs whose remuneration is included in the Remuneration Report and closely related parties of those KMPs are not eligible to vote on the Resolution, except as stated in the Notice.

The Chair intends to vote all available proxies in favour of the adoption of the Remuneration Report.

2.3 Item 3 - Election of Directors

Each election resolution will be conducted as a separate resolution.

Information on the skills and experience for each of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod can be found in the Directors' Report, which is included in the Annual Report.

Directors' Recommendation

The Directors who are not standing for re-election unanimously support the re-election of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod.

The Chair intends to vote all available proxies in favour of the re-election of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 10:30 am (Melbourne time) on Friday 4, December 2020.
Annual Report	means the annual report of the Company.
ASX	means ASX Limited ACN 008 624 691.
Auditor	means the auditor of the Company.
Auditor's Report	means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.
Board	means the board of Directors of the Company.
Chair	means the person who chairs the AGM.
Company	means Premier Investments Limited ACN 006 727 966.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the report of the Directors, which accompanies the Financial Report.
Effective Time	means 7:00 pm (Melbourne time) on Wednesday, 2 December 2020.

Explanatory Statement	means this statement which provides details of the business of the AGM.
Financial Report	means the consolidated annual financial report of Premier Investments Limited for the 52 weeks ended on 25 July 2020 that accompanies the Notice of AGM.
Key Management Personnel	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director (and the term "KMP" has the same meaning).
Listing Rules	means the listing rules of the ASX, as amended from time to time.
Notice	means the notice of the AGM of the Company accompanying this Explanatory Statement.
Premier Group	means the Company and its controlled entities.
Proxy Form	means the proxy form accompanying the Notice of AGM.
Remuneration Report	means the remuneration report of the Premier Group that forms part of the Directors' Report.
Resolution	means the resolutions provided for Shareholder approval in the Notice of AGM.
Share Registry	means the Company's share registry.
Shareholder	means a holder of one or more Shares.
Shares	means fully paid ordinary shares in the capital of the Company.

PMV

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **10:30 am (Melbourne time) Wednesday 2 December 2020.**

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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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: 999999
SRN/HIN: I9999999999
PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Premier Investments Limited hereby appoint

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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 Premier Investments Limited to be held virtually on Friday, 4 December 2020 at 10:30 am (Melbourne time) 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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is 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 Item 2 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 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Re-election of Director - Mr Solomon Lew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Re-election of Director - Mr Henry Lanzer AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c	Re-election of Director - Mr Michael McLeod	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

PMV

2 6 8 9 5 3 A



Computershare



PMVRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Premier Investments Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Premier Investments Limited