



Notice of Annual General Meeting

Toys "R" Us ANZ Limited ACN 063 886 199

Date: Wednesday 7th December 2022

Time: 2:00pm (Melbourne time)

Place: This Annual General Meeting (**Meeting**) will be conducted as a physical meeting at RSM Australia, Boardroom, Level 21, 55 Collins Street, Melbourne, VIC 3000 and virtual meeting, accessible online.

The Meeting will be held in person and as a virtual Meeting.

If you wish to virtually attend the Meeting, please pre-register in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN__1e4JynCSUy8NgxopTzOGQ

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice.

Important Notes: Shareholders should read this Notice in full.

This Notice does not take into account the individual investment objectives, financial situation or particular needs of any person. If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser without delay.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (Meeting) of Shareholders of Toys"R"Us ANZ Limited ACN 063 886 199 (Company) will be held physically at RSM Australia, Boardroom, Level 21, 55 Collins Street, Melbourne, VIC 3000 and virtually on an online platform at 2:00pm (Melbourne time) on Wednesday 7th December 2022 to consider and vote on the Resolutions set out below.

The Explanatory Notes, which accompany and form part of this Notice, describe the matters to be considered at the Meeting. Terms used in this Notice and the accompanying Explanatory Notes are defined in the Glossary on page 11 of the Explanatory Notes.

Important Information for Shareholders about the Meeting

Shareholders do not need to attend the Meeting physically in order to cast their votes or to participate in the Meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- (1) participating in the virtual Meeting and casting a vote online;
- (2) appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the Proxy Form; or
- (3) lodging their votes online at:
https://us02web.zoom.us/webinar/register/WN__1e4JynCSUy8NgxopTzOGQ

Further details on the virtual Meeting and appointment of proxies are set out below.

Virtual Meeting

If you are a Shareholder and wish to virtually attend the Meeting (which will be broadcast as a live webinar) please **pre-register** in advance of the virtual Meeting here:
https://us02web.zoom.us/webinar/register/WN__1e4JynCSUy8NgxopTzOGQ

After registering, you will receive a confirmation containing information on how to attend the virtual Meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted to AGM@toysrus.com.au at least 48 hours before the Meeting.

The Company will also provide Shareholders with an opportunity to ask questions during the Meeting in respect of the formal items of business as well as general questions in relation to the Company and its business.

Business of Meeting

Overview

Item 1 – Financial Statements and Reports

Item 2 – Remuneration Report

Resolution 1: Approval of the Remuneration Report

Item 3 – Re-election of Director

Resolution 2: Re-election of Director, John Tripodi

Item 4 – Additional 10% Placement Capacity

Resolution 3: Approval of Additional 10% Placement Capacity

Item 5 – Amend the Company's Constitution to hold virtual meetings of its members

Resolution 4: Approval of amendment to the Company's Constitution to hold virtual meetings of its members

Ordinary Business

Item 1 – Financial Statements and Reports

To receive and consider the following reports for the year ending 31 July 2022:

- (a) the financial statements;
- (b) the Directors' report; and
- (c) the auditor's report.

Further information in relation to Item 1 is set out in Section 3 of the Explanatory Notes.

Item 2 – Remuneration Report

Resolution 1: Approval of the Remuneration Report

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

'That, in accordance with section 250R of the Corporations Act, the Company adopts the Remuneration Report as set out in the Directors' report of the 2022 Annual Report, for the year ending 31 July 2022.'

A vote on this Resolution is advisory only and will not bind the Company or the Directors.

Further information in relation to Resolution 1 is set out in Section 4 of the Explanatory Notes.

Voting Exclusion Statement for Resolution 1

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a member of the Company's Key Management Personnel and their closely related parties. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair which:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to vote on this Resolution even though this Resolution is connected with the remuneration of the Company's Key Management Personnel.

Item 3 – Re-election of Director

Resolution 2: Re-election of Director, Mr John Tripodi

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

"That Mr John Tripodi, who was elected as a Director since 25 October 2018 retires, and being eligible and offering himself for re-election, is re-elected as a Director in accordance with Rule 34 of the Company's Constitution."

Further information in relation to Resolution 2 is set out in Section 5 of the Explanatory Notes.

Item 4 – Additional 10% Placement Capacity

Resolution 3: Approval of Additional 10% Placement Capacity

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

‘That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue equity securities comprising up to 10% of the Company’s share capital calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Notes.’

Further information in relation to Resolution 3 is set out in Section 4 of the Explanatory Notes.

