



SHAPE AUSTRALIA CORPORATION LIMITED
ACN 654 729 352

NOTICE OF ANNUAL GENERAL MEETING

***TAKE NOTICE** that the Annual General Meeting of Shareholders of SHAPE Australia Corporation Limited (the **Company**) will be held at the time, date and place specified below:*

Date: Thursday, 24 November 2022

Time: 2.00pm (AEDT)

Place: SHAPE Australia Corporation Limited, Level 11, 155 Clarence Street, Sydney, NSW, 2000 and
Online via Lumi Platform <https://web.lumiagm.com/390-924-297>

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (https://shape.com.au/). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an advisory resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2022 be adopted."</i>
Voting Exclusion and Prohibitions	<p>The Company will disregard any votes cast on this Resolution:</p> <ul style="list-style-type: none"> a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:</p> <ul style="list-style-type: none"> a) in accordance with the directions of how to vote on the Proxy Form; or b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Resolution 2	Re-election of Gregory Miles as a Director
Description	Mr Gregory Miles retires as a Director of the Company in accordance with rule 10.2(d) of the Constitution and, being eligible, offers himself for re-election.

Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>"THAT Gregory Miles, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 10.2(d) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>
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Resolution 3	Re-election of Michael Barnes as a Director
Description	Mr Michael Barnes retires as a Director of the Company in accordance with rule 10.2(b) of the Constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>"THAT Michael Barnes, who retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and clause 10.2(b) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 4	Approval of financial assistance
Description	This Resolution relates to the Company's acquisition of K. L. Modular Systems (Aust) Pty Ltd ACN 605 949 826 (KLMSA), as announced to ASX on 31 March 2022. Note: this Resolution is a special resolution and, accordingly, must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT, for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth):</i> <ul style="list-style-type: none"> <i>a) approval is given for KLMSA to give financial assistance in connection with the acquisition by the Company of the total issued capital of KLMSA as described in the Explanatory Memorandum to this Notice; and</i> <i>b) KLMSA may enter into and give effect to the documents required to implement the financial assistance as described in the Explanatory Memorandum to this Notice. "</i>

Resolution 5	Appointment of SW Audit as Auditor
Description	SW Audit was appointed by the Directors as the auditor of the Company following incorporation under section 327A of the Corporations Act and holds office until the Company's first AGM.
Resolution (Ordinary)	To consider, and if thought fit, to pass the following as an ordinary resolution : <i>"THAT, for the purpose of section 327B(1)(a) of the Corporations Act and for all other purposes, SW Audit, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company effective immediately."</i>

Dated: 24 October 2022

By order of the Board of SHAPE Australia Corporation Limited



Laura Newell
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, SW Audit, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report.

Please send your questions to the Company Secretary, **SHAPE Australia Corporation Limited**, at company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **2.00pm (AEDT) on Thursday, 17 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the Meeting, two proxies, to attend and vote instead of the Shareholder.
- (b) Where two proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than one proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy

of that power of authority by **2.00 pm (AEDT) on Tuesday, 22 November 2022**:

Online www.votingonline.com.au/shaagm2022

By post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By facsimile +61 9290 9655

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that Shares in the Company which are on issue at **7.00pm (AEDT) on Tuesday, 22 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Greg Miles, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he will not vote your proxy on that item of business.

Virtual participation

In accordance with the Corporations Act, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will also have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM online may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/390-924-297>

If you choose to participate in the AGM online, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 390-924-297
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

**EXPLANATORY MEMORANDUM
TO NOTICE OF 2022 ANNUAL GENERAL MEETING**

Agenda Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of SHAPE Australia Corporation Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (https://shape.com.au/).</p> <p>The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, SW Audit, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of SW Audit in relation to the conduct of the audit.</p>

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (https://shape.com.au/).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

