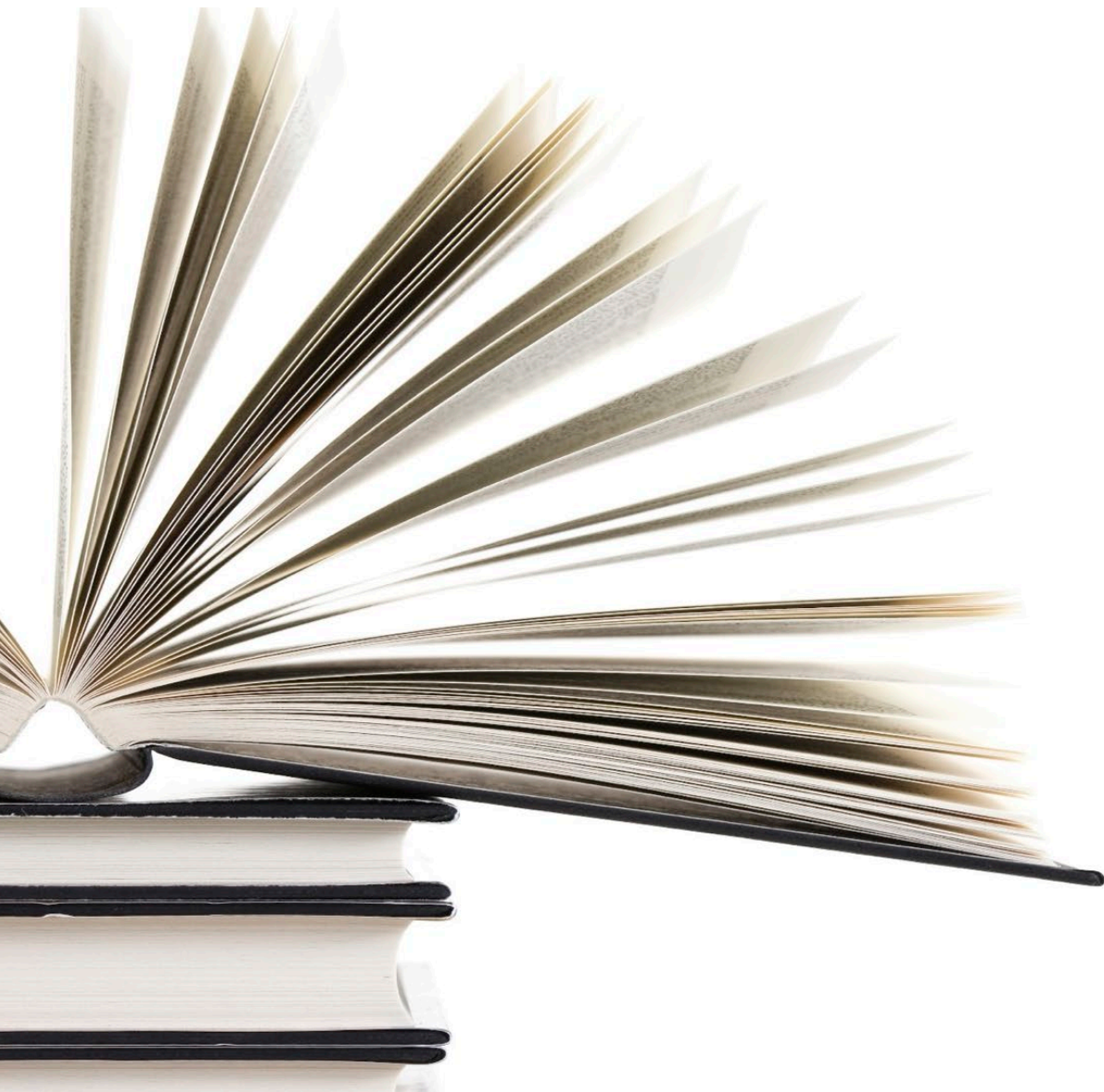


notice of annual general meeting

2021



28 October 2021

Dear Shareholder,

On behalf of the Board of Booktopia Group Limited (**Booktopia**), I am pleased to invite you to attend our first Annual General Meeting (**AGM**) of Booktopia as a listed company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Booktopia's 2021 AGM will be held on **Monday, 29 November 2021** commencing at **2:00pm** (Sydney time).

Booktopia continues to monitor the ongoing risk from COVID-19. In the interests of the health and safety of shareholders, our team and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the AGM relating to in-person gatherings, the Board has decided to hold this year's AGM as a fully online (virtual) meeting.