Voting Exclusion statement for Resolution 3

At the time of dispatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under ASX Listing Rule 7.1A.2, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities), or any of their Associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- 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 a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 5 – Amend the Company’s Constitution to hold virtual meetings of its members

Resolution 4: Approval of amendment to the Company’s Constitution to hold virtual meetings of its members

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

‘That, the company’s constitution be amended via the addition of the following clause to allow its members to meet physically, virtually or via hybrid physical and virtual meeting.

‘A general meeting including the Annual General Meeting may be held as a virtual meeting or a hybrid meeting to the maximum extent permitted under the Law.’

Further information in relation to Resolution 4 is set out in Section 7 of the Explanatory Notes.

Voting and Entitlements

Entitlement to vote

The Directors have determined that for the purpose of determining entitlements to vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 11:00am (Melbourne time) on Saturday, 3 December 2022. Accordingly, Shares registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Proxies, Power of Attorney and Corporate Representatives

1. A Shareholder who is entitled to attend and vote at the Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.
2. If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
3. A proxy need not be a Shareholder of the Company.
4. In order to lodge a valid vote, Shareholders must ensure the electronic proxy appointment (and the power of attorney or other authority under which it is signed, if any) is received by Automic Group (see below), no later than 11:00am (Melbourne time) on Saturday, 3 December 2022.
5. Shareholders can arrange to receive a hard copy of the Proxy Form by contacting Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) and follow the instructions on the form. For the vote to be valid the Proxy Form must be received by Automic Group, no later than 11:00am (Melbourne time) on Saturday, 3 December 2022.
6. Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer (or officers) or attorney.
7. A proxy may decide whether to vote on any Resolution except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business the proxy may vote as he or she thinks fit.
8. If a Shareholder appoints the Chair of the Meeting as the Shareholder's proxy using the attached Proxy Form and does not specify how the Chair is to vote on an item of business, the Chair will be authorised to vote as he decides on all Resolutions. The Chair intends to vote all such proxies in favour of all Resolutions. However, the Chair will not vote such proxies to the extent that the shareholder is restricted by law from voting on any Resolutions.
9. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provides satisfactory evidence of the appointment of its corporate representative.
10. Please refer to other notes appearing on the enclosed Proxy Form.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting pursuant to section 250D of the Corporations Act. Unless otherwise specified in the appointment, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution.

Your vote is important

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged **to register for an account as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website: <https://investor.automic.com.au/#/home>, click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

Directors' Recommendations

Remuneration Report

The Directors unanimously recommend the approval of Resolution 1 and encourage Shareholders to vote in favour of Resolution 1.

Re-Election of Director – Mr Tripodi

For the reasons given in Section 1 of the Explanatory Notes, the Directors unanimously recommend the approval of Resolution 2 and encourage Shareholders to vote in favour of this Resolution, other than Mr Tripodi in respect of his appointment who gives no recommendation on the particular Resolution applying to him.

Additional 10% Placement Capacity

For the reasons given in Section 2 of the Explanatory Notes, the Directors unanimously recommend the approval of Resolution 3 and encourage Shareholders to vote in favour of Resolution 3.

Amend the Company's Constitution to hold hybrid meetings of its members

For the reasons given in Section 3 of the Explanatory Notes, the Directors unanimously recommend the approval of Resolution 4 and encourage Shareholders to vote in favour of Resolution 4.

The Board advises that the Directors, where entitled to vote, each intend to vote all Shares held or controlled by them in favour of the Resolutions in respect of which they are providing a recommendation as noted above.

By Order of the Board.



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Company Secretary

7th November 2022

Explanatory Notes

A. INTRODUCTION AND BACKGROUND

1. INTRODUCTION

1.1 Important Information

These Explanatory Notes have been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held physically at RSM Australia, Boardroom, Level 21, 55 Collins Street, Melbourne, VIC 3000 and virtually on an online platform on Wednesday, 07 December 2022 at 11:00am (Melbourne time).

The purpose of these Explanatory Notes is to provide Shareholders with information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice.

Resolution 1 relates to the Shareholder approval of the Company's Remuneration Report. A vote on Resolution 1 is advisory only and will not bind the Company or the Directors.

Resolution 2 seeks Shareholder approval for the re-election of Mr Tripodi as a Director of the Company. Resolution 2 is not conditional on the approval of any other Resolutions.

Resolution 3 seeks Shareholder approval by way of a special resolution for the Company to have the ability to issue equity securities under the 10% Placement Capacity. It is not conditional on the approval of any other Resolutions.