	<p>Voting consequences</p> <p>Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).</p> <p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (Spill Meeting) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>As Shareholders have not yet voted on the Company's Remuneration Report at an annual general meeting, the Spill Resolution is not relevant for this Annual General Meeting.</p> <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 2	Re-election of Gregory Miles as Director
Explanation	<p>Clause 10.2(d) of the Company's Constitution requires a Director appointed to fill a casual vacancy to retire from office at the next annual general meeting following their appointment and permits that Director to be eligible for re-election at that meeting.</p> <p>Greg Miles, who was appointed to the Board on 1 September 2022, retires at the 2022 Annual General Meeting, and being eligible under clause 10.2(d) of the Constitution, offers himself for re-election as a Director.</p>
About Greg Miles	Mr Miles has over 35 years' experience in property investment, development and construction, as well as equity capital markets and financial reporting, including 23 years with Westfield / Scentre Group. Prior to leaving Scentre Group, Mr Miles was President and Chief Operating Officer of Westfield US (2012 - 2015) and for four years was Chief Operating Officer of Scentre Group (2015 – 2019). Mr Miles is currently Chairman and Non-executive director of RAM Property Funds

	Management Limited (responsible entity of RAM Essential Services Property Fund (ASX: REP)), a Non-executive director of IP Generation and Non-executive director and Chairman of Till Payments Global. Mr Miles brings a wealth of experience in large multi-disciplinary teams across geographies and demonstrated strategic skills that are well suited to the next phase of SHAPE's growth.
Board Recommendation	The Board, with Mr Miles abstaining, recommends that Shareholders vote in favour of this Resolution.
Chair's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 3	Re-election of Michael Barnes as Director
Explanation	<p>Clause 10.2(b) and ASX Listing Rules 14.5 requires at least one Director to stand for re-election at each AGM. In accordance with clause 10.2 of the Constitution this does not include any Directors standing for re-election under clause 10.2(d). The Director who has held office as a Director the longest period of time since his or her last election or appointment to that office should stand for re-election.</p> <p>Michael Barnes, who was appointed to the Board on 5 November 2021, having originally joined SHAPE in 1990, retires at the 2022 Annual General Meeting, and being eligible under clause 10.2(b) of the Constitution, offers himself for re-election as a Director.</p>
About Michael Barnes	Mr Barnes joined SHAPE in 1990, rising steadily from Project Manager to ACT Manager and Chief Executive Officer in 1997. After twenty years, he retired as CEO in 2017 and now remains on the board as a Non-Executive Director. Michael holds a degree in Civil Engineering and has more than 30 years of experience in the construction industry. Michael was a Director of the Green Building Council of Australia and a Founding Director of the majority Indigenous owned construction fitout and refurbishment business, DLG SHAPE.
Board Recommendation	The Board, with Mr Barnes abstaining, recommends that Shareholders vote in favour of this Resolution.
Chair's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 4	Approval of financial assistance
Explanation	<p>This Resolution relates to the Company's acquisition of K. L. Modular Systems (Aust) Pty Ltd ACN 605 949 826 (KLMSA), as announced to ASX on 31 March 2022.</p> <p><i>Background</i></p> <p>The Group Members (other than KLMSA) are parties to a finance agreement with the National Australia Bank (NAB), under which certain debt facilities are provided</p>

to the Group Members (other than KLMSA) and which is secured by first priority security interest over all present and after-acquired property of the Group Members (other than KLMSA) (together, the **Finance Documents**).

Funds drawn under the Finance Documents were used to finance the acquisition of KLMSA.

NAB requires KLMSA to accede to the Finance Documents as a security provider and cross-guarantor. The Company also wishes for KLMSA to have the benefit of access to the debt facilities provided by NAB under the Finance Documents.

If KLMSA accedes to the Finance Documents, this will result in KLMSA becoming a security provider and cross-guarantor of all debt incurred by the Group under the Financial Documents (**Additional Guarantor**), which would include the debt used to fund the Company's acquisition of KLMSA's shares.

Corporations Act

Under section 260A(1) of the Corporations Act, a company may only financially assist a person to acquire shares in the company if one of the conditions set out in section 260A(1) is satisfied. One of those conditions is approval by shareholders under section 260B of the Corporations Act.

Section 260B(1) of the Corporations Act provides that shareholder approval for financial assistance by a company must be given by:

- a special resolution passed a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- a resolution agreed to, at a general meeting, by all ordinary shareholders.

