

2021

ANNUAL GENERAL MEETING

MOSAIC
BRANDS LTD



Millers • NONI B • W•LANE • KATIES •  rockmans • CROSSROADS • AUTOGRAPH • beme •  rivers • EZIBUY

A woman with dark hair tied back, wearing a long-sleeved top with a bold floral pattern in red, orange, and blue on a white background. She is also wearing blue jeans. She is looking off to the side with a slight smile. The background consists of large, curved, light blue and white geometric shapes.

RICHARD FACIONI

CHAIRMAN

MOSAIC
BRANDS LTD

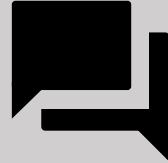


VIRTUAL MEETING GUIDE

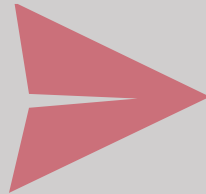


ONLINE ATTENDEES – TEXT QUESTION PROCESS

When the question function is available, the messaging tab will appear at the top of the screen



To submit a question, type your question in the “Ask a question” box and press the send arrow



Your question will be sent immediately for review

✓ Received

123-456-789

HOME

MESSAGING

VOTING

Messaging

Ask a question



Moderator

Type your question in the box above and then press the send arrow. Please include the number of the resolution at the beginning of your question. Questions may be moderated or amalgamated if there are multiple questions on the same topic

ONLINE ATTENDEES – AUDIO QUESTION PROCESS

When the audio questions line is available, a link will appear on the home tab titled **Asking Audio Questions**

If you would like to ask an audio question, **pause the meeting broadcast** and click on the link

You will be prompted to enter your name and the topic of your question before being placed in the audio questions queue

123-456-789

HOME

MESSAGING

VOTING

Instructions

Watching the Webcast

Press **play** to begin the broadcast. Ensure your device isn't muted and the volume is turned up. On mobile devices, the broadcast can be minimised and audio will continue to play.

Asking Text Questions

Select the **MESSAGING** tab at the top of this page, then type your question in the box provided and press the send arrow.

Asking Audio Questions

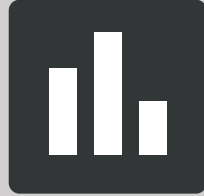
If you would like to ask a question verbally, **pause the broadcast** and then click **HERE**. You will be connected to the audio questions line where you can listen to the meeting while waiting to ask your question. Please return to this page if you have any issues.

Voting

When voting opens, a **VOTING** tab will appear at the top of the screen. Selecting this tab will open a list of resolutions, select **For**, **Against** or **Abstain** to cast your vote. There is no enter or send button. You may however cancel your vote and enter a new selection while voting is open.

ONLINE ATTENDEES – VOTING

When open, the vote will be accessible by selecting the voting tab at the top of the screen



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For



Against



Abstain



There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed

123-456-789

HOME

MESSAGING

VOTING

Poll Open

You have voted on 0 of 2 items

Resolution 1

Select a choice.

For



Against



Abstain



CANCEL

Question 2

Select a choice.

Yes



No



Unsure



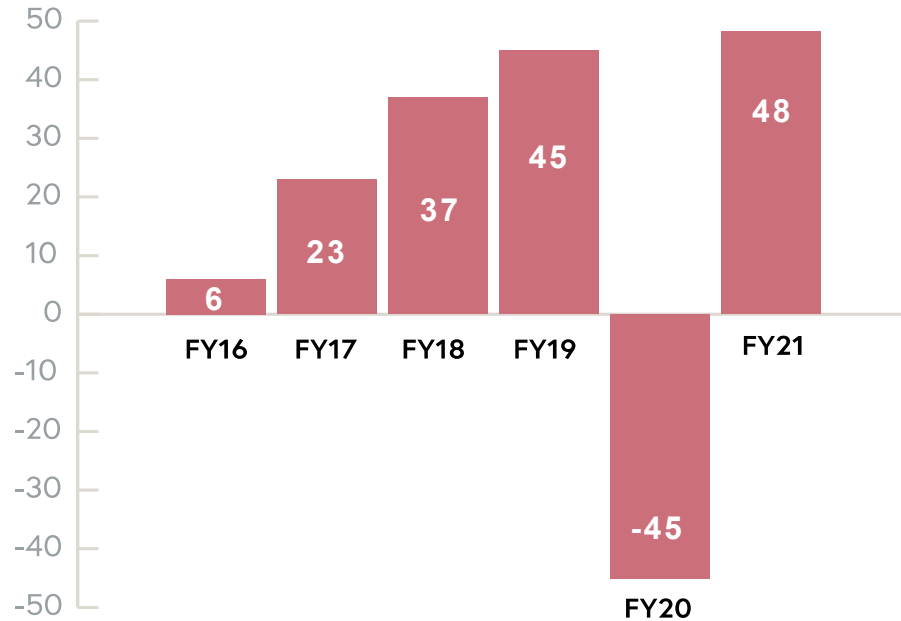
A woman with long brown hair, wearing a wide-brimmed straw hat with a dark blue band and large gold hoop earrings, is posing outdoors. She is wearing a dark blue short-sleeved top with cut-out shoulders and a small bow on the right sleeve. Her right arm is raised, touching the brim of her hat. She is smiling slightly and looking towards the camera. The background shows a calm blue ocean and a rocky shoreline under a clear sky.

SCOTT EVANS

CEO

FY21 PERFORMANCE HIGHLIGHTS

HISTORIC EBITDA (Excl. EziBuy)



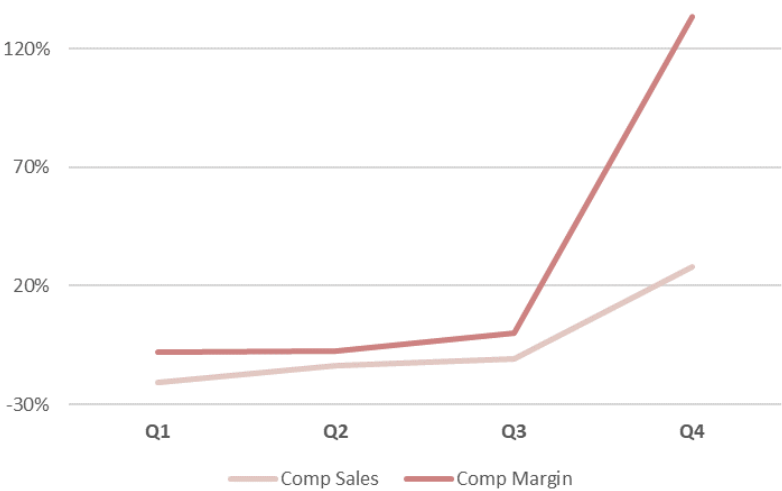
Despite our toughest ever trading period the Group returned to its tradition of delivering year on year growth by achieving \$48m EBITDA for FY 21, with the second half delivering month on month growth & Q4 being the second highest EBITDA in six years as customer sentiment improved and out reset was executed.

*EBITDA is a non-AASB financial measure, defined for the purposes of this document as earnings before interest, tax, depreciation, amortisation, non-recurring income/expenditure and certain non-cash items such as share based payments and unrealised foreign exchange gains/losses and excludes restructure and acquisition costs and has been adjusted to normalise the impact of AASB16 accounting treatment.

PERFORMANCE HIGHLIGHTS

FY21

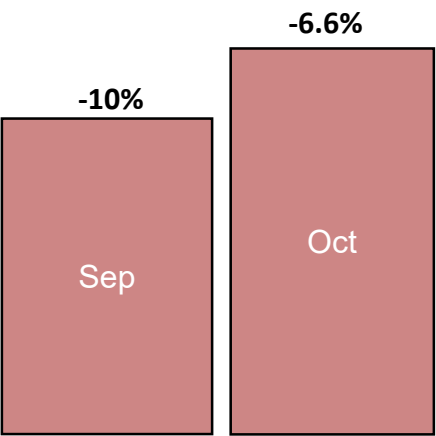
FY21 Comparable Sales & Margin vs FY20 (excl. EziBuy)



- Quarter 4 comparable sales growth +27.9%

FY22 YTD

FY22 Year to Date Comparable Sales vs FY21



- Continued improvement as vaccinations gain ground
- October YTD total comparative sales improved -6.6% (from -10% in Sept)

FY21 PERFORMANCE HIGHLIGHTS

In the midst of one of the Longest and most significant Crises our country has faced in a generation, Mosaic Brands Acted quickly and decisively. Notwithstanding the difficulties Faced in the past year, your Company is well positioned for a strong future

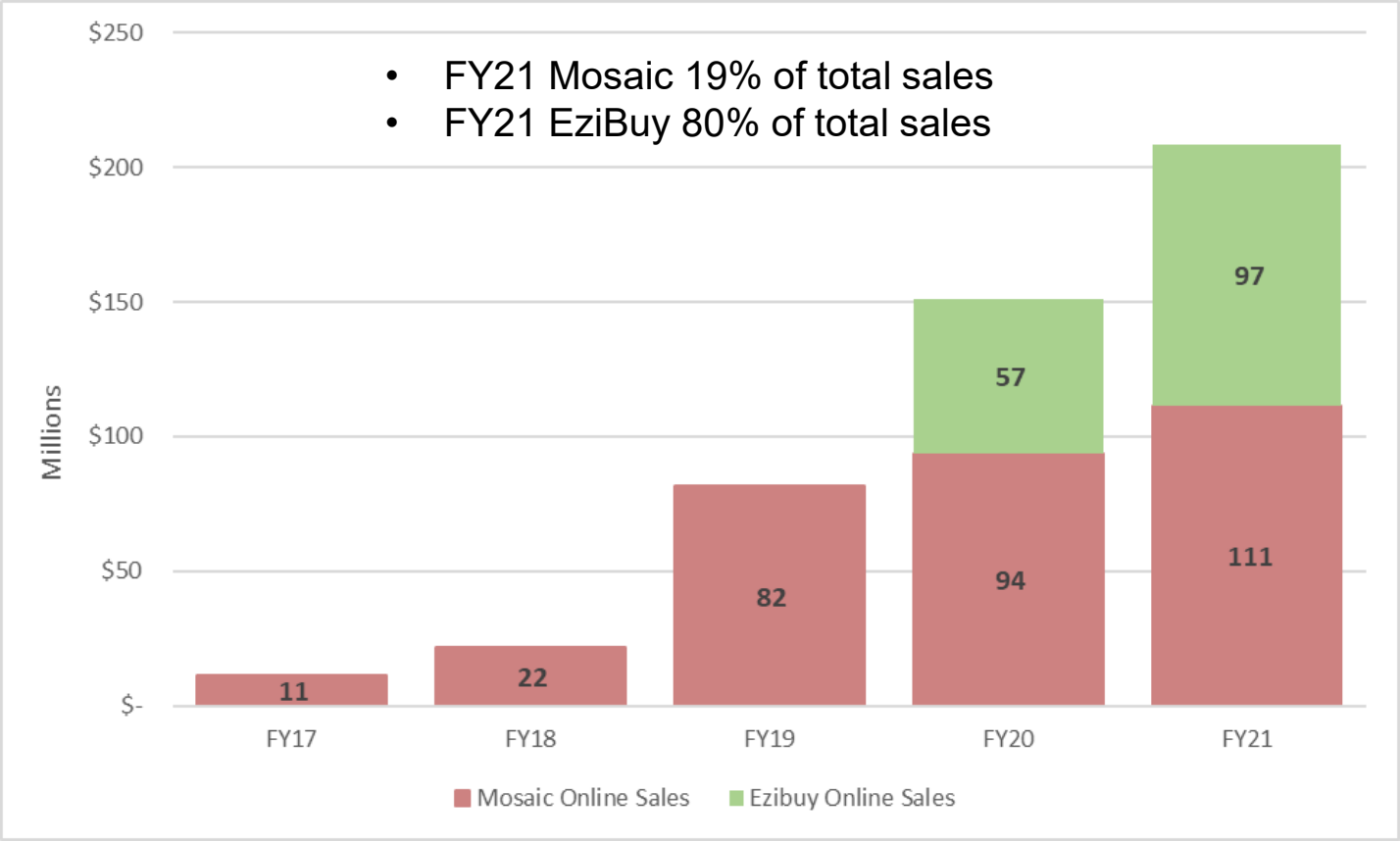
MOSAIC BRANDS RESET COMPLETE



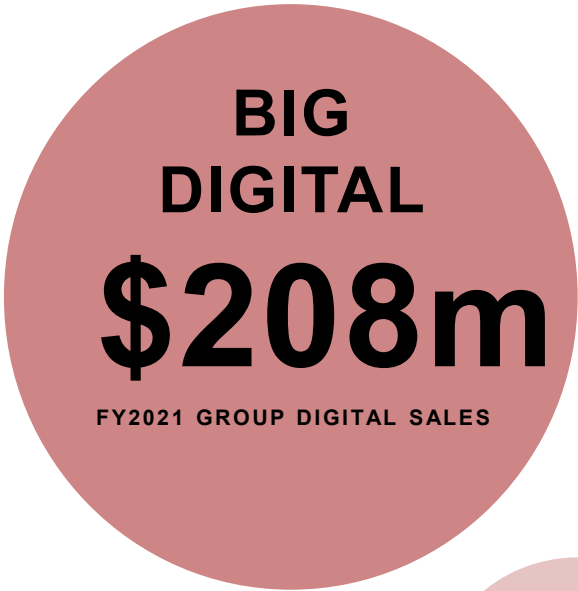
- Margin improvement of \$37m
- Stock holding reduction of \$78m (against pre COVID levels)
- Net Asset improvement \$48m
- Debt paid down of \$49m
- Net Cash \$25m (up from \$4 prior year)
- Cost of Doing Business reduced by \$43m
- Short Lease Tail, 45% expire by Dec 21, 88% by June 23
- Store Footprint Reduction 275 (Gross) 242 (Net)

*All amounts noted above are comparators excluding EziBuy

FY21 DIGITAL HIGHLIGHTS



COMBINED DIGITAL SALES



FY22 YEAR TO DATE HIGHLIGHTS



Now we start a brand new journey;

- A fully funded business
- Strong digital growth with an even stronger digital runway
- Vaccinated customers returning from almost 2 years of hibernation and delivering growth
- A more agile and efficient business.

- Mosaic digital sales continued its positive trend and is +25% YTD at the end of October with EziBuy online sales also +19% for the same period.
- October delivered -6.6% comparable sales YTD up from -10% in September's trading update which shows continued positive momentum as we start to see a world with COVID in the rear view mirror.
- SKU's available Online is now at 2 million at the end of October (up from 1.5 million at June)
- Third party dropship sales are \$10 million, up by +205% YTD on prior year
- The Group is well stocked as it enters the Christmas period to take full advantage of a rebound in customer sentiment, with 90.87% in its target demographic fully vaccinated.
- The Group anticipates a positive EBITDA for the first half.
- If it continues to trade unimpeded that EBITDA growth will accelerate for the second half.

BIG GROWTH

BIG DIGITAL

Growth in Options
(SKU expansion)

.....

Category
Expansion

.....

International

BIG STORES

Larger Format
Stores

.....

Big Box Multi
Brands

.....

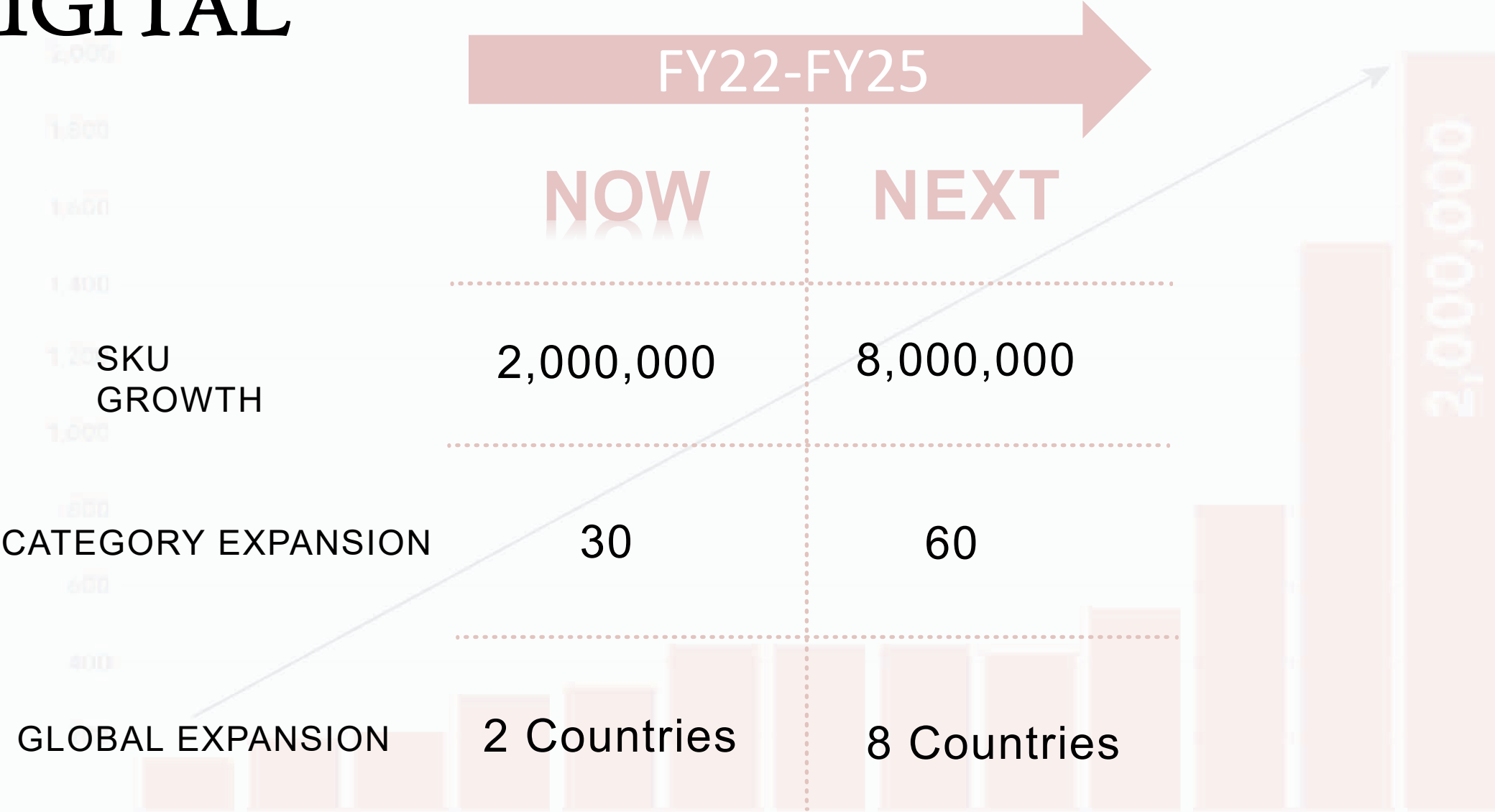
EziBuy Store
Roll-out

BIG BRANDS



BIG TOTAL SKU'S
DIGITAL

“OVER 50’S ONLINE POWERHOUSE”



BIG STORES

BIG STORES

Larger Format
Stores

.....

Big Box Multi
Brands

.....

EziBuy Store
Roll-out

FY22-FY25



BIG BRANDS



MEETING RESOLUTIONS

MOSAIC
BRANDS LTD

Consideration of Financial Statements

Item 1: Financial Statements and Reports

The first item of notified business is the consideration of the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 27 June 2021.

Please submit any questions or comments that you may have on the financial report or the reports of the directors and auditors.



Resolution I

Item 2: Adoption of the Remuneration Report

That the Company adopt the Remuneration Report for the year ended 27 June 2021 in accordance with Section 250R(2) of the Corporations Act.

Resolution	Vote type	Voted	%	% of all securities
1, REMUNERATION REPORT	For	38,110,490	76.34	39.43
	Against	11,807,185	23.65	12.21
	Open-Usable	3,908	0.01	0
	Board	2,500	0.01	0
	Non-Board	1,408	0	0
	Abstain	33,468	N/A	0.03
	Excluded	8,810,369	N/A	9.11



Resolution 2

Item 3: Re-election of Ms Jacqueline Frank as Director

In compliance with Listing Rule 14.5 and Rule 68.2 of the Company's Constitution, Ms Jacqueline Frank retires from office and, being eligible, stands for re-election.

Resolution	Vote type	Voted	%	% of all securities
2, RE-ELECT J FRANK	For	58,609,457	99.77	60.63
	Against	137,087	0.23	0.14
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	15,468	N/A	0.02
	Excluded	0	N/A	0



Resolution 3

Item 4: Approval of the Director and Senior Management Share Plan

for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes, shareholder approval is given for the Director and Senior Management Share Plan and for the grant of Shares under the Plan on the terms and conditions in the Explanatory Memorandum.

Resolution	Vote type	Voted	%	% of all securities
3, APPROVE SHARE PLAN	For	40,525,493	77.1	41.92
	Against	12,036,334	22.9	12.45
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	1,370	N/A	0
	Excluded	6,198,815	N/A	6.41



Resolution 4

Item 5: Ratification of prior issue of Convertible Notes

To ratify the issue of up to 3,624,860 Convertible Notes, which were issued to Danfin Pty Ltd on 13 October 2021 for \$1.00 per Convertible Note, in order to restore the Company's 15% placement capacity to issue shares under ASX Listing Rule 7.1. The Convertible Notes are convertible into up to 14,499,440 Shares on their conversion.

Resolution	Vote type	Voted	%	% of all securities
4, RATIFY CONVERTIBLE NOTES	For	58,611,455	99.79	60.63
	Against	125,698	0.21	0.13
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	24,859	N/A	0.03
	Excluded	0	N/A	0



Resolution 5

Item 6: Approval for Issue under conditional placement of Convertible Notes

To approve the issue of up to 6,375,140 Convertible Notes to Danfin Pty Ltd , which are convertible into up to 25,500,560 Shares on conversion of those Convertible Notes ASX Listing Rule 7.1.

Resolution	Vote type	Voted	%	% of all securities
5, APPROVE CONVERTIBLE NOTES	For	58,615,369	99.79	60.64
	Against	122,784	0.21	0.13
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	23,859	N/A	0.02
	Excluded	0	N/A	0



Resolution 6

Item 7: Approval for Issue of Shares to a Director – Mr Richard Facioni

To approve the issue of 2,000,000 Shares under the Director and Senior Management Share Plan to Mr Richard Facioni under ASX Listing Rule 10.14.

Resolution	Vote type	Voted	%	% of all securities
6, APPROVE SHRS R FACIONI	For	44,824,531	78.71	46.37
	Against	12,122,204	21.29	12.54
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	15,277	N/A	0.02
	Excluded	1,800,000	N/A	1.86



Resolution 7

Item 8: Approval for Issue of Shares to a Director – Mr Scott Evans

To approve the issue of 6,500,000 Shares under the Director and Senior Management Share Plan to Mr Scott Evans under ASX Listing Rule 10.14.

Resolution	Vote type	Voted	%	% of all securities
7, APPROVE SHRS S EVANS	For	43,020,345	78.01	44.51
	Against	12,128,302	21.99	12.55
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	8,809	N/A	0.01
	Excluded	3,604,556	N/A	3.73



Resolution 8

Item 9: Approval for extra 10% Placement Capacity

To approve the issue of Equity Securities comprising up to 10% of the issued capital of the Company calculated in accordance with ASX Listing Rule 7.1A.2.

Resolution	Vote type	Voted	%	% of all securities
8, APPROVE PLACEMENT CAPCITY	For	58,280,055	99.19	60.29
	Against	473,757	0.81	0.49
	Open-Usable	3,408	0	0
	Board	2,000	0	0
	Non-Board	1,408	0	0
	Abstain	8,200	N/A	0.01
	Excluded	0	N/A	0



**“
EVERYTHING SHE WANTS.
WHERE SHE WANTS IT.
WHEN SHE WANTS IT.
”**