Resolution 4 relates to the proposed change in the Company's Constitution to allow its members to meet physically, virtually or via hybrid physical and virtual meeting. It is not conditional on the approval of any other Resolutions.

The Notice and these Explanatory Notes should be read in their entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a professional advisor prior to voting.

1.2 Interpretation

All capitalised terms used in these Explanatory Notes have the meanings set out in the Glossary located on page 11 or as otherwise defined in these Explanatory Notes. References to "\$" in the Notice and Explanatory Notes are references to Australian currency unless otherwise stated. References to time in the Notice and Explanatory Notes are references to time in Melbourne, Victoria.

1.3 Voting Exclusion Statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

2. BACKGROUND AND APPLICABLE LISTING RULES AND PROVISIONS OF THE CORPORATIONS ACT

2.1 Introduction

There are a number of approvals and requirements under the Listing Rules and Corporations Act that are relevant to the Resolutions set out in the Notice. To avoid lengthy duplication throughout these Explanatory Notes, this Section 2 sets out a summary of the provisions that are referred to in the Notice and these Explanatory Notes.

2.2 Listing Rule 7.1 – issues exceeding 15% of capital

Listing Rule 7.1 provides that without the approval of the holders its ordinary securities, an entity must not issue or agree to issue equity securities, which amount to more than 15% of its issued share capital in any rolling 12-month period. However, Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1.

Any issue of Shares that is approved by Shareholders at the Meeting for the purposes of Listing Rule 7.1 will not use any of the Company's 15% placement capacity under Listing Rule 7.1.

2.3 Listing Rule 7.1A – additional 10% of capital

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities of up to an additional 10% of its issued capital over a period of up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue 15% of its issued capital over a 12-month period without shareholder approval under Listing Rule 7.1.

The Company is an eligible entity and is seeking Shareholder approval at the Meeting for the additional 10% Placement Capacity under Listing Rule 7.1A.

2.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

Whilst similar to the definition of "Related Party" in the Listing Rules, a **Related Party** for the purposes of Chapter 2E includes:

- (a) any person or entity that controls (or is reasonably likely to control) the public company;
- (b) a director (or a relevantly proposed director) of a public company or of any entity that controls the public company (and their spouses, parents and children);
- (c) any person or entity that is controlled by the person or entity which is otherwise a Related Party;
- (d) any person or entity for which there are reasonable grounds to believe that a person or entity is likely to become a Related Party of the public company; or
- (e) any person or entity that acts in concert with a Related Party of the public company on the understanding that the Related Party will receive a Financial Benefit if the public company gives that person or entity a Financial Benefit (see section 228 of the Corporations Act).

As noted above, the definition of a Related Party for the purposes of the Corporations Act is similar to that under the Listing Rules. A key difference is that the Corporations Act concept of being a Related Party by virtue of "acting in concert" is narrower than the Listing Rules concept. Under the Corporations Act a person or entity "acting in concert" with a Related Party will only be a "Related Party" if it does so "on the understanding that the Related Party will receive a Financial Benefit if the public company gives that person or entity a Financial Benefit.

The term **Financial Benefit** used in Chapter 2E has a very wide meaning. It includes the public company paying money or issuing securities to a Related Party. In determining whether or not a Financial Benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given or paid for the Financial Benefit is to be disregarded, even if it is full or adequate.

Control, for the purposes of Chapter 2E, is defined in section 50AA. Under that definition an entity controls a second entity if the first entity has the capacity to determine the outcome of decisions about the second entity's financial and operating policies.

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B. ORDINARY BUSINESS

3. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company's financial report (which includes the financial statements and Directors' declaration), the Directors' report and the auditor's report, to be laid before the Meeting. However, there is no requirement either in the Corporations Act or the Company's constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report.

The financial report, the Directors' report and the auditor's report each relate to the Company's financial year ending 31 July 2022. These reports will be available from the Company's website at www.toysrus.com.au.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports, and on the business and operations of the Company.

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, RSM Australia Partners (**RSM**), questions about the auditor's report, the conduct of its audit of the Company for the financial year ending 31 July 2022, the preparation and content of the auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM in relation to its conduct of the audit.

4. RESOLUTION 1 – APPROVAL OF REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is included in the Directors' report in the Company's Annual Report for 2022. It is available from the Company's website at <https://corporate.funtastic.com.au/investors/asx-announcements/>.