Section 260B(2) of the Corporations Act provides that, if the company will be a subsidiary of a listed domestic corporation (such as the Company) immediately after the acquisition, the financial assistance must also be approved by a special resolution passed at a general meeting of that corporation.

KLMSA becoming an Additional Guarantor is financial assistance for the purposes of section 260A of the Corporations Act, as it involves KLMSA becoming a security provider and guarantor in relation to debt that was used to fund the acquisition of its shares (**Financial Assistance**).

The sole ordinary shareholder of KLMSA, the Company, has approved the Financial Assistance for the purposes of section 260B(1) of the Corporations Act. However, the approval of the Shareholders is also required for the purposes of section 260B(2) of the Corporations Act.

Accordingly, this Resolution seeks the approval of the Shareholders for the Financial Assistance in accordance with section 260B(2) of the Corporations Act.

Reasons for Financial Assistance

The provision of the Financial Assistance by KLMSA will provide the Group with greater flexibility to structure its lending arrangements. Further, NAB requires KLMSA to accede to the Finance Documents as an Additional Guarantor.

If this Resolution is not passed, KLMSA will not be able to provide the Financial Assistance and will not become an Additional Guarantor.

If KLMSA does not become an Additional Guarantor by no later than 21 December 2022 (or such later date, with the prior written consent of NAB), each Group Member (other than KLMSA) will be in breach of its obligations under the Finance Documents, and as the Group Members (other than KLMSA) would not be able to remedy such breach within 7 days (unless NAB agreed, in its discretion, to extend this time period), all amounts owing by the Group Members (other than KLMSA) under the Finance Documents (**Amount Owing**) would immediately become due and payable, and NAB would be entitled to cancel the debt facilities provided under the Finance Documents, enforce its security and/or sue the Group Members (other than KLMSA) for the Amount Owing. If any of these events were to occur, the Group would need to restructure its debt facilities with another lender (and bear the consequent refinancing costs), and there is no guarantee that it would be able to do so on terms that are as favourable to the Group as the terms of the Finance Documents.

Proposed Financial Assistance

By becoming an Additional Guarantor, KLMSA will:

- grant a first priority security interest over all of its present and after-acquired property in favour of NAB as security for all amounts owing under the Finance Documents;
- guarantee the repayment of all amounts owing under the Finance Documents; and
- give the indemnities, undertakings, representations and warranties under the Finance Documents (which have been given, and continue to be given, by the other Group Members).

By acceding to the Finance Documents, KLMSA will also obtain access to the debt facilities provided by NAB under the Finance Documents.

Effects of Financial Assistance

The Group Members (other than KLMSA) are already obligors, security providers and cross-guarantors (as applicable) under the Finance Documents and, accordingly, are already providing security in respect of, and guaranteeing, amounts due under the Finance Documents (as applicable). Therefore, the provision of the Financial Assistance by KLMSA is unlikely to have any adverse effect on the Group in any material respect.

The impact of the Financial Assistance on KLMSA's ability to pay its creditors will only be impacted if a Group Member defaults under the Finance Documents. If a Group Member defaults under the Finance Documents, NAB may decide to enforce its security against KLMSA and/or make a demand under the guarantee given by KLMSA.