Our virtual AGM will provide you with similar opportunities online as you would have attending a meeting in person. You will be able to view presentations, as well as vote and ask questions live during the meeting. A dial-in teleconference will also be available to shareholders.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Link Group Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site.

The Virtual Meeting Online Guide will be released to the ASX and is also available on our website at <https://investors.booktopia.com.au/Investor-Centre/>.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed Proxy Form in advance of the AGM by following the instructions on the Proxy Form.

Chief Executive Officer, Tony Nash and I will comment briefly on the performance of Booktopia during the year ended 30 June 2021 at the AGM. For further information, please also refer to the 2021 Annual Report, which is available on Booktopia's website <https://investors.booktopia.com.au/Investor-Centre/>.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Booktopia unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of Booktopia and I look forward to your online attendance at the 2021 AGM.

Yours sincerely,

Kind Regards



Chris Beare
Chairman

Booktopia Group Limited

ABN 14 612 421 388

notice of annual general meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Booktopia Group Limited (**Booktopia** or **Company**) will be held:

Date: Monday, 29 November 2021

Time: 2:00pm (Sydney time)

Venue: online via <https://agmlive.link/BKG21>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting and in the Link Group Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. The Virtual Meeting Guide will be released to the ASX and is also available on our website at <https://investors.booktopia.com.au/Investor-Centre/>.

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), along with their postcode.

Proxyholders will need a Proxy Number to log in. This will be provided by Link Market Services before the Meeting.

If Shareholders wish to attend the Meeting by telephone, they will need to contact Link Market Services on +61 1800 990 363 by 5:00pm on 26 November 2021 to obtain a unique PIN. Thereafter, shareholders should follow the instructions in the Virtual Meeting Online Guide to join the Meeting by phone or to ask a question via the telephone.

Consideration of reports

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2021.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2021 on the Company's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

Shareholders are not required to vote on this item.

Questions and comments

Following consideration of the Reports, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about and make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor as at 30 June 2021, PricewaterhouseCoopers (**Auditor**) will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

items for approval

Resolution 1. Re-election of Director – Christopher Beare

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

“That Christopher Beare, who retires in accordance with clause 8.1(f) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 2. Re-election of Director – Su-Ming Wong

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

“That Su-Ming Wong, who retires in accordance with clause 8.1(f) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 3. Remuneration Report

To consider and if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2021, be adopted.”

The Remuneration Report is contained in the 2021 Annual Report (available at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2021 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. 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 KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 4. Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Antony (Tony) Nash

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 73,020 performance rights to Antony (Tony) Nash under the Booktopia Group Long Term Incentive Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Antony Nash; or
- b. an associate of Antony Nash.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is referred to in ASX Listing Rule 10.14.1, 10.14.2, or 10.14.3 (or their associates) who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting 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 Resolution 4; and
 - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 5. Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Wayne Baskin

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 63,495 performance rights to Wayne Baskin under the Booktopia Group Long Term Incentive Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. Wayne Baskin; or
- b. an associate of Wayne Baskin.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is referred to in ASX Listing Rule 10.14.1, 10.14.2, or 10.14.3 (or their associates) who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting 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 Resolution 5; and
 - ii. the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 6. Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Steven Taurig

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 29,823 performance rights to Steven Taurig under the Booktopia Group Long Term Incentive Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. Steven Taurig; or
- b. an associate of Steven Taurig.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is referred to in ASX Listing Rule 10.14.1, 10.14.2, or 10.14.3 (or their associates) who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting 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 Resolution 6; and
 - ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.


In accordance with section 250BD of the Act, a vote must not be cast on Resolution 6 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 7. Appointment of Deloitte Touche Tohmatsu as Auditor

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, subject to ASIC consent being received by the Company for PricewaterhouseCoopers to resign as Auditor and in accordance with section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Booktopia Group Limited effective immediately.”

By Order of the Board



Anna Sandham

Company Secretary

28 October 2021

entitlement to attend and vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Sydney time) on Saturday, 27 November 2021 (being two days before the date of the Meeting) will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 2:00pm (Sydney time) on Saturday, 27 November 2021 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred method): www.linkmarketservices.com.au

By post: Booktopia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: (02) 9287 0303 (within Australia)
+61 2 9287 0303 (from outside Australia)

By delivery in person: Link Market Services Limited*
Level 12, 680 George Street
Sydney NSW 2000
(*during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2:00pm (Sydney time) on Saturday, 27 November 2021, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should provide the Company's share registry with a properly executed letter or other document confirming its authority to act as the company's representative prior to the Meeting. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 3, 4, 5 and 6, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

Shareholder questions – submitted prior to the meeting

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively email the Company Secretary on cosec@booktopia.com.au.

To allow time to collate questions and prepare answers, please submit any questions by 2:00pm (Sydney time) on Monday, 22 November 2021 (being no later than the fifth business day before the AGM is held) by one of the methods above. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Conduct of meeting

Booktopia is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Booktopia will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Booktopia will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

Participation in the AGM

There are a number of ways shareholders and interested parties can participate in the AGM:

- **Online:** shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view presentations, ask questions in writing and vote.
- **Teleconference:** for shareholders and proxyholders who are unable or do not wish to access the meeting online, this will allow them to listen to the meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Market Services on +61 1800 990 363 by 5:00pm on 26 November 2021 to pre-register. Shareholders should then follow the instructions in the Link Group Virtual Meeting Online Guide to join the Meeting via telephone prior to the AGM.

Please note that there may be a short delay when attending the AGM online.

explanatory memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Monday, 29 November 2021.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, 4, 5, 6 and 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Re-Election of Director – Christopher (Chris) Beare

Chris Beare joined the Booktopia Board as Chair and independent non-executive Director in October 2016.

Chris currently serves as the Chair of the Board, Chair of Booktopia's Remuneration & Nomination Committee and is a member of the Audit & Risk Committee.

By way of background, Chris joined investment bank Hambros Australia in 1991, became Head of Corporate Finance in 1994 and joint Chief Executive in 1995. After Hambros was acquired by Société Générale in 1998 Chris remained a Director of SG Australia until 2002. Prior to Hambros, Chris was Executive Director of Melbourne based Venture Capital firm Advent Management Group which he joined in 1987 after various roles in Telecom Australia culminating in the Head of Strategy.

Chris has experience in technology. In 1998 he helped form Radiata, a technology start-up in Sydney and Silicon Valley, and as Chair and Chief Executive Officer steered it to a sale to Cisco Systems in 2001. He is Chairman/Director/shareholder in a number of other technology companies and was formerly the Chairman of ASX listed businesses; DEXUS Property Group, Flexigroup Limited and m.Net.

Chris holds a BSc, BE (Hons) and PhD (Electrical) from Adelaide University and an MBA from the Harvard Business School. He is a Fellow of the Australian Institute of Company Directors.

In accordance with clause 8.1(f) of the Constitution, Chris retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Chris then he will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Chris had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Chris (if re-elected), will continue to be an independent Director.

Prior to submitting himself for election, Chris has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Chris Beare as he will contribute to the Board his significant experience in the areas of international business, technology, strategy, finance and management.

Resolution 1 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

For the reasons set out above, the Directors, with Chris Beare abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

Resolution 2. Re-Election of Director – Su-Ming Wong

Su-Ming Wong was appointed as an independent non-executive Director of the Company in January 2020.

Su-Ming currently serves as a member of each of Booktopia's Remuneration & Nomination and Audit & Risk Committees.

By way of background, Su-Ming has over 35 years of direct investment and corporate advisory experience. In 2001, he co-founded CHAMP Ventures which is an Australian mid-market private equity funds manager.

Su-Ming has been chairman/director of over 20 Australian companies operating across retail, technology, manufacturing, financial services, healthcare and tourism sectors. Su-Ming is a Professor of Practice at UNSW, a director of Sydney Writers'

Festival and a member of UNSW Business School Advisory Council. He was a member of the Council of University of Technology Sydney and a director of several other NGOs. He is a Fellow of the Australian Institute of Company Directors.

Su-Ming holds a Master of Engineering from the University of Canterbury, New Zealand and a Master of Business Administration from the Australian Graduate School of Management, UNSW.

In accordance with clause 8.1(f) of the Constitution, Su-Ming retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Su-Ming then he will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Su-Ming had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that Su-Ming (if re-elected), will continue to be an independent Director.

Prior to submitting himself for election, Su-Ming has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Su-Ming Wong as he will contribute to the Board his significant experience in the areas of direct investment, international corporate advisory and merchant banking experience.

Resolution 2 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

For the reasons set out above, the Directors, with Su-Ming Wong abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.

Resolution 3. Remuneration Report

As required by section 250R(2) of the Act, a resolution that Booktopia's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Booktopia Group Limited's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Resolution 3 is an advisory resolution only.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3.

Resolutions 4, 5 and 6. Issue of Performance Rights under the Booktopia Group Long Term Equity Incentive Plan – Mr Antony Nash, Mr Wayne Baskin and Mr Steven Traurig

Background

The Company has established the Booktopia Group Long Term Incentive Plan (**Plan**) to assist in the motivation, retention and reward of senior executives.

The Plan is designed to align the interests of Antony (Tony) Nash, Wayne Baskin and Steven Traurig, with Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

Under the Plan, each of Tony Nash, Wayne Baskin and Steven Traurig, as part of their remuneration framework, are eligible to receive Performance Rights (**Rights**) that may be converted into fully paid ordinary shares in Booktopia (**Shares**), subject to various conditions being met (as further described below).

Booktopia is proposing to issue the following Rights to each of the following under the Plan:

- 73,020 Rights to Mr Tony Nash, Chief Executive Officer, Founder and a Director of the Company;
- 63,495 Rights to Mr Wayne Baskin, Deputy Chief Executive Officer and a Director of the Company; and
- 29,823 Rights to Mr Steven Traurig, Chief Commercial Officer and a Director of the Company.

ASX Listing Rule 10.14 requires shareholder approval by ordinary resolution before any of the following persons can be issued securities under a listed entity's employee incentive scheme:

- A director
- An associate of a director; or
- A person whose relationship with the listed entity, or the entity's directors or their associates is such that in the ASX's opinion, the acquisition of securities should be approved by shareholders.

As each of Tony Nash, Wayne Baskin and Steven Traurig are Directors of Booktopia, Resolutions 4, 5 and 6 respectively seek shareholder approval for the issue of the number of Rights as set out above under the Plan. Specific details of the proposed issue are set out below.

If shareholders approve each of Resolutions 4, 5 and 6, the Company will be able to proceed with the issue of Rights to each of Tony Nash, Wayne Baskin and Steven Traurig on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolutions 4, 5 and 6, the proposed issue of Rights to each of Tony Nash, Wayne Baskin and Steven Traurig (as relevant) will not proceed. However, to ensure Booktopia can attract and retain the right talent and align their interests with those of shareholders, the Board considers it is important for Booktopia to offer incentives to its directors and executives that are in line with market practice. If the resolutions are not approved, the Board would need to consider alternative remuneration arrangements.

Calculation of the Proposed Number of Performance Rights

The number of Performance Rights to be granted has been calculated by dividing the total value of the LTI awards by \$2.5986, which is the volume weighted average price (**VWAP**) of the Company's Shares traded on the ASX over the 5 trading days up to, but not including 30 June 2021.

The number of Performance Rights to be granted is as follows:

EXECUTIVE DIRECTOR	NUMBER OF PERFORMANCE RIGHTS
Mr Tony Nash	73,020
Mr Wayne Baskin	63,495
Mr Steven Traurig	29,823

If approved, the Performance Rights will be granted to each of Tony Nash, Wayne Baskin and Steven Traurig for nil financial consideration.

Vesting period

Subject to Shareholder approval of each of Resolutions 4, 5 and 6, the Performance Period will commence on 1 July 2021 and conclude on 30 June 2024, noting that the Performance Rights will be divided into two equal tranches. Each tranche will be tested over a different performance period (each a relevant performance period) as follows:

- Tranche 1: performance tested from 1 July 2021 – 30 June 2023; and
- Tranche 2: performance tested from 1 July 2021 – 30 June 2024.

Vesting conditions

The vesting conditions for each tranche will be subject to two performance conditions as follows:

- 50% of a participant's Performance Rights in each tranche will be tested against the absolute earning per share (**EPS**) compound annual growth rate (**CAGR**) over the relevant performance period (**EPS Rights**), and
- the remaining 50% will be tested against the Company's total shareholder return (**TSR**) relative to a comparator group over the relevant performance period (**TSR Rights**).

The Vesting Conditions for the Performance Rights are independent. In each case, the Vesting Conditions will only be measured once and there will be no retesting. The Vesting Conditions will be tested after the end of the relevant performance period. The Performance Rights are automatically exercised on vesting. Any Performance Rights that do not vest will lapse and will be immediately cancelled.

EPS rights

The Share prices used to calculate the EPS performance will be calculated as the Company's CAGR in EPS over the relevant performance period.

The base for EPS CAGR is the FY21 underlying EPS (2.66 cents) and the end is the underlying EPS reported in the relevant year full year audited results, or as determined based on the tax effected reconciliation to underlying EBITDA reported.

The EPS Rights vesting percentages correspond to the Company's EPS CAGR over the relevant performance period, and are provided in the table below:

EPS RIGHTS	BELOW AWARD	THRESHOLD AWARD	MAXIMUM AWARD
EPS CAGR over the relevant performance period	At and below 15%	From 15% to 30%	30% and above
Vesting (as % of maximum)	0%	50% to 100%	100%

Straight line pro rata vesting occurs between 15% and maximum award.

Calculation of the Vesting Conditions and achievement against the Vesting Conditions and vesting schedules will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

TSR Rights

The Company's TSR over the relevant performance period will be assessed against the performance of the S&P/ASX 200 Index (**TSR Comparator Group**) over that same performance period. The shares prices used to calculate the TSR performance will be calculated as follows:

- opening share price – the VWAP of the Company's shares for the 5 trading days up to but not including 1 July 2021, will be compared with that of companies in the TSR Comparator Group over the same period; and
- closing share price – the VWAP of the Company's shares for the 5 trading days up to and including the end of the relevant performance period, will be compared with that of companies in the TSR Comparator Group over the same period.

The TSR Rights vesting percentages will be calculated by ranking the Company's TSR performance relative to the TSR Comparator Group over the relevant performance period, as provided in the table below

TSR RIGHTS	THRESHOLD AWARD	TARGET AWARD	MAXIMUM AWARD
TSR relative to TSR of Comparator Group	At and below 50th percentile	51st percentile	At and above the 75th percentile
Vesting (as % of maximum)	0%	50%	100%

Straight line pro rata vesting occurs between the 51st percentile and maximum award.

The Board has the discretion to adjust the Comparator Group to take into account events including but not limited to delisting, takeovers, mergers or de-mergers that might occur during the relevant performance period.

Additional information for the purposes of the ASX Listing Rules

For the purposes of ASX Listing Rule 10.15, the following additional information is provided for shareholders:

Resolution 4. (Issue of Performance Rights to Mr Tony Nash)

- Mr Tony Nash is a Director of Booktopia and accordingly, shareholder approval for Mr Nash to acquire securities under an employee incentive scheme is required.
- It is proposed that 73,020 Performance Rights be allocated to Mr Nash. The Rights may convert to Shares on a one-for-one basis subject to the achievement of the vesting conditions (as set out above).
- Mr Nash's total remuneration package for FY2021 comprised:
 - a fixed cash salary of \$443,606;
 - superannuation of \$25,095;
 - a cash bonus of \$100,935; and
 - a Long Term Incentive Award of \$63,169.

Further information regarding the remuneration of Mr Nash is set out in the Company's Remuneration Report which forms part of the 2021 Annual Report.

- 55,827 Rights have previously been issued to Mr Nash under the Plan for nil cash consideration. Of these, 9,305 Rights vested at 30 June 2021, and 9,305 lapsed at that date. As a result, 37,217 Rights from the FY2021 issue are yet to vest.
- The Rights are not quoted on ASX and carry no voting or dividend rights. Any Shares allocated on vesting of the Rights will rank equally with ordinary shares on issue at the time. A summary of the material terms of the Rights are included above in this Explanatory Memorandum.
- The Rights are being issued to incentivise Mr Nash to deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Nash's remuneration arrangements are competitive relative to ASX market and industry peers.
- The fair value of the Rights will be estimated at the date of the grant using the Monte Carlo pricing method. See the 2021 Remuneration Report for further details about the assumptions used for previous grants. The valuation method used for the proposed grant is based on the assumptions used for previous grants. The number of Rights to be granted to Mr Nash is at the discretion of the Board based on the assumptions set out in the 2021 Annual Report. The fair value of the Rights cannot be determined until the date of grant, however for the purposes of this Notice of Meeting, the face value of the Performance Rights on issue is \$189,750 and the fair value will be formally assessed at year end.
- It is currently expected that the Rights will be issued to Mr Nash on or around 30 November 2021 subject to shareholder approval. The Rights will be issued as soon as practicable after the Meeting, but no later than three years after the date of the Meeting.
- The Rights will be issued to Mr Nash for nil cash consideration and no cash consideration will be payable upon the conversion of the Rights or the subsequent issue of Shares (if any). Accordingly, no funds will be raised from the issue or conversion of the Rights.
- A summary of the material terms of the Plan are included above in this Explanatory Memorandum.
- No loan will be provided to Mr Nash in relation to the Rights to be issued under the Plan.
- 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 scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

Resolution 5. (Issue of Performance Rights to Mr Wayne Baskin)

- Mr Wayne Baskin is the Deputy Chief Executive Officer of Booktopia and is also a Director of Booktopia and accordingly, shareholder approval for Mr Baskin to acquire securities under an employee incentive scheme is required.
- It is proposed that 63,495 Performance Rights be allocated to Mr Baskin. The Rights may convert to Shares on a one-for-one basis subject to the achievement of the vesting conditions (as set out above).
- Mr Baskin's total remuneration package for FY2021 comprised:
 - a fixed cash salary of \$440,753;
 - superannuation of \$23,395;
 - a cash bonus of \$100,935; and
 - a Long Term Incentive Award of \$63,169.

Further information regarding the remuneration of Mr Baskin is set out in the Company's Remuneration Report which forms part of the 2021 Annual Report.

- 55,827 Rights have previously been issued to Mr Baskin under the Plan for nil cash consideration. Of these, 9,305 Rights vested at 30 June 2021, and 9,305 lapsed at that date. As a result, 37,217 Rights from the FY2021 issue are yet to vest.
- The Rights are not quoted on ASX and carry no voting or dividend rights. Any Shares allocated on vesting of the Rights will rank equally with ordinary shares on issue at the time. A summary of the material terms of the Rights are included above in this Explanatory Memorandum.
- The Rights are being issued to incentivise Mr Baskin to deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Baskin's remuneration arrangements are competitive relative to ASX market and industry peers.
- The fair value of the Rights will be estimated at the date of the grant using the Monte Carlo pricing method. See the 2021 Remuneration Report for further details about the assumptions used for previous grants. The valuation method

used for the proposed grant is based on the assumptions used for previous grants. The number of Rights to be granted to Mr Baskin is at the discretion of the Board based on the assumptions set out in the 2021 Annual Report. The fair value of the Rights cannot be determined until the date of grant, however for the purposes of this Notice of Meeting, the face value of the Performance Rights on issue is \$165,000 and the fair value will be formally assessed at year end.

- It is currently expected that the Rights will be issued to Mr Baskin on or around 30 November 2021 subject to shareholder approval. The Rights will be issued as soon as practicable after the Meeting, but no later than three years after the date of the Meeting.
- The Rights will be issued to Mr Baskin for nil cash consideration and no cash consideration will be payable upon the conversion of the Rights or the subsequent issue of Shares (if any). Accordingly, no funds will be raised from the issue or conversion of the Rights.
- A summary of the material terms of the Plan are included above in this Explanatory Memorandum.
- No loan will be provided to Mr Baskin in relation to the Rights to be issued under the Plan.
- 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 scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

Resolution 6. (Issue of Performance Rights to Mr Steven Traurig)

- Mr Steven Traurig is the Chief Commercial Officer of Booktopia and is also a Director of Booktopia and accordingly, shareholder approval for Mr Traurig to acquire securities under an employee incentive scheme is required.
- It is proposed that 29,823 Performance Rights be allocated to Mr Traurig. The Rights may convert to Shares on a one-for-one basis subject to the achievement of the vesting conditions (as set out above).
- Mr Traurig's total remuneration package for FY2021 comprised:
 - a fixed cash salary of \$295,621;
 - superannuation of \$25,035;
 - a cash bonus of \$68,837; and
 - a Long Term Incentive Award of \$31,903.

Further information regarding the remuneration of Mr Traurig is set out in the Company's Remuneration Report which forms part of the 2021 Annual Report.

- 28,195 Rights have previously been issued to Mr Traurig under the Plan for nil cash consideration. Of these, 4,700 Rights vested at 30 June 2021, and 4,699 lapsed at that date. As a result, 18,796 Rights from the FY2021 issue are yet to vest.
- The Rights are not quoted on ASX and carry no voting or dividend rights. Any Shares allocated on vesting of the Rights will rank equally with ordinary shares on issue at the time. A summary of the material terms of the Rights are included above in this Explanatory Memorandum.
- The Rights are being issued to incentivise Mr Traurig to deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Traurig's remuneration arrangements are competitive relative to ASX market and industry peers.
- The fair value of the Rights will be estimated at the date of the grant using the Monte Carlo pricing method. See the 2021 Remuneration Report for further details about the assumptions used for previous grants. The valuation method used for the proposed grant is based on the assumptions used for previous grants. The number of Rights to be granted to Mr Traurig is at the discretion of the Board based on the assumptions set out in the 2021 Annual Report. The fair value of the Rights cannot be determined until the date of grant, however for the purposes of this Notice of Meeting, the face value of the Performance Rights on issue is \$77,500 and the fair value will be formally assessed at year end.
- It is currently expected that the Rights will be issued to Mr Traurig on or around 30 November 2021 subject to shareholder approval. The Rights will be issued as soon as practicable after the Meeting, but no later than three years after the date of the Meeting.
- The Rights will be issued to Mr Traurig for nil cash consideration and no cash consideration will be payable upon the conversion of the Rights or the subsequent issue of Shares (if any). Accordingly, no funds will be raised from the issue or conversion of the Rights.
- A summary of the material terms of the Plan are included above in this Explanatory Memorandum.

- No loan will be provided to Mr Traurig in relation to the Rights to be issued under the Plan.
- 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 scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by Booktopia without approval of shareholders in any rolling twelve month period. However, Booktopia is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

If passed, resolutions 4, 5 and 6, will provide approval for this purpose in relation to both the Rights and any Shares issued on vesting of those rights. If approval is given under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2. The current Company policy is to acquire securities on-market via a Trust and to satisfy vested performance rights by transfer from the Trust, so no new securities are issued by conversion of these rights.

Resolutions, 4, 5 and 6 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

The Non-executive Directors unanimously recommend Shareholders vote in favour of the Resolution. Neither of Messrs Nash, Baskin and Traurig participated in this vote.

The Non-executive Directors, who do not have an interest in the outcome of the relevant resolution, unanimously recommend that Shareholders vote in favour of this Resolution for the reasons set out below:

- *The Non-executive Directors consider that it is important for the Company to be able to attract and retain experienced Executive Directors and that the proposed grants of Performance Rights to each of Messrs Nash, Baskin and Traurig are appropriate taking into account their level of experience and contributions to the Company.*
- *The Non-executive Directors consider that the proposed number of Performance Rights to be granted to each of Messrs Nash, Baskin and Traurig are appropriate to:*
 - *Motivate each of Messrs Nash, Baskin and Traurig to pursue long-term growth and success of the Company (within an appropriate control framework);*
 - *Align the interests of key leadership with the long-term interests of the Company's shareholders; and*
 - *Ensure a clear correlation between performance and remuneration, in accordance with the Company's remuneration policy.*
- *The ASX Principles note that equity-based remuneration can be an effective form of remuneration for executives especially when linked to hurdles that are aligned to the Company's short, medium and longer-term performance objectives.*

Resolution 7. Appointment of Deloitte Touche Tohmatsu as Auditor

Deloitte Touche Tohmatsu will be appointed auditor of Booktopia Group Limited on a date to be determined as it is subject to ASIC's consent. The Company's previous auditor will make an application to resign as auditor on or about the date of this notice. Under section 327B(1)(b) of the Act, Deloitte Touche Tohmatsu will be appointed to fill a vacancy in the office of auditor and must be appointed at the AGM. Deloitte Touche Tohmatsu will provide its consent to act as external auditor of Booktopia Group Limited subject to ASIC consenting to the resignation of the existing auditors, on or about the date of this notice.

In accordance with section 328B(1) of the Act, notice in writing nominating Deloitte Touche Tohmatsu as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment A to this Notice.

Resolution 7 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

The Directors unanimously recommend Shareholders vote in favour of Resolution 7.

Attachment A

notice of nomination of auditor

28 October 2021

The Directors
Booktopia Group Limited
Unit 1E, 3-29 Birnie Avenue
Lidcombe NSW 2141

Dear Directors,

Nomination of Deloitte Touche Tohmatsu as Auditor of Booktopia Group Limited (ABN 14 612 421 388)

I, Rondeau Pty Ltd, being a shareholder of Booktopia Group Limited, nominate Deloitte Touche Tohmatsu for the appointment as auditor of Booktopia Group Limited at its 2021 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2021 Annual General Meeting of Booktopia Group Limited as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully,



Chris Beare
Rondeau Pty Ltd

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Booktopia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a shareholder(s) of Booktopia Group Limited (**Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney time) on Monday, 29 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at agmlive.link/BKG21. You can access the Virtual Meeting Online Guide and **Notice of Annual General Meeting** at the Company's website at <https://investors.booktopia.com.au/Investor-Centre/>.

Important for Resolutions 3-6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3-6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Re-election of Director – Christopher Beare

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Wayne Baskin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Director – Su-Ming Wong

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Steven Taurig

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Appointment of Deloitte Touche Tohmatsu as Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Issue of Performance Rights under the Booktopia Group Long Term Incentive Plan – Antony (Tony) Nash

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

--

--

--

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BKG PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting in accordance with the directions will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted as indicated in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Saturday, 27 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Booktopia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm Sydney time) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

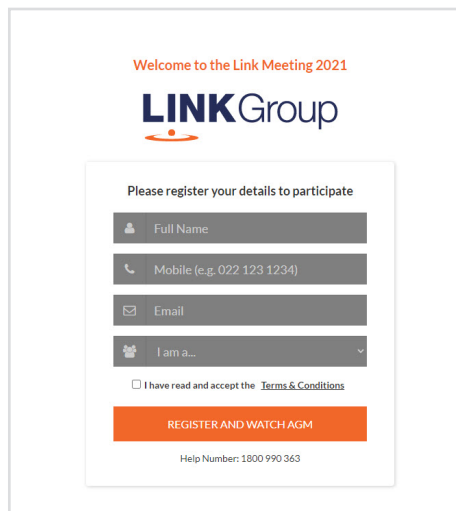
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/BKG21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

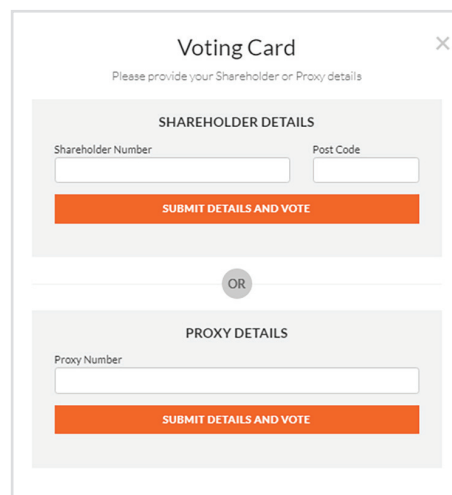
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

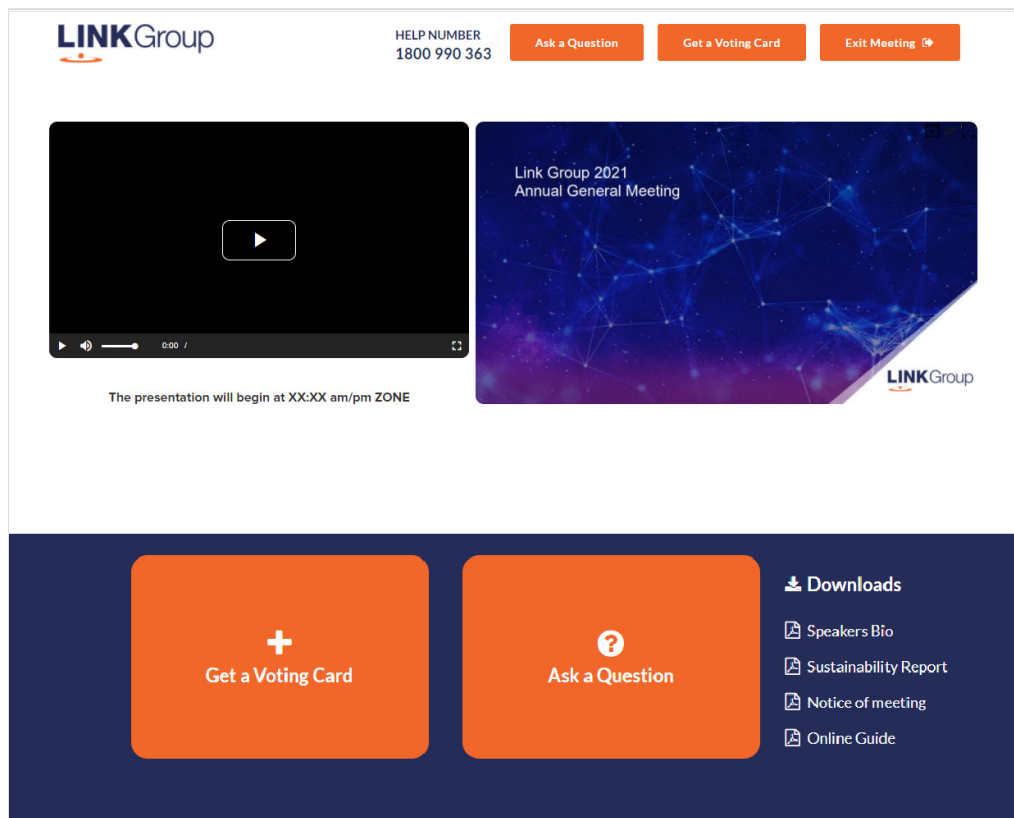


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

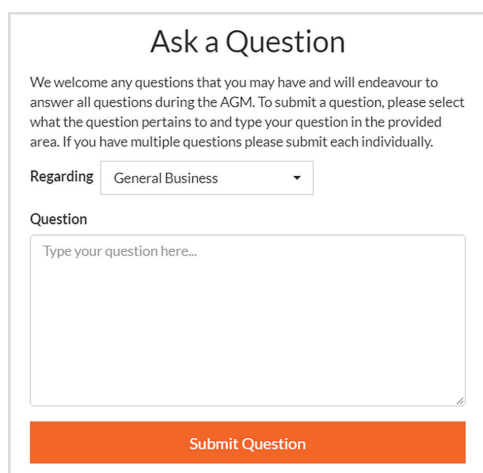
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small speech bubble icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5:00pm on 26 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 316512 or +61 2 7201 7807

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au