The Remuneration Report:

- (a) describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between remuneration and the Company's performance;
- (b) sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- (c) explains the difference between the basis for remunerating non-executive Directors and executives, including executive Directors.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report at the Meeting.

5. RESOLUTION 2 – RE-ELECTION OF MR TRIPODI

The Company is seeking Shareholder approval under Resolutions 2 by ordinary resolution for the re-election of Mr John Tripodi as a Director of the Company.

5.1 Background

Rule 34(c) of the Company's constitution requires that at the 2022 annual general meeting of the Company, one (determined in accordance with the definitions in Rule 34(c)) Director of the Company should retire from office and may be nominated for re-election to the Board at the 2021 annual general meeting.

Being eligible, Mr Tripodi offers himself for re-election in accordance with Rule 34(g) of the Company's constitution that provides that if a Director retires, or their directorship comes to an end, at the annual general meeting, the Company may, by ordinary resolution elect or re-elect (as applicable) the former Director to fill the vacated office.

The qualifications and experience of Mr Tripodi is set out in the following paragraphs.

5.2 Mr John Tripodi – Qualifications, experience and other material directorships

Mr Tripodi (B Com, B Bus (Hons)) was appointed to the Board in October 2018. He is a Chair of the Audit and Risk Committee.

Mr Tripodi is a business leader with extensive multinational FMCG experience in various strategic and operational roles with a track record of championing innovative brand strategies that deliver successful commercial outcomes. He is currently the CEO of the diversified sport, entertainment and consumer lifestyle agency Twenty3 Group. Prior to co-founding the Twenty3 Group, John held senior sales and marketing roles with Mars Inc. before moving into general management with the L'Oreal Group.

5.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

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C. SPECIAL BUSINESS

6. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 Introduction

Listing Rule 7.1A enables an eligible entity which has obtained shareholder approval to issue up to an additional 10% of its issued share capital through placements over a 12-month period after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

If Shareholders approve Resolution 6, the number of equity securities the Company may issue under the 10% Placement Capacity will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (see Section 7.3 below).

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) must be in favour of the Resolution for it to be passed.

6.2 Listing Rule 7.1A

6.2.1 Eligible entity

An entity is an eligible entity for the purposes of Listing Rule 7.1A if it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

6.2.2 Equity securities

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of equity securities of the Company and must be issued for cash consideration.

6.2.3 Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- (a) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- (b) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities (including convertible notes and options) within Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4,
- (c) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16, where:
 - (i) the agreement was entered into before the commencement of the relevant period; or

- (ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4,
- (d) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary securities issued in the relevant period under the entity's 15% placement capacity without shareholder approval. This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 17, where the issue is subsequently approved under Listing Rule 7.1;
- (e) plus the number of partly paid ordinary securities that became fully paid in the relevant period; and
- (f) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where this issue or agreement has not subsequently been approved by the holders of its ordinary securities under Listing Rule 7.4.

relevant period means:

- (a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- (b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

6.3 Specific information required by Listing Rule 7.3A

The following information is provided in relation to the approval of the 10% Placement Capacity pursuant to and in accordance with Listing Rule 7.3A:

6.3.1 10% Placement Period

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained (i.e. the date of the Meeting) and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the next annual general meeting, if less than 12 months; or
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

The Company will only issue and allot the equity securities during the 10% Placement Period. In accordance with Listing Rule 7.1A, the approval under Resolution 6 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

6.3.2 Minimum issue price

The equity securities issued under Listing Rule 7.1A will be issued by the Company for cash consideration at an issue price which is not less than 75% of the volume weighted average market price of equity securities in the same class calculated over the 15 trading days on which trades in the relevant class were recorded immediately before:

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

6.3.3 Purpose for which the funds raised under the 10% Placement Capacity may be used

The Company may issue equity securities under the 10% Placement Capacity for the purpose of raising funds to use towards general working capital requirements, ongoing business development activities and/or the acquisition of new business assets or investments (including expenses associated with such acquisition).

6.3.4 Risk of economic and voting dilution

Any issue of Shares under the 10% Placement Capacity will dilute the interests of any Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues equity securities under the 10% Placement Capacity, the existing Shareholders' voting and economic interests in the Company will be diluted as shown in the table below.