	<p>Unless this Resolution is not passed by Shareholders, the Board does not currently have any reason to believe that any Group Member is likely to default in its obligations under the Finance Documents.</p> <p>The advantages for the Company and the Group (including KLMSA) of KLMSA providing the Finance Assistance include providing the Group with greater flexibility to structure its lending arrangements and to assist the Group with complying with NAB's requirements.</p> <p>The Board believes that the proposed Financial Assistance is in the best interests of the Company and KLMSA for the reasons set out in this Notice.</p> <p><i>Approval of Financial Assistance</i></p> <p>This Resolution is a special resolution and will be passed if at least 75% of the votes cast by Shareholders are in favour of the Resolution.</p> <p><i>Notice to ASIC</i></p> <p>A copy of this Notice was lodged with the Australian Securities and Investments Commission (ASIC) before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.</p> <p><i>Disclosure of information</i></p> <p>The Board consider that this Notice contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on the Resolution, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to Shareholders.</p>
Board Recommendation	The Board unanimously recommends that Shareholders vote in favour of this Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 5	Appointment of SW Audit as Auditor
Explanation	<p>SW Audit has been auditor of the Company since its incorporation in October 2021.</p> <p>Under section 327A(2) of the Corporations Act, SW Audit holds office until the Company's first annual general meeting, being this Meeting. SW Audit has given, and has not withdrawn, its consent to act as external auditor of the Company.</p> <p>The Company seeks Shareholder approval for the appointment of SW Audit as auditor of the Company in accordance with section 327B of the Corporations Act.</p> <p>In accordance with section 328B(1) of the Corporations Act, notice in writing nominating SW Audit as auditor has been given to the Company by a</p>

	Shareholder. A copy of this notice is contained in Annexure A to this Notice of Meeting.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS	
ASX	means ASX Limited ABN 98 008 624 691 and where the context permits, Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors of SHAPE.
Chairman or Chair	means the chairman of the annual general meeting
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or SHAPE	means SHAPE Australia Corporation Limited ACN 654 729 352.
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a Director of the Board of SHAPE.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of the Notice.
Group	means the Company, KLMSA, SHAPE Australia Pty Limited ACN 003 861 765, SHAPE Australia Holdings Pty Limited ACN 008 656 264, SHAPE Australia (QLD) Pty Limited ACN 126 087 910, DLG SHAPE Pty Limited ACN 614 247 228 and DLG SHAPE (QLD) Pty Limited ACN 627 386 387.
Group Member	means each member of the Group.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.
KLMSA	means K. L. Modular Systems (Aust) Pty Ltd ACN 605 949 826.
Listing Rules	means the Listing Rules of the ASX.
Meeting or AGM	means the annual general meeting of the Company for 2022 to which the Notice relates.

Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Resolution	means a resolution set out in this Notice.
Proxy Form	means the proxy form attached to this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

ANNEXURE A

20 September 2022

SHAPE Australia Corporation Limited
Level 11
155 Clarence Street
Sydney
NSW 2000

Dear Directors

Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

I, Scott Jamieson, being a shareholder of SHAPE Australia Corporation Limited (ACN 654 729 352) (**Company**), nominate SW Audit, of Level 7, Aurora Place, 88 Phillip Street, Sydney, NSW 2000 for appointment to the position of auditor of the Company at the Company's next annual general meeting.

I consent to the distribution of this notice as an attachment to the notice of meeting and explanatory memorandum for the annual general meeting, as required by section 328B(3) of the Corporations Act 2001 (*Cth.*).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Scott Jamieson', written over a horizontal line.

Scott Jamieson



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) Tuesday 22 November 2022.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/shaagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEDT) on Tuesday 22 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/shaagm2022>
+ 61 2 9290 9655

📠 **By Fax** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

✉ **By Mail**

👤 **In Person** **Until 28 October 2022**
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

From 31 October 2022
Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

SHAPE Australia Corporation Limited

ABN 654 729 352

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SHAPE Australia Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Level 11, 155 Clarence Street, Sydney, NSW, 2000** and **Online via Lumi Platform** <https://web.lumiagm.com/390-924-297> on **Thursday, 24 November 2022 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Company will disregard any votes cast on Resolution 1: by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on Resolution 1 : in accordance with the directions of how to vote on the Proxy Form; or by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Gregory Miles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Michael Barnes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 <i>Special</i>	Approval of financial assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of SW Audit as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022

ONLINE SHAREHOLDERS' MEETING GUIDE 2022

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/390-924-297 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 390-924-297

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 1:00PM AEDT, Thursday 24th November 2022

Using the Lumi AGM platform:

