



**NOTICE OF ANNUAL GENERAL MEETING
OF TOYS'R'US ANZ LIMITED
(ACN 063 886 199) ("COMPANY")**

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: As a virtual meeting.
Date: Thursday, 21 December 2023
Time: 11:00 am AEDT

The Meeting is being held by way of a virtual meeting using online AGM technology. Shareholders are urged to attend and vote at the meeting electronically using the online AGM technology or vote by lodging the Proxy Form attached to this Notice.

DATED this 16 November 2023

By order of the Board:

A handwritten signature in blue ink, which appears to read "K. Clark", is written over a faint, light blue rectangular stamp or watermark.

Kim Clark
Company Secretary

For personal use only

AGENDA

A. Address by the Chairman and Chief Executive Officer

B. To consider and receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 July 2023.

C. Resolutions:

1. Remuneration Report

To consider and, if in favour, pass the following Resolution in accordance with section 250R(2) of the Corporations Act:

"That, the Company adopt the Remuneration Report for the year ended 31 July 2023 in accordance with section 250R(2) of the Corporations Act."

Note: This Resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this Resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. This Resolution is advisory only and does not bind the Company or the Directors.

2. Re-election of Director – Mr Kevin Moore

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

"That, Mr Kevin Moore who is retiring in accordance with Listing Rule 14.5 and Rule 34 of the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

3. Election of Director – Ms Kelly-Anne Humphreys

Ms Kelly-Anne Humphreys was appointed as a Director of the Company on 5 October 2023 to fill a casual vacancy and retires in accordance with Listing Rule 14.4 and Rule 34 of the Constitution.

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

"That, Ms Kelly-Anne Humphreys who, having previously been appointed to fill a casual vacancy, retires in accordance with Listing Rule 14.4 and Rule 34 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company."

4. Ratification of Prior Issue of 59,831,374 Ordinary Shares

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue of 59,831,374 fully paid ordinary Shares which were issued pursuant to the Placement as announced to the ASX on 16 August 2023, and on the terms and conditions set out in the Explanatory Memorandum."

5. Approval of Employee Incentive Plan

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.2, exception 13(b) and for all other purposes, Shareholders approve the Company's Equity Incentive Plan, as described in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

6. Approval of Issue of Share Appreciation Rights to Chief Executive Officer

To consider and, if in favour, pass with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given to issue Ms Penelope Cox, Chief Executive Officer (or her nominee) 14,545,454 Share Appreciation Rights under the Company's Employee Incentive Plan, and otherwise on the terms and conditions contained in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

Note: If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

7. Approval of Issue of Service Rights to Non-Executive Directors

To consider and, if in favour, pass with or without amendment, the following Resolutions as ordinary resolutions:

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given to issue:

- a) 8,181,816 Service Rights to Mr Silvio Salom, Non-Executive Director (or his nominee);*
- b) 8,181,816 Service Rights to Mr John Tripodi, Non-Executive Director (or his nominee); and*
- c) 8,181,816 Service Rights to Ms Kelly-Anne Humphreys, Non-Executive Director (or her nominee),*

under the Company's Employee Incentive Plan, and otherwise on the terms and conditions contained in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

Note: If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

8. Approval of 10% Placement Facility

To consider and, if in favour, pass the following Resolution as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting exclusion statements

Resolution 1 - the Company will disregard votes cast, by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 4 - The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person, or any associate of that person, who participated in the issue of the Shares the Subject of this resolution.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 - in accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of this Resolution by or on behalf of by any person who is eligible to participate in the Company's Employee Incentive Plan and each of their associates.

However, for the purposes of Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

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

The Company will disregard votes cast as proxy by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.
- the person is the Chair of the meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - 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 Key Management Personnel for the Company.

Resolution 6 - the Company will also disregard any votes cast in favour of these Resolutions by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Equity Incentive Plan, or any associates of that person.

However, this does not apply to a vote cast in favour of these Resolutions by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair 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
- 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast as proxy by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- the person is the Chair of the meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - 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 Key Management Personnel for the Company;
- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
 - it is not cast on behalf of a related party or associate of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.

Resolutions 7 (a), (b) and (c) - the Company will also disregard any votes cast in favour of these Resolutions by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Equity Incentive Plan, or any associates of that person.

However, this does not apply to a vote cast in favour of these Resolutions by:

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

- 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast as proxy by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- the person is the Chair of the meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - 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 Key Management Personnel for the Company;
- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
 - it is not cast on behalf of a related party or associate of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.

Resolution 8 - the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).

NB. In accordance with Listing Rule 14.11 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convener of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 19 December 2023. This means that any Shareholder registered at 7.00pm (AEDT) on 19 December 2023 is entitled to attend and vote at the Meeting.

4. Direct voting using the Online Meeting Platform

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the virtual meeting through and online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

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. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the Meeting.

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 (<http://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. Log in to the Automic website (<https://investor.automic.com.au/#/home>) using your user name 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.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-AGMs/>.

5. Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the virtual Shareholders' Meeting to the Company Secretary, Kim Clark, by emailing to kim.clark@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

6. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEDT) on 19 December 2023 being 48 hours before the time scheduled for the commencement of the Meeting (or any adjournment of that Meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Voted online via the Company's Share Registry at <https://investor.automic.com.au/#/home>.

7. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

8. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolution.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Toys'R'Us ANZ Limited (**Company**) to be held as a virtual meeting at **11:00 am (AEDT) on 21 December 2023**.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Financial Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the Management of the Company or to the Company's auditor if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the Meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth Business Day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm on Wednesday, 14 December 2023. Please send any written questions for the auditors to:

The Company Secretary
Toys'R'Us ANZ Limited
c/- Boardroom Pty Ltd
Level 8, 210 George Street
SYDNEY, NSW 2000

or via email to: Kim.Clark@boardroomlimited.com.au

Resolution 1: Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 July 2023. A copy is available on the Company's website.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

Directors' recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution.

Resolution 2: Re-election of Mr Kevin Moore

Resolution 2 seeks approval for the re-election of Mr Kevin Moore as a Director with effect from the end of this Annual General Meeting.

In accordance with Listing Rule 14.5, the Company is required to hold an election of Directors at each annual general meeting.

In addition, Listing Rule 14.4, requires a director to not hold office (without re-election) past the third annual general meeting following the director's appointment, or three years, whichever is the longer. In addition, Rule 34 of the Constitution provides that at each Annual General Meeting at least one director (if the composition of the Board is equal to or less than four) or otherwise one-third of the Directors (other than the Managing Director or any Alternate Director) for the time being, must retire from office. Directors who retire by reason of Rule 34 of the Constitution are those Directors who have been in office the longest since their last election or re-election. A retiring Director is eligible for re-election.

Mr Moore retires and, being eligible, offers himself for re-election in accordance with Listing Rule 14.4 and Rule 34 of the Constitution.

The Company provides the following biographic information of Mr Moore.

Mr Moore has multinational board and governance experience, specialising in digital marketing, and is a growth director with a focus on \$10 to \$100 million businesses.

He has a corporate career with director level marketing and general management experience across 30 countries, with success in launching and growing Australian and Global brands. His private company career saw him build a small technology based retail marketing business into the sector leader with 2,500 team members in ANZ, and clients that include Apple, Amazon, Bunnings, Coles and Woolworths.

He was previously the Chair and Non-Executive Director of Raiz Invest Limited.

He is currently the Chair of the Board (stepping down from close of this Annual General Meeting) and a member of the Remuneration and Nomination Committee and Audit and Risk Committee.

Directors' recommendation

The Directors (with Mr Moore abstaining) unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 3: Election of Director – Ms Kelly-Anne Humphreys

Resolution 3 seeks approval for the election of Ms Kelly-Anne Humphreys (**Kelly Humphreys**) as a Director with effect from the end of this Annual General Meeting.

In accordance with Listing Rule 14.5, the Company is required to hold an election of Directors at each annual general meeting.

In addition, Listing Rule 14.4 and Rule 34 of the Constitution specifies that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next annual general meeting of the Company after their appointment.

Ms Humphreys was appointed as a Director to fill a casual vacancy with effect from 5 October 2023. As her appointment will terminate at the end of the Annual General Meeting, she submits herself for election by Shareholders. Ms Humphreys is considered an independent Non-Executive Director.

The Company provides the following biographic information of Ms Humphreys.

Ms Humphreys is an experienced ASX director, currently serving as Chair of Raiz Invest Limited (ASX:RZI) and Non-Executive Director and Chair of Audit, Risk and Finance Committees on the Boards of The National Stock Exchange (ASX:NSX), Latrobe Health Services and the Victorian Building Authority.

Prior to her board career, Ms Humphreys had an extensive senior executive career in insurance and lending and has deep technical expertise in operations, risk management and governance. She brings a strong commercial approach to achieving objectives in complex regulatory environments and demonstrated ability in engaging stakeholders and working effectively to deliver business growth and improved performance.

Ms Humphreys holds a Masters of Management, a Diploma of Financial Services and is a graduate member of the Australian Institute of Company Directors.

Directors' recommendation

The Directors (with Ms Kelly Humphreys abstaining) unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 4: Ratification of Prior Issue of 59,831,374 Ordinary Shares

On 16 August 2023, 59,831,374 ordinary Shares were issued pursuant to a placement as announced to the ASX on 15 August 2023 (and various other prior announcements) (**Placement**).

In accordance with Listing Rules 7.1 and 7.4, it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital in any 12 month period without shareholder approval. Listing Rule 7.4 provides that where a company's shareholders subsequently approve an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby excluding the issue when calculating the Company's 15% capacity, enabling it to issue further securities up to that limit.

If this Resolution is not approved, the issue of shares which are the subject of this Resolution will be included in the calculation of the 15% limit and the Company's capacity to raise additional equity funds over the next 12 months without approval of Shareholders will be reduced.

The following information is provided in accordance with Listing Rule 7.5:

(a) **Number of securities issued:**

59,831,374 fully paid ordinary Shares.

(b) **Date on which securities were issued:**

The Shares were issued and allotted on 16 August 2023.

(c) **Issue price of securities:**

The Shares were issued for \$0.011 per share.

(d) **Allottees of the securities:**

The Company announced an Entitlements Offer to ASX on 19 June 2023 which was subject to a minimum raise amount of \$5.0 million. As announced to ASX on 14 July 2023 the minimum raise amount was not achieved. As a result, the Company subsequently sought commitments from entitlements holders and new retail and sophisticated investors to participate in a placement, the details of which were announced to the ASX on 15 August 2023 and in the Prospectus also released to the ASX on that day.

The Shares were allotted to existing and new retail and sophisticated investors who elected to participate in the placement in accordance with the above process.

- (e) **Terms of securities:**
The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.
- (f) **The purpose of the issue:**
Consideration monies will be used primarily for working capital.

Directors' recommendation

The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

A voting exclusion statement applies to this item of business as set out within this Notice.

Resolution 5: Approval of Employee Incentive Plan

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without Shareholder approval. However, there are a number of exceptions to this restriction. Exception 13 (b) of ASX Listing Rule 7.2 provides that Shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, Shareholders approve the issue of securities under the scheme as an exception to the rule.

If the Company's Employee Incentive Plan (**Plan**) is approved by Shareholders, issues under the Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further Shareholder approval). If this Resolution is not approved any securities issued in accordance with the Plan will be deducted from the calculation of the Company's 15% capacity and therefore reduce the Company's capacity to raise additional equity funds over the next 12-months without Shareholder approval.

However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

The Plan is designed to:

- (a) assist in the reward, retention and motivation of eligible employees;
- (b) link the reward of eligible employees to Shareholder value creation; and
- (c) align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees to earn rewards via an equity interest in the Company based on creating Shareholder value.

In accordance with ASX Listing Rule 7.2, exception 13, a summary of the key terms of the Plan is set out in Annexure A.

For the purposes of Listing Rule 7.2 exception 13:

- (a) 1,130,000 securities have been issued under the Plan since the Plan was last approved by Shareholders on 23 November 2020; and
- (b) it is proposed that up to 29,470,000 securities will be issued under the Plan subject to its approval at this Annual General Meeting.

Directors' Recommendation

The Directors are all currently eligible to participate in the Plan and therefore abstain from making a recommendation in relation to this Resolution.

Resolution 6: Approval of Issue of Share Appreciation Rights to Chief Executive Officer

Background

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of 14,545,454 Share Appreciation Rights (**SARs**) to Ms Penelope Cox, Chief Executive Officer (**CEO**) or her nominee.

The objective of the proposed grant of SARs to Ms Penelope Cox is primarily to link the reward of SARs to Shareholder value creation, and to align her interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

Ms Cox received an offer of securities in conjunction with the terms of her employment, being the securities that are the subject of this Resolution, when she joined the Company as CEO and is also eligible to participate in the Company's Employee Incentive Plan (**Plan**).

The SARs shall be issued under, and subject to, the terms of the Plan.

Listing Rule 10.14.1 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Whilst Ms Cox is no longer a director of the Company, the Listing Rules provide that approval is required for any securities issued for a period that is 6 months post cessation of office. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The key terms of the SARs are set out in the table below:

Recipient	Penelope Cox
Number	14,545,454 Share Appreciation Rights
Vesting Date(s)	Share Appreciation Rights will vest in three equal tranches on each of 01 September 2024, 01 September 2025 and 01 September 2026.
Vesting Conditions	Continued employment at the Vesting Date.
Expiry Date	The date that is 5 years from the Grant Date.
Other Conditions	Other key terms of the Employee Incentive Plan are detailed in Appendix A of this Explanatory Memorandum.

Other general terms of the Share Appreciation Rights

If this Resolution is approved, it is intended that the SARs will be issued within 5 days after the Annual General Meeting, but in any event will be issued no later than 3 years after the Annual General Meeting. If this Resolution is not approved, no SARs will be issued to Ms Penelope Cox.

The SARs will be issued to Ms Penelope Cox for \$nil consideration.

For the purposes of Listing Rule 10.15.2, Ms Penelope Cox falls under categories 10.11.1 (by virtue of Ms Cox having previously served as a Director of the Company within the previous 6 months) and 10.14.1 of the Listing Rules, as she is a past Director of the Company.

For the purposes of Listing Rule 10.15.6, the Company proposes to issue SARs to Ms Penelope Cox (as opposed to fully paid ordinary securities) for the following reasons:

- (a) Share appreciation rights are designed to incentivise Key Management Personnel (**KMP**), and
- (b) equity based incentives assist in the alignment of Shareholders and KMP interests.

Ms Penelope Cox has not previously received securities under the Plan.

There are no loan arrangements with Ms Penelope Cox in respect of the SARs, the subject of this Resolution.

The other general terms for the SARs are outlined in **Appendix A** of this Explanatory Memorandum.

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the SARs to be issued. A fair value for the SARs to be issued has been calculated using the share price on 10 October 2023 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the SARs which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the SARs.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should **not** be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated as at 30 October 2023.

Valuation for Share Appreciation Rights to be issued to Managing Director

Recipient	Penelope Cox
Number	14,545,454 Share Appreciation Rights (vesting in 3 equal tranches)
Vesting Date(s)	01 September 2024 01 September 2025 01 September 2026
Underlying Price	\$0.013
Total value of Share Appreciation Rights	\$189,090
Employee benefit expense (annual)	\$63,000

A significant factor in the determination of the final value of the SARs will be the ultimate share price at the date final SARs are granted (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total annual employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 30 October 2023.

	Highest Price	Lowest Price
Closing Price (\$)	\$0.049	\$0.007
Date	12 December 2022	13 September 2023
Penelope Cox	\$237,575	\$33,939

As such, if it is assumed all other factors are equal, where the share price increases above the \$0.007 disclosed above the final value of SARs granted will increase, and conversely where the share price reduces the final value of SARs granted will also reduce.

Remuneration

Ms Penelope Cox currently receives AUD\$400,000 per annum for her position as Chief Executive Officer. The amount stated is per annum comprising salary exclusive of superannuation contributions. Ms Cox is also eligible to receive a Short-Term Incentive (**STI**) of up to 40% of the aforementioned salary annually. The SARs proposed to be issued to Ms Cox under this Resolution, if passed, are in addition to this sum and have an estimated fair value of \$189,090 (being \$63,000 per annum).

Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of SARs as the exception in section 211 of the Corporations Act applies. The SARs are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the vesting of the SARs will have on the interests of Ms Cox relative to other Shareholders' interests are set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the SARs and is based upon Shares on issue as at 20 October 2023.

	Penelope Cox
The total number of Shares on issue in the capital of the Company	982,463,505
Shares currently held by the Director (including indirect interests)	Nil.
% of Shares currently held by the Director	0.00%
Share Appreciation Rights and other convertible securities held by the Director prior to the Annual General Meeting (including indirect interests)	Nil
Share Appreciation Rights to be issued under this Resolution to the Director following Annual General Meeting	14,545,454
Shares that will be held following the vesting and/or exercise of all Share Appreciation Rights and/or other convertible securities held by the Director	14,545,454
% of Shares that would be held by the Director assuming no other Share Appreciation Rights and/or other convertible securities held by other parties vested or are exercised	1.48%

Directors' recommendation

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

Resolutions 7 (a), (b) and (c): Approval of Issue of Service Rights to Non-Executive Directors

Background

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of:

- (a) 8,181,816 Service Rights (**SRs**) to Mr Silvio Salom, Non-Executive Director, or his nominee;
- (b) 8,181,816 SRs to Mr John Tripodi, Non-Executive Director, or his nominee; and
- (c) 8,181,816 SRs to Ms Kelly-Anne Humphreys (**Kelly Humphreys**), Non-Executive Director, or her nominee.

The objective of the proposed grant of SRs to Mr Silvio Salom, Mr John Tripodi and Ms Kelly Humphreys is primarily twofold, firstly to link Directors remuneration to Shareholder value creation and secondly to conserve cash via reduction of Directors fees.

It is proposed to issue Directors SRs in order to align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company. The SR's will vest over a three-year period with the quantum of SRs based upon the price of the last capital raise and recent trading history. The SR's assist in the conservation of cash via a reduction to Directors Fees equivalent to \$30,000 per director per annum with the SRs issued in lieu of this cash payment.

The SRs shall be issued under, and subject to, the terms of the Plan.

Listing Rule 10.14.1 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The key terms of the SARs are set out in the table below:

Recipient	Silvio Salom	John Tripodi	Kelly Humphreys
Number	8,181,816 Service Rights	8,181,816 Service Rights	8,181,816 Service Rights
Vesting Date(s)	Service Rights will vest in 3 equal tranches on the first, second and third anniversary of the Grant Date.	Service Rights will vest in 3 equal tranches on the first, second and third anniversary of the Grant Date.	Service Rights will vest in 3 equal tranches on the first, second and third anniversary of the Grant Date.
Vesting Conditions	Mr Salom to remain a Board Director at each vesting date.	Mr Tripodi to remain a Board Director at each vesting date.	Ms Humphreys to remain a Board Director at each vesting date.
Expiry Date	The date that is 1 year from the Vesting Date.	The date that is 1 year from the Vesting Date.	The date that is 1 year from the Vesting Date.
Other Conditions	Other key terms of the Employee Incentive Plan are detailed in Appendix A of this Explanatory Memorandum.	Other key terms of the Employee Incentive Plan are detailed in Appendix A of this Explanatory Memorandum.	Other key terms of the Employee Incentive Plan are detailed in Appendix A of this Explanatory Memorandum.

Other general terms of the Service Rights

If these Resolutions are approved, it is intended that the SRs will be issued within 5 days after the Annual General Meeting, but in any event will be issued no later than 3 years after the Annual General Meeting. If these Resolutions are not approved, no SRs will be issued to Mr Silvio Salom, Mr Tripodi or Ms Kelly Humphreys as the case may be.

All Directors are entitled to participate in the Employee Incentive Plan.

The SRs will be issued to Mr Silvio Salom, Mr John Tripodi and Ms Kelly Humphreys for \$nil consideration.

For the purposes of Listing Rule 10.15.2, Mr Silvio Salom, Mr John Tripodi and Ms Kelly Humphreys fall under category 10.14.1 of the Listing Rules, as they are current Directors of the Company.

For the purposes of Listing Rule 10.15.6, the Company proposes to issue SRs to Mr Silvio Salom, Mr John Tripodi and Ms Kelly Humphreys (as opposed to fully paid ordinary securities) for the following reasons:

- (a) service rights are designed to incentivise Directors;
- (b) equity based incentives assist in the alignment of Shareholders and Directors’ interests; and
- (c) to assist with cash conservation.

Mr Silvio Salom has not previously received securities under the Plan.

Mr John Tripodi has previously received 500,000 securities under the Plan.

Ms Kelly Humphreys has not previously received securities under the Plan.

There are no loan arrangements with either Mr Silvio Salom, Mr John Tripodi or Ms Kelly Humphreys in respect of the SRs, the subject of this Resolution.

The other general terms for the SRs are outlined in **Appendix A** of this Explanatory Memorandum.

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the SRs to be issued. A fair value for the SRs to be issued has been calculated using the share price on 30 October 2023 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the SRs which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the SRs.

The Board draws Shareholders’ attention to the fact the stated valuation does not constitute, and should **not** be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated as at 30 October 2023.

Valuation for Service Rights to be issued to Non-Executive Directors

Recipient	Silvio Salom	John Tripodi	Kelly Humphreys
Number	8,181,816 Service Rights	8,181,816 Service Rights	8,181,816 Service Rights
Vesting Date(s)	Service Rights will vest in 3 equal tranches on 11 December 2024. 11 December 2025 and 11 December 2026	Service Rights will vest in 3 equal tranches on 11 December 2024. 11 December 2025 and 11 December 2026	Service Rights will vest in 3 equal tranches on 11 December 2024. 11 December 2025 and 11 December 2026
Underlying Price	\$0.011	\$0.011	\$0.011

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Total value of Service Rights	\$89,926	\$89,926	\$89,926
Employee benefit expense (annual)	\$29,975	\$29,975	\$29,975

A significant factor in the determination of the final value of the SRs will be the ultimate share price at the date final SRs are granted (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total annual employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 30 October 2023.

	Highest Price	Lowest Price
Closing Price (\$)	\$0.049	\$0.007
Date	12 December 2022	13 September 2023
Silvio Salom	\$133,636	\$19,091
John Tripodi	\$133,636	\$19,091
Kelly-Anne Humphreys	\$133,636	\$19,091

As such, if it is assumed all other factors are equal, where the share price increases above the \$0.007 disclosed above the final value of SRs granted will increase, and conversely where the share price reduces the final value of SRs granted will also reduce.

Remuneration

Mr Silvio Salom currently receives AUD\$65,000 per annum for his position as a Non-Executive Director of the Company. The amount stated is per annum comprising director's fees and superannuation contributions. The SRs proposed to be issued to Mr Salom under this Resolution are in addition to this sum and have an estimated fair value of \$89,926 (being \$29,975 per annum).

Mr John Tripodi currently receives AUD\$65,000 per annum for his position as a Non-Executive Director of the Company. The amount stated is per annum comprising director's fees and superannuation contributions. The SRs proposed to be issued to Mr Tripodi under this Resolution are in addition to this sum and have an estimated fair value of \$89,926 (being \$29,975 per annum).

Ms Kelly Humphreys currently receives AUD\$65,000 per annum for her position as a Non-Executive Director of the Company. The amount stated is per annum comprising director's fees and superannuation contributions. The SRs proposed to be issued to Ms Humphreys under this Resolution are in addition to this sum and have an estimated fair value of \$89,926 (being \$29,975 per annum).

Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of SRs as the exception in section 211 of the Corporations Act applies. The SRs are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the vesting of the SRs will have on the interests of the applicable Directors relative to other Shareholders' interests are set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the SRs and is based upon Shares on issue as at 30 October 2023.

	Silvio Salom	John Tripodi	Kelly Humphreys
The total number of Shares on issue in the capital of the Company	982,463,505	982,463,505	982,463,505
Shares currently held by the Director (including indirect interests)	52,097,728	1,474,440	Nil
% of Shares currently held by the Director	5.30%	0.15%	0.00%
Share Appreciation Rights and other convertible securities held by the Director prior to the Annual general Meeting (including indirect interests)	Nil	500,000	Nil
Share Appreciation Rights to be issued under this Resolution to the Director following Annual General Meeting	8,181,816	8,181,816	8,181,816
Shares that will be held following the vesting and/or exercise of all Share Appreciation Rights and/or other convertible securities held by the Director	60,279,544	10,156,256	8,181,816
% of Shares that would be held by the Director assuming no other Share Appreciation Rights and/or other convertible securities held by other parties vested or are exercised	6.14%	1.03%	0.83%

Directors' recommendation

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

Resolution 8: Approval of 10% Placement Facility

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period by way of a special resolution approved at the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that 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 for this purpose. As such Shareholder approval is sought by way of a special resolution for the Company to have the 10% Placement Facility provided for in Listing Rul 7.1A.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

Description of Listing Rule 7.1A

a) Shareholder approval:

The effect of approval of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.

b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The only class of quoted Equity Securities of the Company at the date of the Notice are ordinary Shares.

c) Formula for calculating 10% Placement Facility:

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 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 (other than 9, 16 or 17);
- plus the number of ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the 12 months; or
 - b. the issue of, or agreement to issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval; and
- less the number of fully paid ordinary securities cancelled in the 12 months.

NB: 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 12 months before the date of the issue or agreement to issue that are not subsequently approved by Shareholders under Listing Rule 7.4.

d) Listing Rule 7.1 and Listing Rule 7.1A:

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

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As at 30 October 2023 the Company has on issue 982,463,505 Shares. At present, the Company has a capacity to issue a remaining 51,631,627 Equity Securities under Listing Rule 7.1. Subject to the approval of this Resolution, this amount will increase to 129,740,528.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

e) **10% Placement Period:**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained 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 Company's next annual general meeting; 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), (10% Placement Period).

Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

In accordance with, Listing Rule 7.3A, the following information is provided:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - i. 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 Annual General Meeting; and
 - ii. 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.

In accordance with Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions:

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$0.006 50% decrease in Issue Price	\$0.012 Issue Price	\$0.024 100% increase in Issue Price
Current Variable A* 982,463,505 Shares	10% Voting Dilution	98,246,350		
	Funds Raised	\$589,478	\$1,178,956	\$2,357,912
50% increase in current Variable A* 1,473,695,257 Shares	10% Voting Dilution	147,369,525		
	Funds Raised	\$884,217	\$1,768,434	\$3,536,868
100% increase in current Variable A* 1,964,927,010 Shares	10% Voting Dilution	196,492,701		
	Funds Raised	\$1,178,956	\$2,357,912	\$4,715,824

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - ii. None of the 500,000 Service Rights, 130,000 Share Appreciation Rights and 6,807,221 unlisted options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
 - iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - iv. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - v. 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.
 - vi. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - vii. The issue price is \$0.012 being the closing price of the Shares on ASX on 27 October 2023.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under this Resolution 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).
- (d) The Company may seek to issue the Equity Securities for Cash consideration in accordance with the provisions of Listing Rule 7.1A. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.
- The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any Equity Securities.
- (e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.
- 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:
- i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
 - ii. the effect the issue of the Equity Securities might have on the control of the Company;
 - iii. the financial situation and solvency of the Company; and
 - iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 23 November 2022. In accordance with Listing Rule 7.3A.6(a) the Company makes the following disclosure:
- Equity Securities on issue as at 23 November 2022 totalled 217,845,749 securities; and
 - No Equity Securities were issued under Listing Rule 7.1A in the 12 months preceding the meeting.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" or "Chair" means the Chairman of the Annual General Meeting;

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

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

"**Company or Toy**" means Toys'R'Us ANZ Limited ACN 063 886 199;

"**Constitution**" means the Company's Constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Equity Incentive Plan**" means the Company's Equity Incentive Plan as approved by Shareholders on 23 November 2020 and as summarised in Annexure A;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on 06 December 2023 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 31 July 2023;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary Share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

Annexure A

Summary of the key terms of the Company's Employee Incentive Plan

1 Purpose

The Company has established the Plan to encourage Employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all Employees.

2 Eligibility

All full-time or permanent part-time employees, officers, or Directors of the Company or any related body corporate of the Company (**Employees**) that have satisfied the criteria of the Board from time to time are eligible, at the invitation and discretion of the Company, to be issued Awards under the Plan (**Participants**).

Awards and any subsequent Shares issued on the exercise or vesting of any Awards may only be issued to the Employee to whom the offer was made.

3 Administration

The Plan is administered by the Board or any subcommittee delegated by the Board with authority to administer the Plan.

4 Offer of Awards

The Plan provides for the grant of the following awards to Employees (each an **Award**):

- (a) Options (rights to purchase Shares);
- (b) Performance Rights (rights to be issued Shares for nil exercise price upon the satisfaction of certain vesting conditions);
- (c) Service Rights (rights to be issued Shares for nil exercise price upon the satisfaction of certain vesting conditions which relate only to the continued employment of the participant);
- (d) Deferred Share Awards (a right to receive Shares in lieu of wages, salary, Director's fees or other remuneration or in lieu of any discretionary incentive payment, subject to certain vesting conditions);
- (e) Exempt Share Awards (Shares issued for no consideration or as a discounted issue price with the intention that the total value or discount will be exempt from tax);
- (f) Cash Rights (rights to be paid a cash amount upon the satisfaction of certain vesting conditions);
- (g) Share Appreciation Rights (rights to receive payment upon vesting in the form of Shares or cash, equal to the difference between the Fair Market Value of Shares on the exercise date and the price of such Shares on the grant date).

5 Terms of grant

A grant of Awards under the Plan is subject to both the Plan Rules and the terms of the specific grant. No offer will be made to the extent that it would contravene the Company's Constitution, the Listing Rules, the Corporations Act, any other applicable law.

6 Offers for monetary consideration

An Offer for Monetary Consideration must comply with the applicable law including, without limitation, the applicable requirements of section 1100Q of the Corporations Act and in compliance with the regime provided under Division 1A of Part 7.12 of the Corporations Act where an Offer is being made in reliance on that provision.

7 Cash settlement

In lieu of the Company's obligation to issue or transfer Shares upon the exercise of an Award, the Company may make a cash payment to the Participant equivalent to the Fair Market Value as at the date of exercise of the Award (less any unpaid Exercise Price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the Participant upon exercise of the Award.

8 Shares

A Share issued under the Plan will be a fully paid ordinary Share in the Company, ranking equally with, and having the same rights and entitlements as, other ordinary shares in the Company on issue at the date of allotment of the Share (other than rights and entitlements accrued prior to the date of allotment of the Share).

Unless the Board resolves otherwise, the Company will apply for official quotation of any Shares issued under the Plan.

The Board can decide whether to purchase Shares on-market or issue new Shares on exercise of equity instruments.

9 Restrictions on disposal

The Board may impose a restriction on the sale or disposal of any Awards or any Shares issued on the exercise of an Award.

10 Change of Control

On the occurrence of a Change of Control, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested awards will be dealt with.

11 Hedging

Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.

12 Participation

Participants are not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue.

13 Adjustments

The following adjustments apply to Options, Performance Rights, Services Rights and any other Awards which entitle the holder to acquire Shares on exercise or vesting of that Award.

13.1 Bonus issues

If, prior to the exercise of an Award, the Company makes a pro-rata bonus issue to the holders of its Shares, the numbers of Shares to be issued on exercise of the Award will be adjusted to take into account the number of bonus Shares which would have been issued to the Participant if the Award had been exercised prior to the record date.

If the Company makes a pro-rata bonus issue to holders of restricted Awards, the Shares issued to Participants under the pro-rata bonus issue will be subject to the restriction period which applies to the restricted Awards.

13.2 Other reorganisations of capital

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

14 Amendment

The Board may amend the Plan Rules provided that such amendment do not materially prejudice the rights of existing Participants.

15 ASX Listing Rules

The Board may only exercise its powers in accordance with the Listing Rules.

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 19 December 2023**, 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/#/loginsah> 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.



BY MAIL:

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IN PERSON:

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Sydney NSW 2000

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