The table below shows the dilution of existing Shareholders on the basis of the closing price of Shares on 24 October 2022 and the number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable "A" in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the closing price of the Shares on 24 October 2022 and 100% greater than the closing price of the Shares on 24 October 2022.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.027 50% decrease in Issue Price	\$0.053 Issue Price	\$0.106 100% increase in Issue Price
Current Variable A 863,086,674	10% Voting Dilution	86,308,667	86,308,667	86,308,667
	Funds Raised	\$2,287,180	\$4,574,359	\$9,148,719
50% increase in current Variable A 1,294,630,011	10% Voting Dilution	129,463,001	129,463,001	129,463,001
	Funds Raised	\$3,430,770	\$6,861,539	\$13,723,078
100% increase in current Variable A 1,726,173,348	10% Voting Dilution	172,617,335	172,617,335	172,617,335
	Funds Raised	\$4,574,359	\$9,148,719	\$18,297,437

The table has been prepared on the following assumptions:

- (a) The Issue Price set out in the table is the closing price of the Company's Shares on the ASX on 24 October 2022.
- (b) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- (c) There are 863,086,674 Shares on issue, being the number of Shares on issue as at 24 October 2022.
- (d) No rights convertible into Shares are exercised into Shares before the date of the issue of the equity securities under Listing Rule 7.1A.
- (e) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. Therefore the voting dilution is shown in each example as 10%.

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- (f) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or any issues otherwise permitted under the Listing Rules.
 - (g) The issue of equity securities under the 10% Placement Capacity consists only of Shares.
 - (h) The Company has not issued any equity securities in the 12 months prior to the date of the Meeting that were not issued under an exception in Listing Rule 7.2 or which were not approved under Listing Rule 7.1 or 7.4.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date Shareholders provide their approval at the Meeting; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

Shareholders should also note that the calculations in the table 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.

6.3.5 Allocation under the 10% Placement Capacity

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (a) the purpose of the issue;
- (b) any 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;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) the prevailing market conditions; and
- (f) any advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing Shareholders and/or new investors who are not Related Parties of the Company (or their Associates).

6.4 Previous approval under Listing Rule 7.1A

The resolution was not carried under Listing Rule 7.1A at the Company's previous annual general meeting held on 10 December 2021.

6.5 Technical information required by Listing Rule 14.1A

- i) If the resolution is passed, the issue will be excluded in calculating the Company's 10% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.
- ii) If the resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

6.6 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

7. RESOLUTION 4 – APPROVAL OF AMENDMENT TO THE COMPANY’S CONSTITUTION TO HOLD VIRTUAL MEETINGS OF ITS MEMBERS

7.1 Background

Resolution 4 is proposed as a special resolution and if Resolution 4 is passed by the requisite majority, the Constitution will be amended to insert rule 24.e) as a new provision of the existing Constitution.

7.2 Use of virtual meeting technology

Resolution 4 proposes to amend the Constitution to account for recent developments in law and general corporate practice for ASX-listed companies around the use of virtual meeting technology to host meetings of Shareholders. The Corporations Amendment (Meetings and Documents) Act 2022 amends the Corporations Act to allow for meetings of members to be held physically, as a hybrid or, if expressly permitted by the entity’s constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting). The Company’s current Constitution does not permit the holding of wholly virtual general meetings.

The Company would like to amend its Constitution to ensure that the Company will be able to take advantage of the increased flexibility and accessibility the virtual meetings provisions offer in respect of general meetings, especially in light of unforeseeable events that have highlighted the need for companies to be able to adapt quickly. The Directors believe the proposed amendment is an important step in ensuring the Company’s Shareholders can continue to exercise their rights to participate in and vote at meetings with minimal disruptions in the event of future movement and gathering restrictions caused by the COVID-19 pandemic or otherwise. Virtual meetings are those which are held entirely online utilising audio or audio and visual communication technology. Meetings may also be convened where a component is held in a physical location and individuals who cannot or do not wish to attend in person can participate by virtual means, which are referred to as hybrid meetings.

It is also proposed that the Constitution be amended by inserting a new rule 24. e):

‘A general meeting including the Annual General Meeting may be held as a virtual meeting or a hybrid meeting to the maximum extent permitted under the Law.’

