

VITA GROUP LIMITED

ACN 113 178 519

Registered Office: Level 3, 77 Hudson Road, Albion, Queensland, 4010

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of the Shareholders of Vita Group Limited (**Company**) will be held on Thursday, 22 October 2020 at 10.00am (Brisbane time) (**Meeting**).

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the *Corporations Act 2001* (Cth) (**Corporations Act**) under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Meeting will be held virtually and there will not be a physical meeting where Shareholders can attend.

Shareholders can watch and participate in the Meeting via the online platform by entering the following URL on your computer, smartphone or tablet: <https://web.lumiagm.com>

The meeting ID for the Meeting is: **383-796-830**.

Your **username** is your SRN/HIN

Your **password** is your postcode registered on your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Online Meeting User Guide referred to below.

If you nominate a third party proxy, they should contact the Company's share registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the Meeting. For any enquiries relating to virtual participation, please call +61 3 9415 4024.

To participate online, you should register at least 15 minutes before the Meeting. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. Further information on how to participate virtually is set out in this Notice of Meeting and in the Online Meeting User Guide available online at www.computershare.com.au/virtualmeetingguide.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that Shareholders are given as much notice as possible. Further information will be made available on the Company's website at (www.vitagroup.com.au) or the ASX.

BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the financial year ended 30 June 2020.

2. Re-election of Directors

Resolution 1 – Re-election of Mr Paul Wilson

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

“That Mr Paul Wilson, a non-executive Director retiring by rotation in accordance with Clause 59 of the Company’s Constitution, being eligible, be re-elected as a non-executive Director of the Company.”

3. Remuneration Report

Resolution 2 – Adoption of Remuneration Report

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

“That the Remuneration Report contained in the Company’s 2020 Annual Financial Report in respect of the financial year ended 30 June 2020, be adopted.”

(This resolution is advisory only and does not bind the directors or the Company).

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

4. Grant of Performance Rights

Resolution 3 - Grant of Performance Rights to Chief Executive and Managing Director

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

“That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including ASX Listing Rule 10.14), and for all other purposes, approval is hereby given for the grant of 242,248 Performance Rights (incorporating the right to acquire shares in the Company) to the Chief Executive and Managing Director, Maxine Horne under the Company’s Long Term Incentive Plan (LTIP), which is constituted and administered in accordance with the rules of the LTIP, as described in the Explanatory Notes to this notice of meeting.”

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

By order of the Board



George Edward James Southgate
General Manager Legal Services & Group Company Secretary
22 September 2020

EXPLANATORY NOTES

The following Explanatory Notes (including any annexures) have been prepared to provide information to Shareholders about the items of business set out in the Notice of AGM and form part of that Notice.

1. Financial Statements and Reports

The Financial Statements and Reports are included in the Vita Group Limited Annual Report for 2020 which has been made available to Shareholders and can be found on the Company's website (www.vitagroup.com.au). Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations, financial position, management, and prospects of the Company. The Company's external auditor, Grant Thornton, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

There is no requirement for the Financial Statements and these Reports to be formally approved by Shareholders.

2. Re-election of directors

Resolution 1 - Re-election of Mr Paul Wilson

Clause 59 of the Company's Constitution provides that at each AGM, a number of Directors must retire from office, being the number:

- (a) determined by the Directors; or
 - (b) required to comply with the ASX Listing Rules,
- whichever is greater.

The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election, and a Director (other than a Managing Director) must not hold office past the third AGM following the Director's appointment. A retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

Mr Paul Wilson was appointed in May 2014 and was last elected at the 2017 AGM. He holds office until the end of the Meeting. Mr Wilson is seeking re-election. His details are:

Paul Wilson Independent Non-Executive Director

Paul is a co-founder and Director of ASX listed Bailador Technology Investments Ltd (ASX:BTI), which focuses on expansion capital opportunities in the information technology sector. This role provides Paul with exposure to the most up to date approaches and business models to take advantage of the rapidly changing technology landscape.

Paul's business background includes senior positions with leading private equity house, CHAMP, the media focused investment house, Illyria and MetLife Investments in London.

Paul's other current board positions are: Director of SiteMinder (cloud based hotel inventory distribution); Chairman of Stackla (user generated content platform); Director of Straker Translations (ASX: STG) (machine and crowd sourced language translation); and Director of the Rajasthan Royals Indian Premier League cricket franchise.

Paul is a fellow of the Financial Services Institute of Australia, a qualified Chartered Accountant, and a member of the Australian Institute of Company Directors. Paul is a member of the Audit, Compliance and Risk Committee, and the Remuneration and Nomination Committee.

Board Recommendation

Having received an acknowledgement from Paul that he has sufficient time available to carry out the duties of a Director of the Company and having reviewed the performance of Paul as a Director, and the required mix of skills and experience required by the Board, the Directors (excluding Mr Wilson who is seeking re-election) recommend that Shareholders vote in favour of Resolution 1.

3. Resolution 2 - Remuneration Report

The Company's Remuneration Report for the financial year ended 30 June 2020 is set out on pages 8 to 18 of the Financial Statements enclosed in the Company's 2020 Annual Financial Report.

The Remuneration Report sets out the Board's remuneration policies, and the remuneration of Directors and Key Managers for the financial year.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the report.

The Resolution is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Meeting are against adoption of the report, then:

- if comments are made on the report at the Meeting, the Company's remuneration report for the financial year ending 30 June 2021 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2021 AGM, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are also against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Board Recommendation

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors.

Each of the Directors recommends the Remuneration Report to Shareholders for adoption.

4. Resolution 3 - Grant of Performance Rights to Chief Executive and Managing Director

Maxine Horne is eligible to receive Performance Rights under the Company's Long-Term Incentive Plan for employees (including executive Directors) known as the Vita Group Performance Rights Plan (**LTIP**).

The Board is seeking approval of Shareholders for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX Listing Rule 10.14.

Maxine Horne's Performance Rights offer this year is 242,248 Performance Rights (being \$243,750 in value) under the LTIP, being the maximum potential allocation under the LTIP in relation to her total remuneration package for FY21.¹

The actual number of Performance Rights to be granted to Maxine Horne was determined based on the volume weighted average price of shares in the Company calculated over the 10 trading days before the date of grant of 1 July 2020, being \$1.01. Maxine Horne will receive the Performance Rights at no cost to her.

Performance Rights will vest dependent on the Company meeting or exceeding specified performance hurdles during the three-year performance period from 1 July 2020 to 30 June 2023 (**Performance Period**).

The basis of the grant to Maxine Horne is as follows:

- One hundred percent (100%) of the Performance Rights are subject to a Total Shareholder Return (**TSR**) measurement. TSR means the change in the price of Shares plus dividends and distributions of income or equity, over the Performance Period expressed as a percentage of the price of Shares at the commencement of the Performance Period.
- The Performance Rights comprise 193,798 Performance Rights for base performance (**Base Offer Performance Rights**) and 48,450 Performance Rights for stretch performance (**Stretch Offer Performance Rights**), which are 80% and 20% of the total number of Performance Rights respectively. The performance hurdles and vesting proportions for each measure that will apply to the grant of each type of Performance Rights are as follows:

(a) Base Offer Performance Rights

Maxine Horne may exercise up to 100% of the total number of Base Offer Performance Rights if the Relative Total Shareholder Return (**Relative TSR**) reaches the level set out below:

Relative TSR	Proportion of Base Offer Performance Rights that may be able to be exercised
Less than the 50th percentile	Nil
50th percentile	50%
More than the 50th but less than or equal to the 75th percentile	50-100% on a straight-line basis
More than the 75th percentile	100%

Relative TSR measures the TSR for the Company relative to the TSR over the Performance Period of a comparator group of entities included in the S&P / ASX 300 Index at the end of the Performance Period. If the S&P / ASX 300 Index ceases to be published or the Board determines that entities included in the index cease to provide an appropriate comparator group for TSR of the Shares, the Board may, in its discretion, determine a more appropriate comparator group for determining the Relative TSR.

¹ Based on Ms Horne's total base salary plus superannuation contributions in FY20 but excluding allowances, non-cash benefits and any periods of suspension.

(b) Stretch Offer Performance Rights

The vesting of Stretch Offer Performance Rights is subject to all of the Base Offer Performance Rights vesting, and in addition, a further Relative TSR performance condition as described below being satisfied.

Maxine Horne may exercise up to the equivalent of 100% of the total number of the Stretch Offer Performance Rights if the Relative TSR reaches the level set out below (in addition to the Base Offer Performance Rights):

Relative TSR	Proportion of Stretch Offer Performance Rights that may be able to be exercised
Less than or equal to the 75th percentile	Nil
More than the 75th but less than or equal to the 100th percentile	0-100% on a straight-line basis

Participants are not allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 242,248 Performance Rights to the Chief Executive and Managing Director, Maxine Horne, under the LTIP falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14. Resolution 3 seeks the required Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue.

If Resolution 3 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that the equivalent LTIP award will be provided in cash, subject to the same performance, service, vesting and other conditions as described in this notice, in order to ensure that Maxine Horne is entitled to participate in the LTIP in FY21.

Other required information (per ASX Listing Rule 10.15)

A total of 510,679 Performance Rights which have previously been granted to the Chief Executive and Managing Director, Maxine Horne, remain unvested as follows:

- 318,750 determined based on price of shares in the Company of \$1.00 relating to the three-year performance period from 1 July 2018 to 30 June 2021 determined; and
- 191,929 determined based on price of shares in the Company of \$1.27, relating to the three-year performance period 1 July 2019 to 30 June 2022.

The following Performance Rights were also granted to the Managing Director and CEO, Maxine Horne in previous years which have expired or vested:

- 72,327, relating to the three-year performance period 1 July 2016 to 30 June 2019; and
- 305,990 relating to the two-year performance period from 1 July 2018 to 30 June 2020.

Such grants were approved by the Shareholders at the Company's 2016, 2018 and 2019 AGMs, respectively, and were made to Maxine Horne at no cost to her.

Maxine Horne's total remuneration package for the year ended 30 June 2020 totalled \$1,528,445.21 and included:

- Total Fixed Remuneration of \$505,926.01 (inclusive of superannuation but exclusive of allowances);
- short-term incentive cash component of \$748,000.00;
- a long-term incentive component of \$243,750.

Full details of Maxine Horne's remuneration are set out in the Remuneration Report as set out on pages 8 to 16 of the Financial Statements enclosed in the Company's Annual Report.

The Company has chosen to issue the Performance Rights to Maxine Horne for the following reasons:

- to align Ms Horne's reward with increasing Shareholder value and Vita Group performance over the long-term;
- the LTIP forms a key element of the Company's incentive and retention strategy for key executives, including the Chief Executive and Managing Director; and
- by virtue of the above, the Board considers that Maxine Horne's participation in the LTIP is an important mechanism by which to incentivise performance in line with Shareholder interests.

The fair value of the Performance Rights proposed to be issued to Maxine Horne will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Ms Horne is deemed to have received this offer to participate in the LTIP.

The fair value is determined internally using a binominal option pricing model that takes into account the exercise price, the term, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the option.

The fair value of Performance Rights issued to Maxine Horne in previous years is detailed at page 16 in the table *Vested and outstanding performance rights* of the Financial Statements enclosed in the Company's Annual Report.

Maxine Horne is the only director eligible to be granted Performance Rights under the LTIP. No other person who requires Shareholder approval to participate in the LTIP under ASX Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained.

No loans will be granted to Maxine Horne in relation to her participation in the LTIP.

Performance Rights do not carry any dividend or voting rights prior to vesting.

Shares allocated on vesting of Performance Rights will rank equally with shares in the same class.

A summary of the material terms of the LTIP (including treatment of Performance Rights on cessation of employment, or a change of control of the Company) is set out in Schedule 1 to this notice.

Details of any Performance Rights issued under the LTIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under ASX Listing Rule 10.14.

Additional persons:

- who become entitled to participate in the LTIP after this resolution is approved;
- who are not named in this notice of meeting; and
- who are directors of the Company, associates of a director of the Company or persons to whom ASX considers this criteria should apply,

will not participate in the LTIP until approval is obtained under ASX Listing Rule 10.14.

Allocation of Performance Rights to Maxine Horne will be made as soon as practicable but in any event by no later than 3 years after the date of this meeting.

Any issue of shares to Maxine Horne under this approval will be made no later than 3 years after the date of this meeting.

This item is not a resolution to grant any Performance Rights to Maxine Horne. It is an authority for the Board of the Company to grant the Performance Rights.

Recommendation

Each of the Directors (other than Ms Horne who is not entitled to vote) recommends that Shareholders vote in favour of the approval of the grant of equity-based performance rights to Maxine Horne. None of the Directors (other than Ms Horne) has an interest in the outcome of this resolution.

ENTITLEMENT TO VOTE

For the purposes of the Meeting, shares will be taken to be held by the persons who are registered as Shareholders as at **7.00pm (AEST) on Tuesday, 20 October 2020**.

VOTING EXCLUSIONS

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

Item 3 - Remuneration Report

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 3 (Resolution 2) by or on behalf of a member of the KMP for the Company's consolidated group (**Group**) (and their closely related parties), including directors, in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 2 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 4 – Grant of Performance Rights to Chief Executive and Managing Director

The Company will disregard any votes cast in favour of the resolution proposed in item 4 (Resolution 3) by or on behalf of Maxine Horne or any of her associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a Shareholder 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 3; and
- the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 3 as a proxy by any member of the KMP (and their closely related parties), including directors, if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

PROXIES

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the front of the proxy form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

Where a proxy and the Shareholder both attend the Meeting, the proxy's authority to speak and vote at the Meeting is suspended while the Shareholder is present at the Meeting.

You may lodge a proxy online at Computershare's internet address below by following the instructions set out on the website. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an e-mail with a link to the Computershare site.

To be effective, the proxy form or electronic proxy appointment must be received by Computershare Investor Services Pty Limited at the address, facsimile number or internet address below, or by the Company at its registered office, Level 3 77 Hudson Road, Albion, Queensland, 4010 **not later than 10.00am (AEST) on Tuesday, 20 October 2020 (being at least 48 hours before the Meeting)**.

The Chairman of the Meeting intends to vote any undirected proxy in favour of all resolutions (where the Chairman has been appropriately authorised, as applicable).

WHERE TO LODGE A PROXY

By Post:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Online:

You can lodge your proxy form electronically by visiting www.investorvote.com.au, logging in and quoting the Control Number found on the front of your proxy form or letter. Alternatively, you can scan the QR code also found on the front of your proxy form or letter. Intermediary Online subscribers (Custodians) may lodge their proxy by visiting www.intermediaryonline.com

Fax:

1800 783 447 (Within Australia)

+61 3 9473 2555 (Outside Australia)

You can elect to receive Shareholder information electronically, or obtain a replacement or second proxy form, by contacting Computershare on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia). You may also update your Shareholder communication elections by logging onto www.investorcentre.com.

Shareholders are encouraged to submit their proxy forms online. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

PARTICIPATING AND VOTING ONLINE DURING THE MEETING

Due to COVID-19 restrictions on public gatherings, the Meeting will be held as a virtual meeting which will be webcast live through the Lumi AGM software platform and there will not be a physical meeting where Shareholders can attend.

