



**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, 12 December 2024
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 08 November 2024

By order of the Board:

A handwritten signature in black ink, appearing to read "K. Larkin", is positioned below the text "By order of the Board:".

Kim Larkin
Company Secretary

For personal use only

AGENDA

A. Address by the Chair 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 2024.

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 2024 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 John Tripodi

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

"That, Mr John Tripodi 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 Teresa Smith

Ms Teresa Smith was appointed as a Director of the Company on 1 April 2024 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 Teresa Smith 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. Election of Director – Mr Mark Simari

Mr Mark Simari was appointed as a Director of the Company on 1 November 2024 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, Mr Mark Simari 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."

5. 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) 905,430 Service Rights to Ms Teresa Smith, Non-Executive Director (or her nominee); and*
- b) 905,430 Service Rights to Mr Mark Simari, Non- Executive Director (or his 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.

6. 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.

7. Increase in Annual Aggregate Non-Executive Directors Fees

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

"That, for the purposes of clause 36 of the Constitution and Listing Rule 10.17 and for all other purposes, the maximum total fees payable in the aggregate to Non-Executive Directors be increased from \$300,000 to \$330,000 per annum."

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.

Resolutions 5 (a) and (b) - 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 6 - 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.

Resolution 7 - In accordance with the Listing Rules, the Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) a Director; or
- (b) an associate of a Director.

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

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

In addition, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel (including any Director) whose remuneration is connected with this Resolution, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor 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 05 December 2024. This means that any Shareholder registered at 7:00pm (AEDT) on 05 December 2024 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 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.

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 Larkin, by emailing to kim.larkin@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 05 December 2024 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 Chair intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chair 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 12 December 2024**.

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 Chair 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 Thursday, 05 December 2024. 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.Larkin@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 2024. 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 John Tripodi

Resolution 2 seeks approval for the re-election of Mr John Tripodi 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 Tripodi 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 Tripodi.

John is a business leader with extensive multinational fast-moving consumer goods (FMCG) and retail experience in various strategic and operational roles. John is well known for creating and championing innovative brand strategies with effective commercial outcomes and challenging conventional marketing practices.

John is the current CEO of the diversified sport, entertainment and consumer lifestyle group, Twenty3. Prior to co-founding Twenty3, John held senior sales and marketing roles with global confectionery and pet food manufacturer Mars Inc. before moving into general management with the world's largest beauty and personal care company the L'Oréal Group.

John holds a Bachelor of Commerce from The University of Melbourne and a Bachelor of Business (First-Class Honours) from Monash University. He is also a graduate of the Australian Institute of Company Directors, and formerly an adjunct professor of business at RMIT University. He is currently the Chair of the Audit and Risk Committee.

Directors' recommendation

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

Resolution 3: Election of Director – Ms Teresa Smith

Resolution 3 seeks approval for the election of Ms Teresa Smith 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 Smith was appointed as a Director to fill a casual vacancy with effect from 1 April 2024. As her appointment will terminate at the end of the Annual General Meeting, she submits herself for election by Shareholders. Ms Smith is considered an independent Non-Executive Director.

The Company provides the following biographic information of Ms Smith.

Teresa is highly skilled in building and enhancing brand equity, with a proven track record in structuring and empowering teams to achieve impactful results.

Teresa is recognised as an expert in multi-channel marketing, adept at developing and executing comprehensive strategies that drive brand awareness and foster deep customer engagement. Teresa demonstrates visionary leadership and catalyses organisational transformation and drives change.

Teresa is the former Head of Marketing at Country Road Group, former Brand Manager and Digital Marketing Manager at Bunnings and is currently a Non-Executive Deputy Chair of the Yea & District Memorial Hospital, and Non-Executive Director of Urban Camp.

Directors' recommendation

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

Resolution 4: Election of Director – Mr Mark Simari

Resolution 4 seeks approval for the election of Mr Mark Simari 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.

Mr Simari was appointed as a Director to fill a casual vacancy with effect from 1 November 2024. As his appointment will terminate at the end of the Annual General Meeting, he submits himself for election by Shareholders. Mr Simari is considered an independent Non-Executive Director.

The Company provides the following biographic information of Mr Simari.

Mark Simari has over 16 years of Board experience across a diverse range of ASX-listed organisations and a track record of driving growth and profitability as an executive. Mark is the Co-founder and former Managing Director of Paragon Care (ASX:PGC) and was instrumental in PGC becoming one of the largest independent healthcare suppliers in Australia and New Zealand, and during his leadership grew its market capitalisation from \$2m to over \$200m. He has been involved with numerous M&A transactions in his capacity as a director or corporate advisor.

Mark is currently Chair of IDT Limited (ASX:IDT), Careteq Limited (ASX:CTQ) and TALi Digital Limited (ASX:TD1).

Directors' recommendation

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

Resolutions 5 (a) and (b): 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) 905,430 Service Rights to Ms Teresa Smith, Non-Executive Director, or her nominee; and
- (b) 905,430 Service Rights to Mr Mark Simari, Non-Executive Director, or his nominee.

The objective of the proposed grant of Service Rights (**SRs**) to Ms Teresa Smith and Mr Mark Simari is to link Directors remuneration to Shareholder value creation and to conserve cash.

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 will be issued under, and subject to, the terms of the Employee Incentive 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 SRs are set out in the table below:

Recipient	Teresa Smith	Mark Simari
Number	905,430 Service Rights	905,430 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.
Vesting Conditions	Ms Smith to remain a Board Director at each vesting date.	Mr Simari 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.
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 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 Ms Smith or Mr Simari as the case may be.

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

The SRs will be issued to Ms Smith and Mr Simari for \$nil consideration.

For the purposes of Listing Rule 10.15.2, each of Ms Smith and Mr Simari 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 Ms Smith and Mr Simari (as opposed to fully paid ordinary securities) for the following reasons:

- (a) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (b) to assist with cash conservation.

Neither Ms Smith nor Mr Simari have previously received securities under the Plan.

There are no loan arrangements with either Ms Smith or Mr Simari 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.

For personal use only

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.

In the event that either of Ms Smith or Mr Simari's election as a director in accordance with Resolutions 3 and 4 of this Notice of Meeting respectively are not approved, the Service Rights the subject of Resolution 5(a) or Resolution 5(b), as the case may be, will not be issued by the Company.

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 22 October 2024 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 22 October 2024.

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

Recipient	Teresa Smith	Mark Simari
Number	905,430 Service Rights	905,430 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.
Underlying Price	\$0.069	\$0.069
Total value of Service Rights	\$62,475	\$62,475
Employee benefit expense (annual)	\$20,825	\$20,825

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. 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 22 October 2024.

	Highest Price	Lowest Price
Closing Price (\$)	\$0.16	\$0.06
Date	20 November 2023	05 February 2024
Teresa Smith	\$48,290	\$18,109
Mark Simari	\$48,290	\$18,109

As such, if it is assumed all other factors are equal, where the share price increases above the \$0.069 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

Ms Teresa Smith 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 Smith under Resolution 5(a) are in addition to this sum and have an estimated fair value of \$62,475 (being \$20,825 per annum).

Mr Mark Simari 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 Simari under Resolution 5(b) are in addition to this sum and have an estimated fair value of \$62,475 (being \$20,825 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 22 October 2024.

	Teresa Smith	Mark Simari
The total number of Shares on issue in the capital of the Company	151,262,158	151,262,158
Shares currently held by the Director (including indirect interests)	Nil	Nil
% of Shares currently held by the Director	Nil	Nil
Share Appreciation Rights and other convertible securities held by the Director prior to the Annual general Meeting (including indirect interests)	Nil	Nil
Share Appreciation Rights to be issued under this Resolution to the Director following Annual General Meeting	905,430	905,430

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

905,430

905,430

% 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

0.6%

0.6%

Directors' recommendation

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

Resolution 6: 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 Rule 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.

As at 20 October 2024 the Company has on issue 151,262,158 Shares. At present, the Company has a capacity to issue a remaining 20,841,540 Equity Securities under Listing Rule 7.1. Subject to the approval of this Resolution, this amount will increase to 34,735,900.

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.

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$0.035 50% decrease in Issue Price	\$0.07 Issue Price	\$0.14 100% increase in Issue Price
Current Variable A* 151,262,158 Shares	10% Voting Dilution	15,126,215		
	Funds Raised	\$529,417.52	\$1,058,835.05	\$2,117,670.10
50% increase in current Variable A* 226,893,227 Shares	10% Voting Dilution	22,689,322		
	Funds Raised	\$794,126.27	\$1,588,252.54	\$3,176,505.08
100% increase in current Variable A* 302,524,316 Shares	10% Voting Dilution	30,252,431		
	Funds Raised	\$1,058,835.08	\$2,117,670.17	\$4,235,340.34

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The table has been prepared on the following assumptions:

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - ii. None of the 1,686,364 Service Rights, 1,454,546 Share Appreciation Rights, 3,306,500 Convertible Notes and 36,273,747 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 \$0.07 being the closing price of the Shares on ASX on 22 October 2024.
- (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 did not obtain approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 21 December 2023.

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.

Resolution 7: Increase to Non-Executive Directors Fees

Background

In accordance with Rule 36 of the Constitution and Listing Rule 10.17, the Company must not increase the total amount of non-executive Directors' fees payable by it and any of its child entities without the approval of holders of its ordinary securities.

This Resolution seeks Shareholder approval for an increase of \$30,000 to the aggregate amount of fees available to be paid to non-executive Directors to \$330,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- (a) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;
- (b) to remunerate Directors appropriately for the expectations and requirements placed upon them by both the Company and the regulatory environment in which it operates;
- (c) to remunerate Directors appropriately for the increased responsibilities emanating from the expected growth of the Company; and
- (d) to retain Director remuneration to competitive levels.

This proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified non-executive Directors and to act quickly if the circumstances require it.

If this resolution is approved the aggregate amount of fees available to be paid to non-executive directors will be increased to \$330,000 per annum.

If this resolution is not approved the total remuneration able to be paid to Non-Executive Directors by the Company and any of its child entities will remain at \$300,000 per annum in the aggregate.

The remuneration of each Director for the year ended 31 July 2024 is detailed in the Annual Report.

For the purpose of Listing Rule 10.17 the details of securities issued to Directors with shareholder approval within the last 3 years is as follows:

Director	Security Type	Amount	Date of Approval
Kelly Humphreys	Service Rights	818,812	At the Annual General Meeting of the Company on 21 December 2023
John Tripodi	Service Rights	818,812	At the Annual General Meeting of the Company on 21 December 2023
	Service Rights	50,000	At the Annual General Meeting of the Company on 13 December 2021
Teresa Smith	Service Rights	905,430	For consideration at this Annual General Meeting
Mark Simari	Service Rights	905,430	For consideration at this Annual General Meeting

The Chair intends to exercise all available proxies in favour of this Resolution.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on this Resolution, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A voting exclusion statement for this Resolution is included in the Voting Exclusions.

Directors' recommendation

The Directors abstain from making a recommendation in respect of this Resolution.

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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**" or "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;

"**Chair**" means the Chair 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;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on 12 December 2024 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 2024;

"**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, 10 December 2024**, 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 Key Management Personnel.

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://automicgroup.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.



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