7.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

In this Notice of Meeting and Explanatory Notes, the following terms have the following meaning unless the context or subject matter otherwise requires:

10% Placement Capacity	has the meaning given in Section 2.3 of the Explanatory Notes.
10% Placement Period	has the meaning given in Section 6.3.1 of the Explanatory Notes.
AGM	means an annual general meeting of the Company.
AGM Notice	means a notice of meeting given by the Company to its shareholders in respect of an AGM.
ANZ Licensee	means Toys R Us Licensee Pty Ltd (ACN 632 418 494) (formerly, TRU Australia Pty Ltd).
ANZ License Agreement	means the Trademark License Agreement entered into by TRUK, ANZ Licensee and HWPL dated 30 May 2019 as amended by: <ul style="list-style-type: none">(a) the document titled Amendment No. 1 to License Agreement entered into by TRUK, the ANZ Licensee and HWPL dated 20 May 2020;(b) the document titled Amendment No. 2 to License Agreement entered into by TRUK, the ANZ Licensee, the Company, HWPL and MPL on 16 October 2020; and(c) the document titled Amendment No. 3 to License Agreement entered into by TRUK, the ANZ Licensee, the Company, HWPL and MPL on 14 May 2021.
Associate	has the meaning given in the ASX Listing Rules or in the Corporations Act, as the context requires.
ASX	means ASX Limited (ABN 98 008 624 691) or the securities market it operates, as the context requires.
ASX Listing Rules or Listing Rules	means the listing rules of the ASX, as amended from time to time.
Award	means an award granted under the Employee Incentive Plan (which may include SARs, Options, Service Rights, Deferred Share Awards and Performance Rights).
Board	means the board of Directors of the Company.
Chair	means the chair of the Meeting.
Change in Control	means, in relation to the Company, either: <ul style="list-style-type: none">(a) any person, either alone or together with any associate (as defined in the Corporations Act), who did not have a relevant interest (as defined in the Corporations Act) in more than 50% of the issued Shares in the Company, acquires a relevant interest in more than 50% of the issued Shares in the Company; or(b) the Board concludes that there has been a change in the Control of the Company.
Chapter 2E	means Chapter 2E of the Corporations Act.

Company	means Toys"R"Us ANZ Limited (ACN 063 886 199) (formerly, Funtastic Limited).
Company's Constitution	means the constitution of the Company as amended from to time.
Completion	means completion of the Proposed Transaction.
Continuing Royalty	has the meaning given to that term in Section 8.4(e) of the Explanatory Notes.
Control	has the meaning given in section 50AA the Corporations Act.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Deferred Share Award	means a right to be issued Shares on a future date.
Directors	means directors of the Company.
Employee Incentive Plan or Plan	means the Toys"R"Us Equity Incentive Plan Rules 2020.
Equity securities	has the meaning given to that term in the Listing Rules.
Escrow Period	has the meaning given to that term in Section 87 of the Explanatory Notes.
Exercise Price	means the price payable (if any) per Share to exercise an Award.
Exercise Date	means the date upon which the Award is exercised by an employee pursuant to the Plan.
Explanatory Notes	means the explanatory notes accompanying the Notice.
Financial Benefit	has the meaning given in Chapter 2E of the Corporations Act.
HWG	Means Hobby Warehouse Group and includes HWPL, MPL, the ANZ Licensee.
HWPL	means Hobby Warehouse Pty Ltd (ACN 148 094 517).
Key Management Personnel	has the same meaning as in the Accounting Standards.
Meeting	means the annual general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
Minimum Guarantee Royalty	has the meaning given to that term in Section 8.4(e) of the Explanatory Notes.
MPL	means Mittoni Pty Ltd (ACN 114 705 038).
Non-Executive Directors	means a non-executive director of the Company.
Notice of General Meeting or Notice	means this notice calling the annual general meeting of Shareholders, of which the Explanatory Notes forms a part.
Option	means an option to acquire a Share.
Performance Rights	Means a right to acquire a Share issued under the Plan
Proxy Form	means the proxy form accompanying the Notice (and includes an online proxy form).
Related Party	has the meaning given in the Listing Rules or Chapter 2E of the Corporations Act (as the context requires).
Relevant Interest	has the meaning given in section 608(1) of the Corporations Act.

Relevant Shares	has the meaning given in Section 9.2(b) of the Explanatory Notes.
Remuneration Report	has the meaning given in Section 4 of the Explanatory Notes.
Resolutions	means the resolutions to be considered by Shareholders at the Meeting, as set out in the Notice.
Section	means a section of the Explanatory Notes.
Securities Trading Policy	means the Company's Securities Trading Policy adopted in 2014 and updated on 21 August 2021 as set out in the Corporate Governance section of the company website.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares in the Company and Shareholders means all holders of one or more Shares in the Company.
TRUK	means TRU Kids, Inc.
Voting Power	has the meaning given in section 610(1) of the Corporations Act.

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If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

only

Your proxy voting instruction must be received by **2.00pm (Melbourne time) on Monday, 5 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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