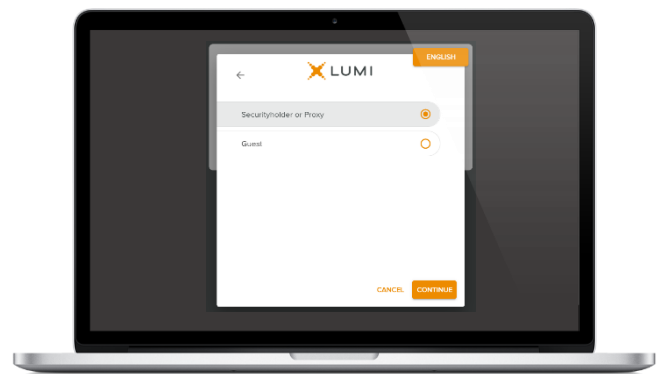
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**

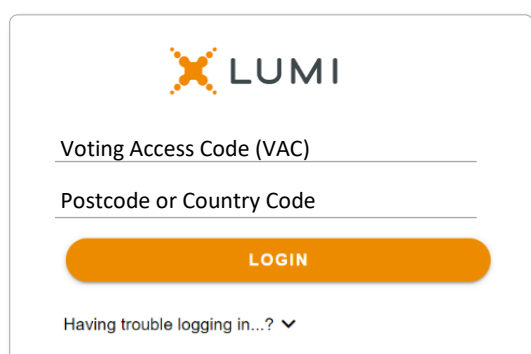


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

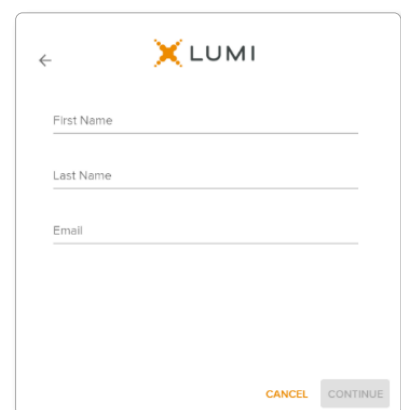
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 (within Aust) or +61 2 9290 9600 (outside Aust)

A screenshot of the Lumi AGM platform's login form for Shareholders/Proxys. The form has a white background with the Lumi logo at the top. Below the logo, there are two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is a large orange 'LOGIN' button. At the bottom, there is a link that says 'Having trouble logging in...?'. The form is displayed on a laptop screen.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

A screenshot of the Lumi AGM platform's login form for Guests. The form has a white background with the Lumi logo at the top. Below the logo, there are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are 'CANCEL' and 'CONTINUE' buttons. The form is displayed on a laptop screen.

NAVIGATION

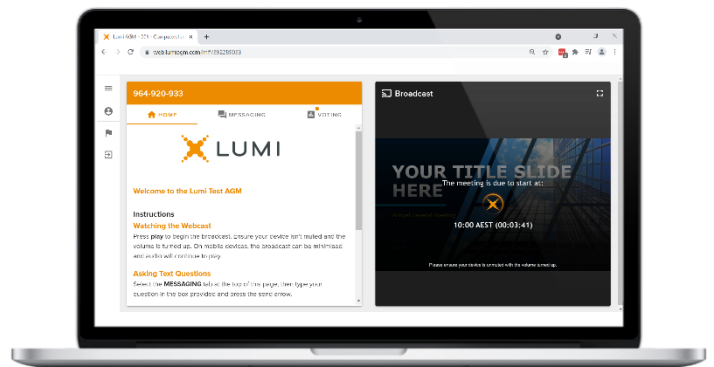
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



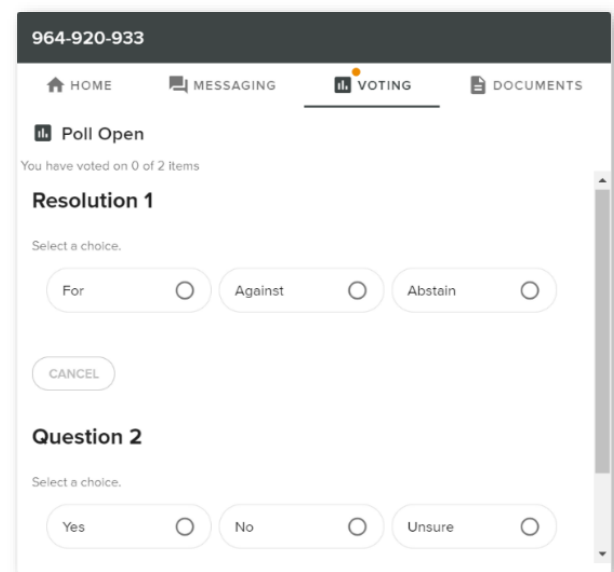
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

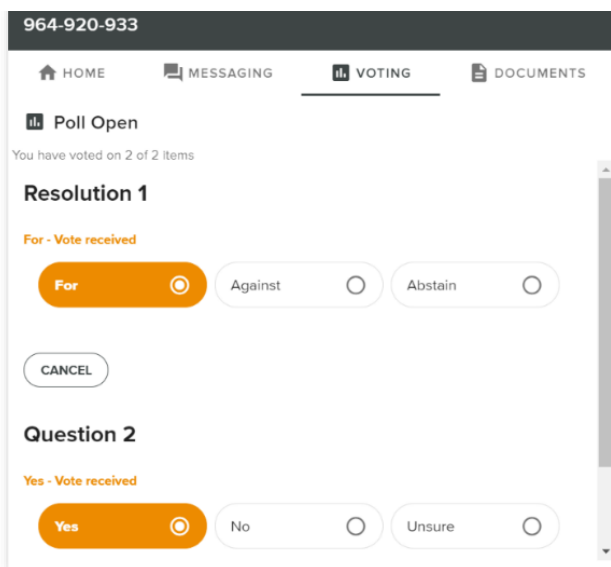


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



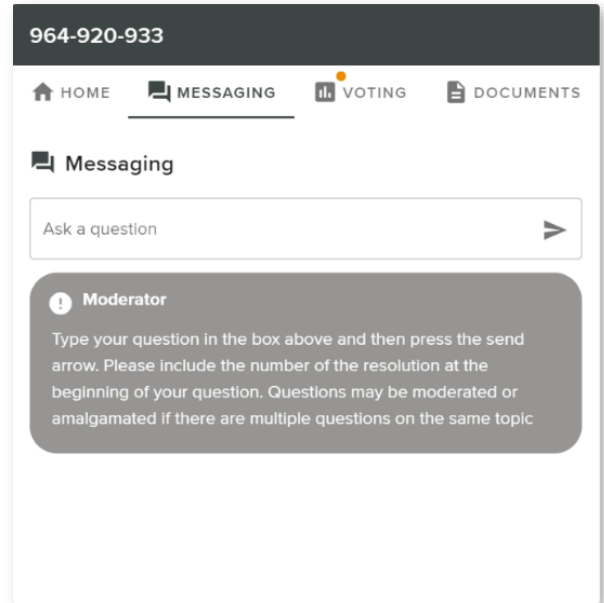
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

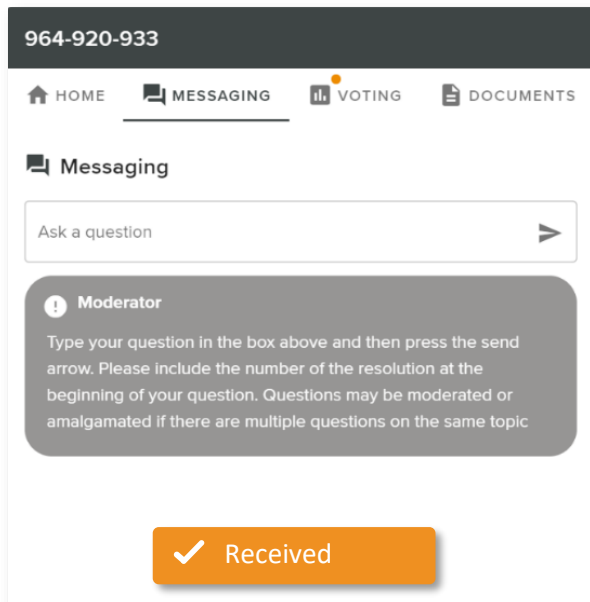


Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.



Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 390-924-297

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

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Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe