



BEYOND INTERNATIONAL LIMITED

ABN 65 003 174 409

**Registered Office:
109 Reserve Road, Artarmon NSW 2064**

NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS

DATE OF MEETING

Monday 29 November 2021

TIME OF MEETING

5.00pm AEDT

PLACE OF MEETING

Due to the ongoing Coronavirus (COVID-19) pandemic, we have arranged to conduct the AGM through an online platform provided by Computershare, our share registry service provider. Shareholders will not be able to attend the AGM at a physical location.

If you are a Shareholder who wishes to attend and participate in the meeting, please use the following link:

<https://beyond.zoom.us/j/93623132620?pwd=Vm1uKzJVM0RYOEt3Zm1lMWdibjA4dz09>.

A Proxy Form is enclosed

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers. If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Beyond International Limited ABN 65 003 174 409 (Company) will be held as a virtual meeting on Monday 29 November 2021 at 5.00 pm AEDT.

Shareholders may participate in the AGM virtually through an online platform provided by our share registrar Computershare which can be accessed at <http://web.lumiagm.com/360654137>. Further information on how to participate is set out in this Notice of Meeting and the Virtual AGM Online Guide available on our website. Shareholders will not be able to attend the AGM at a physical location.

Shareholders who wish to view the live webcast and ask questions on the day of the meeting will need to visit the following link to the webcast:

<https://beyond.zoom.us/j/93623132620?pwd=Vm1uKzJVM0RYOEt3Zm1lMWdibjA4dz09>

BUSINESS OF MEETING

1. Resolution 1 - Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2021 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

2. Resolution 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2021.

Note: Members should be aware that the vote on this resolution is advisory only and does not bind the Directors of the Company.

The Directors will consider the outcome of the vote on the Remuneration report when reviewing the Company's remuneration policies.

3. Resolution 3 – Directors

To re-elect a Director. Mr. Ian Robertson retires in accordance with the Constitution, and being eligible, offers himself for re-election.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

Paul Wylie
Company Secretary
Dated: 22 October 2021

How to vote

Shareholders can vote by either:

- Before the AGM by voting online via Computershare's InvestorVote (via www.investorvote.com.au) or by completing and returning the enclosed Proxy Form in one of the ways specified below under the heading "Voting by Proxy" by no later than 5.00pm on Saturday, 27 November 2021; or
- During the AGM using the online platform as set out below under the heading "Voting via the Online Platform" <http://web.lumiagm.com/360654137>

Voting by proxy

Shareholders who are unable to attend the virtual AGM, or who would otherwise prefer to vote in advance of the AGM, are encouraged to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form and are encouraged to do so.

A member entitled to attend, and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If proportions or numbers are not specified, each proxy may exercise half the available votes. A proxy need not be a member of the Company.

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 of section 250D of the *Corporations Act 2001 (Cth)*. The representative should lodge their properly executed letter or other document confirming its authority to act as the company's representative with their Certificate of Appointment of Corporate Representative form. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at www.investorcentre.com under the help tab, "Printable Forms".

Where a body corporate appoints a proxy, the Proxy Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registrar, Computershare Investor Services Pty Ltd, by 5.00pm Saturday 27 November 2021.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- a. posting it to Beyond International Limited c/- Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001;
- b. faxing it to Computershare Investor Services Pty Ltd on 1800 783 447 within Australia or +61 3 9473 2555 outside Australia
- c. lodging it online at www.investorvote.com.au in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online.

Voting via the online platform

If you wish to vote during the AGM, we recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- a. enter <https://web.lumiagm.com/360654137> into a web browser on your computer or online device
- b. shareholders wishing to vote via the online platform will need their SRN or HIN (printed at the top of the Proxy Form); and
- c. proxyholders wishing to vote via the online platform will need to contact the Company's share registry on +61 3 9415 4024 during the online registration period which will open one hour before the start of the Meeting.

Online voting will be open between the commencement of the AGM at 5.00pm (Sydney time) on 29 November 2021 and the time at which the Chair announces voting closure. More information about online participation in the AGM is available in the Virtual AGM Online Guide at <https://www.beyond.com.au> or www.computershare.com.au/onlinevotingguide

In accordance with clause 7.8 of the Company's constitution, the Directors have determined that members who are entitled to vote on a resolution at the AGM are entitled to give their vote by a Direct Vote, and have approved the online platform provided by Computershare as an approved means of delivering such a Direct Vote. A shareholder who has validly appointed a proxy to vote for the shareholder at the AGM will be entitled to attend and participate at the virtual AGM but will not be entitled to exercise a further Direct Vote at the AGM.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the online Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.investorvote.com.au, select "Voting" then click "Ask a Question". To allow time to collate questions and prepare answers, please submit any questions by 5.00pm on Friday 19 November 2021.

Questions will be collated, and, during the Meeting, 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 Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00 pm (Sydney time) on Saturday, 27 November 2021.

Form of Proxy

Beyond International Limited
ACN 003 174 409
(Incorporated in New South Wales)
Registered Office
109 Reserve Road
ARTARMON NSW 2064

Tel: 61 (0) 2 9437 2000

Fax: 61 (0) 2 9437 2181

I/ WE

OF

being a member of Beyond International Limited (**Company**), do hereby appoint

OF

or failing him/her the Chairman of the Meeting as my proxy to attend and vote for me at the Annual General Meeting of the Company to be held via a virtual meeting on Monday, 29 November 2021, and any adjournment of that meeting.

- ☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

Should you wish to direct your proxy how to vote please (x) the appropriate box to indicate whether you are voting "for", "against" or "abstain" in relation to each item, otherwise your proxy may vote as he or she thinks fit.

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.

Ordinary Business

For Against Abstain

- | | | | | |
|---|---|--------------------------|--------------------------|--------------------------|
| 1 | To receive and consider the Directors' Report for the financial year ended 30 June 2021 the Accounts and Consolidated Accounts for that year and the Director's Statement and Auditors' Report thereon. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | To adopt the Remuneration Report for the year ended 30 June 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | To re-elect Mr. Ian Robertson as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature of Member
(Corporation to execute under seal)