Participating in the Meeting online enables Shareholders to view the Meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting, subject to connectivity of their device.

For further instructions on how to participate online, please refer to the front page of this notice and the Online Meeting User Guide at www.computershare.com.au/virtualmeetingguide.

The Online Meeting User Guide will also be provided in your notice of meeting email.

Shareholders are also strongly encouraged to lodge their proxy forms before the deadline listed above even if they are participating in the Meeting online. Shareholders who do not plan to attend the Meeting are encouraged to complete and return a proxy form or lodge a proxy online before the deadline listed above, for each of their holdings of Company's shares.

POLL

Voting on all items will be determined by a poll at the Meeting.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or appoint a natural person to act as its representative at any general meeting under section 250D of the Corporations Act or appoint an attorney. Corporate representatives are requested to provide appropriate evidence of appointment as a representative in accordance with the Constitution. A form of notice of appointment can be obtained from Computershare. Attorneys are requested to provide the original or a certified copy of the power of attorney pursuant to which they were appointed in accordance with the Constitution. Proof of identity will also be required for corporate representatives and attorneys. To be effective, evidence of the appointment as a representative or attorney must be returned in the same manner and by the same time as specified for proxy appointments above (unless previously provided).

SHAREHOLDER QUESTIONS

The Company encourages Shareholders to submit written questions in advance of the Meeting by emailing investors@vitagroup.com.au.

The question must be received by the Company **no later than Thursday, 15 October 2020 (five business days before the Meeting)**. Questions should relate to matters that are relevant to the business of the Meeting as outlined in the notice of meeting.

Shareholders can also submit an online question when lodging proxy vote online at www.investorvote.com.au.

Questions will be collated and, during the Meeting, the Chairman will endeavour to address as many of the more frequently asked questions as possible and, where appropriate, will give the representative of the auditor, Grant Thornton, the opportunity to answer written questions submitted to the auditor.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange (ASX) as soon as practicable after the Meeting and will also be made available on the Company's website (www.vitagroup.com.au).



Schedule 1 - Outline of the LTIP

The LTIP allows the Company to issue Performance Rights to eligible employees (including executive directors) of the Group, or contractors to the Group. A Performance Right is a right to acquire one share in the Company (subject to the determination by the Board that the relevant performance conditions attaching to the Performance Right have been met). If the relevant performance conditions are not met, then the Performance Right will lapse.

Performance Rights issued under the LTIP do not confer an entitlement to attend or vote at general meetings of the Company.

The LTIP was adopted by Directors on 30 August 2016 and approved by the Shareholders at the 2016 and 2019 AGMs.

Participation

The eligible participants under the LTIP are any employee (including full time and part-time employees), executive director or employees of an entity which provides services to an entity in the Group.

In accordance with the requirements of the Listing Rules, prior Shareholder approval will be required before any of the Directors or a related party of the Company can participate in the LTIP.

Performance Criteria

Performance Rights granted under the LTIP will be subject to performance conditions as determined by the Board from time to time and for each particular participant on a case by case basis. Criteria that may be taken into account may include (without limitation) matters such as length of employment, successful operational results and/or direct increase in Shareholder value linked to the share price of the Company or reserve targets.

Terms of the LTIP

Consideration

The LTIP does not require any amount to be paid in connection with the grant of a Performance Right. The vesting of a Performance Right is conditional on the satisfaction of the performance conditions attaching to the Performance Right. Subject to the Listing Rules, the Board may nonetheless determine in its discretion that it will reduce or waive the performance conditions in whole or in part.

Number of Performance Rights

The LTIP does not set a maximum number of ordinary shares that may be made available to any one participant. The Board may determine the persons who are eligible to participate in the LTIP. An offer to a person to participate in the LTIP, or any Performance Rights held by a participant in the LTIP, are personal to the relevant person and may not be exercised by any other person, except that an offer may provide that participant may nominate a controlled entity to accept the offer and receive the Performance Rights.

The Board may stipulate the terms and conditions on which offers of Performance Rights are made, including but not limited to the maximum number of Performance Rights for which an eligible participant may apply, performance conditions, expiry date, the amount payable (if any) for the grant

of a Performance Right, circumstances in which the Performance Rights will lapse and any other terms and conditions applicable which the Board determines. A participant may not dispose of or grant security over, or enter into any arrangement for the purpose of hedging or otherwise effecting their economic exposure to their Performance Rights.

Lapse of Performance Rights

A Performance Right will lapse on the earlier of:-

- (a) its stated expiry date;
- (b) the date the participant ceases to be an employee of the Company except where special circumstances (for example, death, permanent disablement or redundancy) apply, or the cessation of employment is not considered to make the employee Bad Leaver;
- (c) the Board making a determination that the Performance Right has lapsed on account of the participant acting fraudulently or dishonestly or in breach of the participant's obligations to the Company;
- (d) the participant, the participants' estate or a controlled entity holding Performance Rights which is a natural person becomes bankrupt or commits an act of bankruptcy; or
- (e) any controlled entity holding Performance Rights which is a body corporate becoming an externally administered body corporate.

In special circumstances a Performance Right can vest where a participant ceases to be an eligible participant. Early vesting of the Performance Right may occur in the event that:-

- (a) the participant dies, is totally and permanently disabled or made redundant;
- (b) there is a change of control of the Company;
- (c) the Company passes a resolution for winding up;
- (d) an order is made for the compulsory winding up of the Company;
- (e) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the shares in the Company:
 - (i) through a scheme of arrangement; or
 - (ii) as a result of a takeover bid;
- (f) the employer of the participant or business in which the participant is employed is sold by or transferred out of the Group; or
- (g) the Board otherwise decides, at its discretion, that the Performance Right will vest.

Re-organisation of Share Capital

Other than as provided for by the LTIP, participants will not be entitled to participate in any new issue of shares.

In the event that the Company makes a bonus issue of shares, then the number of underlying shares over which the Performance Rights are exercisable, will be increased by the number of shares which the participant would have received if the Performance Rights had vested immediately prior to such record date.

If there is a reorganisation of capital of the Company then the rights of the participant will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Quotation of Shares

The Company will not seek official quotation of any Performance Rights. The Company will apply to the ASX for quotation of shares issued on exercise of Performance Rights if other shares of the Company are officially quoted by ASX at that time.

Administration and Amendment of the LTIP

The LTIP will be administered by the Board which will have power to determine appropriate procedures and make regulations for the administration of the LTIP which are consistent with it. Subject to the Listing Rules, the Board may, in its absolute discretion, at any time amend any of the rules, or waive or modify the application of any of the rules in relation to any participant provided no amendment to the LTIP materially reduces the right of any participant in respect of any Performance Right granted to that participant, other than an amendment introduced to either correct any manifest error or mistake, and the purposes of complying with present or future State or Commonwealth legislation, to address possible adverse tax implications or to enable the Group to comply with any applicable laws. The Board may suspend or terminate the LTIP at any time, provided that such termination or suspension does not adversely affect the then existing rights of the participants.



Vita Group Limited
ABN: 62 113 178 519



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEST) Tuesday 20 October 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Due to the continuing developments in relation to the COVID-19 pandemic, the meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 383-796-830 (refer to details in the Online Meeting User Guide and Notice of Meeting).

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184295

SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Vita Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vita Group Limited to be held virtually at <https://web.lumiagm.com> with meeting ID 383-796-830 on Thursday, 22 October 2020 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 & 3 (except where I/we have indicated a different voting intention in step 2) even though Items 2 & 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 & 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1. Re-election of Mr Paul Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Grant of Performance Rights to Chief Executive and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically