

22 September 2023

Dear Shareholder,

Annual General Meeting

The Annual General Meeting (**AGM**) of Shriro Holdings Limited will be held on Thursday, 26 October 2023 at 2:00 pm (AEDT) at Hall Chadwick Level 40, 2 Park Street Sydney NSW 2000

Details of the resolutions being put to shareholders, and how to attend and vote at the AGM, are set out in the Notice of Meeting. The Notice of Meeting can be viewed at <https://www.shriro.com.au/investor/announcements> or on the ASX market announcement platform.

If you're unable to attend the AGM, you are encouraged to appoint a proxy or lodge a direct vote in advance of the meeting. You may appoint a proxy or lodge a direct vote:

- electronically at <http://www.linkmarketservices.com.au>, login to the investor centre using the holding details as shown on the attached Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (SRN or HIN) as shown on the reverse side of the Proxy Form; or
- by returning a completed Voting Form.

If you intend to vote by proxy or direct vote, your request must be received by 2:00 pm (AEDT) on Tuesday, 24 October 2023.

To request a hard copy of the Notice of Meeting or Voting Form, or if you are unable to access the Notice of Meeting or unable to lodge a proxy online, please contact our share registry Link Market Services at www.linkmarketservices.com.au or by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.

Yours faithfully,



Abigail Cheadle
Chair of the Board

SHRIRO HOLDINGS LIMITED

Level 7, 67 Albert Avenue, Chatswood, NSW, 2067 Australia **Tel:** +61(2) 9415 5000 **Fax:** +61(2) 9415 5001

Website: www.shriro.com.au **ACN** 605 279 329 **ASX code:** SHM

Shriro Holdings Limited Notice of Meeting for 2023 Annual General Meeting

Shriro Holdings Limited
ACN 605 279 329



Dear Shareholder,

I have pleasure in inviting you to attend the Annual General Meeting (**AGM** or **meeting**) of Shriro Holdings Limited (**Shriro** or the **Company**) to be held in person at Hall Chadwick Level 40, 2 Park Street Sydney NSW 2000 on Thursday, 26 October 2023 at 2:00 pm (Sydney time).

Items of Business

I encourage you to read the attached Notice of Meeting and Explanatory Notes detailing the business to be dealt with at the meeting.

Shriro's Managing Director and CEO, Tim Hargreaves, and I will each provide an address to the meeting to update shareholders on the performance of Shriro over the twelve months ended 30 June 2023 and a brief view on the potential business and market outlook. Copies of these addresses and all presentations will be lodged via the ASX announcements platform prior to the commencement of the meeting.

While you will have the opportunity to ask questions during the meeting, you can also submit questions (including those of the auditor) beforehand by completing and submitting a question online in accordance with the instructions set out in the following pages. I would strongly encourage you to submit any questions you may have prior to the meeting.

Voting

Details on the resolutions being put to shareholders, and how to vote at the AGM are set out in the Notice of Meeting. All resolutions will be decided by a poll.

Shareholders who are unable to join the meeting are encouraged to cast a direct vote prior to the meeting or, alternatively, to appoint a proxy to attend and vote on their behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at www.linkmarketservices.com.au or by completing and lodging a voting form before the meeting in accordance with the instructions provided in the Notice of Meeting and voting form.

We look forward to engaging with shareholders at the AGM, and we thank you for your continued investment and support.

Yours sincerely,

Abigail Cheadle
Chair of the Board

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of Shriro Holdings Limited (**Shriro** or the **Company**) will be held at Hall Chadwick Level 40, 2 Park Street Sydney NSW 2000, on Thursday, 26 October 2023 at 2:00 pm (Sydney time).

This notice of annual general meeting (**Notice**) should be read in conjunction with the accompanying explanatory memorandum and voting/proxy form, all of which are incorporated in and comprise part of this Notice.

AGENDA ITEMS

1 Financial Reporting

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

Note: There is no formal resolution required for this item of business

2 Remuneration Report

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

To adopt the Remuneration Report for the year ended 30 June 2023.

The Remuneration Report for the year ended 30 June 2023 is included in the Directors report within the Annual Report for the year ended 30 June 2023.

Note: In accordance with section 250R of the *Corporations Act (Cth) 2001* (the **Corporations Act**), the vote on this resolution is advisory only and will not bind the directors or the Company.

Voting exclusion statement:

The Company will disregard any votes cast on Item 2:

- a) By or on behalf of a member of the key management personnel (**KMP**), whose remuneration details are included in the Remuneration Report, or their closely related parties (such as close family members and controlled companies), regardless of the capacity in which the vote is cast.
- b) By a proxy for a person who is a member of the KMP as at the date of this Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- a) in accordance with a direction as to how to vote on the Voting Form; or
- b) by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 relates to the remuneration of the Company's KMP.

3 Approval of Capital Reduction

To consider and if thought fit pass as an ordinary resolution:

To approve, for the purposes of sections 256B and 256C of the Corporations Act and for all other purposes, that the ordinary share capital of the Company be reduced by approximately \$17.8 million by way of an equal capital reduction, to be effected by the Company paying each shareholder as at the record date the amount of A\$0.185 per share, on the terms described in the Explanatory Notes to the Notice of Meeting.

4 Election of Director – Abigail Cheadle

To consider and if thought fit pass as an ordinary resolution:

That Abigail Cheadle, being a director of the Company who was appointed by the directors on 8 June 2020, who retires under ASX Listing Rule 14.4 and clause 8.1(d) of the Company's Constitution, and being eligible, is elected as a director of the Company.

5 Grant of Performance Rights to Mr Tim Hargreaves, CEO

To consider and if thought fit pass as an ordinary resolution:

That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to grant 372,965 Performance Rights to the Managing Director and Chief Executive Officer, Tim Hargreaves, in respect of FY24, in accordance with the Shriro Holdings Limited Equity Incentive Plan, for the reasons and on the terms and conditions described in the explanatory notes accompanying this Notice.

Voting exclusion statement:

The Company will disregard any votes cast in favour of Item 5 by or on behalf of:

- a) Mr Hargreaves or any member of the KMP or their closely related parties; or
- b) an associate of Mr Hargreaves.

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

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

The items of business should be read in conjunction with the explanatory notes which form part of this Notice.

By Order of the Board

Shane Booth and Kerry Smith
Company Secretaries
22 September 2023

VOTING AND PARTICIPATION

1 Required voting majorities

All the resolutions require a simple majority of the eligible votes cast by shareholders present and voting at the meeting, whether in person, by valid direct vote, proxy or attorney, or in the case of corporate shareholders or proxies, by a natural person representative, to be cast in favour of the relevant resolution.

2 How to vote

Shareholders can vote on the resolutions by:

- a) submitting a direct vote before the meeting (online or using the Voting Form);
- b) appointing a proxy to vote at the meeting; or
- c) casting a vote during the meeting.

All shareholders are strongly encouraged to lodge a direct vote or appoint a proxy by **no later than 2:00 pm (Sydney time) on Tuesday, 24 October 2023** in accordance with the instructions below.

Members entitled to attend and vote at meeting

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 in the Company as at 7.00pm (Sydney time) on Tuesday, 24 October 2023 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

All Resolutions will be by poll

All voting will be conducted on a poll. Shareholders have one vote for every fully paid ordinary share held.

Direct voting before the meeting

Direct voting allows you to lodge your vote directly with Shiro before the meeting and the flexibility to vote without needing to either attend the meeting or appoint a proxy to attend the meeting in your place.

For a vote to be counted you must complete the voting directions for each item by marking 'For', 'Against' or 'Abstain'. Votes will only be valid for items marked and no vote will be counted for items left blank.

However, if the voting form is left blank for all items, the Chair of the AGM will be deemed to be your appointed proxy for all items.

Voting forms can be submitted in the following ways:

- a) Online – at www.linkmarketservices.com.au. Follow the prompts and have your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) available. You may also scan the QR code on the front of the voting form with an appropriate device. You will need your SRN or HIN and the postcode for your shareholding.

b) By post – completed voting forms may be posted to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235.

c) By facsimile – completed voting forms may be sent by facsimile to (02) 9287 0309 (within Australia) or +612 9287 0309 (outside Australia).

All voting forms must be received (either online, by post or fax, or in person) no later than 2:00 pm (Sydney time) on Tuesday, 24 October 2023. Any voting form received after this time will not be valid. To ensure your vote is received in time, Shriro encourages shareholders to lodge a voting form online.

Further instructions on direct voting are available on the front of the voting form.

Appointment of a Proxy before the meeting

All shareholders who are entitled to attend and vote have the right to appoint a proxy to attend the meeting and vote in their place. A proxy need not be a shareholder and can be an individual or a body corporate.

If you wish to appoint a proxy, you must complete the proxy appointment section of the voting form and return it to Shriro in accordance with the instructions on the form.

You can direct your proxy how to vote (i.e., to vote 'for', 'against', or to 'abstain' from voting on each Resolution) by following the instructions on the voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item of business as directed. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

For your proxy appointment to be effective, it must be received by Shriro not less than 48 hours before the time for holding the meeting (that is, by 2:00 pm (Sydney time) on Tuesday, 24 October 2023).

If you appoint the Chair as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (i.e. if you wish to vote 'for', 'against' or to 'abstain' from voting). However, if you do not direct the Chair on how to vote, you are expressly authorising the Chair to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the KMP of Shriro.

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of your votes.

You cannot lodge a direct vote and appoint a proxy for the same voting rights.

The appointment of one or more duly appointed proxies will not preclude the shareholder from attending the meeting and voting personally. If the shareholder votes on a resolution, the proxy must not vote as the shareholder's proxy on that resolution.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and

- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If:

- a shareholder has appointed a proxy (other than the Chair of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Joint holders

If more than one joint holder of shares is present at the meeting (whether personally, by proxy or by attorney or by representative), only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one joint holder tenders a vote, only the vote of the joint holder whose name appears first on the register of members will be counted.

Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative will need to bring to the meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

Voting by attorney

A shareholder entitled to attend, and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the Annual General Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 2:00 pm (Sydney time) on Tuesday, 24 October 2023.

Communications with shareholders

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit www.linkmarketservices.com.au.

In line with our commitment to the environment and sustainability, unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website, www.shriro.com.au.

3 Questions from Shareholders

Shriro welcomes questions from shareholders and proxyholders both before and during the meeting. In the interests of all participants, please confine your questions to matters being considered at the meeting that are relevant to shareholders as a whole. To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the meeting regarding personal matters or those that are commercial in confidence.

It may not be possible to respond to all questions during the meeting and a number of similar questions may be grouped together and answered by the Chair or management.

Please note only shareholders and proxyholders will be permitted to submit questions.

Before the meeting

We encourage shareholders to submit written questions to the Company before the AGM by no later than 2:00 pm (Sydney time) on Tuesday, 24 October 2023. Questions may be submitted in the following ways:

- a) Online – at www.linkmarketservices.com.au; or
- b) By email – to companysecretary@shriro.com.au.

Shareholders may also submit written questions to the Company's auditor, Hall Chadwick, if the question is relevant to the content of Audit Report for the reporting period ended 30 June 2023 or the conduct of its audit of the Company's Financial Report for the reporting period ended 30 June 2023. Questions for the auditor may be submitted by the methods specified immediately above.

Relevant written questions for the auditor must be received by the Company by no later than 2:00 pm (Sydney time) on Thursday, 19 October 2023.

During the meeting

All shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor, Hall Chadwick.

EXPLANATORY NOTES

1 Financial Statements and Reports

The Corporations Act requires the financial report, director's report, and the auditor's report of the Company for the reporting period ended 30 June 2023 to be laid before the meeting. There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

However, shareholders will be given an opportunity to raise questions or comments on the reports and the management of the Company. Shareholders will also be given an opportunity to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2 Adoption of Remuneration Report

A copy of the Remuneration Report is set out in the Company's 2023 Annual Report, which is available at <http://www.shriro.com.au>.

The objective of the Company's remuneration framework is to ensure reward for performance whilst maintaining competitiveness with the market and appropriateness for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders.

Shareholders are asked to adopt the Remuneration Report.

The Remuneration Report sets out:

- the remuneration policies of the Company and the link between the remuneration of key executives and the Company's performance;
- the remuneration arrangements in place for the Company's KMP during the period ended 30 June 2023; and
- remuneration decisions taken in respect of the financial period ended 30 June 2023.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote and any discussion on this item at the meeting into account when considering the future remuneration policies and practices of the Company.

A voting exclusion statement applies to this Resolution, as set out in the Notice.

Recommendation

Noting that each director has a personal interest in his or her own remuneration from the Company, the directors unanimously recommend that all shareholders vote in favour of Item 2, approving the adoption of the Company's 2023 Remuneration Report.

3 Approval of Capital Reduction

Background and reasons for the capital reduction

As announced on 24 March 2023, the Company decided to exit the kitchen appliances division in the Australian market only. As a result of the exit, there was a release of cash of \$5 million, plus the sale of the Blanco distribution \$6 million and Omega business of \$11 million for a total of \$22 million.

Shareholder approval is being sought to enable the Company to undertake a return of capital to shareholders of approximately \$17.8M by way of an equal access capital reduction.

Overview

The capital reduction will, if approved by shareholders and if the conditions set out below are met, be effected by the Company paying 18.5 cents per ordinary share to each person holding ordinary shares in the Company as at the record date, as an equal capital reduction under sections 256B and 256C of the Corporations Act. This cash payment will represent approximately \$17.8M in total.

The terms on which the proposed capital reduction will be made are the same for all ordinary shareholders.

Why is the Company contemplating returning capital to shareholders in this way?

Relative to the other forms of capital return considered by the Board, a capital reduction is a time-efficient way of returning capital to shareholders and allows the immediate return of a substantial amount of capital by way of a cash payment to shareholders. Additionally, the capital reduction would apply equally to all ordinary shareholders, and proportionate interests in the Company would remain unchanged.

Conditions

The capital reduction contemplated by this Item is subject to the receipt of a favourable draft class ruling from the Australian Taxation Office.

Effect on financial position

The proposed return of capital will be funded by the surplus capital following the exit from the Australian kitchen appliances division. The Board has considered the Company's financial position and considers that the capital reduction will not materially impact its ability to pay creditors.

Effect on capital structure

If the capital return is implemented, the Company's share capital will be reduced by approximately \$17.8M. No shares will be cancelled in connection with the return of capital. Accordingly, the return of capital will not affect the number of shares held by each shareholder, nor will it affect the control of the Company.

Effect on share price

If the capital return is implemented, the Company's shares may trade at a lower price following the capital return than they would have if the capital return had not occurred. This is due to the return of funds to shareholders and the consequent reduction in shareholders' funds held by the Company.

Effect on credit rating

In determining whether to implement the capital reduction, the Board has considered any potential impacts on the Company's credit rating. The Board considers that the return of capital will not adversely affect the Company's credit rating.

Interaction of capital reduction with employee equity plans

Employees are not eligible to receive the capital return in respect of any unvested rights they hold under the Company's various incentive plans. However, under the Company's Equity Incentive Plan Rules, the Board may grant rights or make any adjustments it considers

appropriate to the terms of a right granted in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action, such as a capital reduction.

Key dates

Assuming the capital return is approved by shareholders and the condition set out earlier is satisfied, the Company will follow the timetable set out in the table below.

Activity	Indicative date
Annual General Meeting	26 October 2023
Effective date for return of capital	15 December 2023
Last day for trading in 'cum return of capital' securities	18 December 2023
Shares commence trading on an 'ex return of capital' basis	19 December 2023
Record date for determining entitlement to participate in the return of capital	20 December 2023
Payment date for return of capital	29 December 2023

This timetable may change if a draft class ruling from the Australian Taxation Office is not received prior to the proposed effective date for the return of capital. In these circumstances, an updated timetable will be provided to the ASX promptly after receipt of the draft class ruling.

How will I receive payment?

If shareholders approve this Item and the condition noted earlier is satisfied, payments will be made to eligible shareholders on the payment date by direct credit to the bank, building society or credit union account nominated by each shareholder for receipt of dividends.

Shareholders can update their payment details via the Link Market Services website or by contacting Link Market Services before the proposed record date of 7pm (Sydney time) on the record date.

Eligible shareholders entitled to receive a capital return on their shares are shareholders who are registered holders of ordinary shares as at the record date, being 7pm (Sydney time) on the record date.

Statutory requirements

Under section 256B of the Corporations Act, an equal capital reduction must comply with the following requirements:

- the reduction must be fair and reasonable to the Company's shareholders as a whole; and
- the reduction must not materially prejudice the Company's ability to pay its creditors.

The Board is satisfied that these requirements will be met, noting that the reduction applies equally and will be paid out of surplus capital and, having reviewed the Company's assets, liabilities and expected cashflows, the Board considers that it will not materially prejudice the Company's ability to pay its creditors.

The capital reduction must also be approved by an ordinary resolution of shareholders.

Tax implications

No adverse tax consequences are expected to arise for the Company as a consequence of the proposed capital reduction.

As the Commissioner of Taxation has, under the relevant income tax legislation, an ability to treat part or all of the proposed capital return as an unfranked dividend in certain circumstances, a Class Ruling request will be submitted by the Company to the Australian Taxation Office (ATO) requesting confirmation of the Australian income tax implications for shareholders who hold their shares on capital account for tax purposes. The Class Ruling will seek to confirm that:

- no part of the proposed capital reduction will be treated as an unfranked dividend for income tax purposes; and
- instead, the cost base for each share will be reduced by the amount of the proposed capital reduction for the purposes of calculating any capital gain or loss on the ultimate disposal of that share. An immediate capital gain will arise for shareholders where the cost base of a share is less than the amount of the proposed capital reduction.

The above is subject to confirmation or change in any final Class Ruling issued by the ATO. The Company will make the final Class Ruling available on its website as soon as reasonably practicable after it is issued.

The information in this notice of meeting does not take into account the individual circumstances of each shareholder and does not constitute tax advice. Accordingly, shareholders should seek their own professional advice in relation to their tax position.

Shareholders who are not Australian residents for tax purposes should seek specific advice in relation to the taxation consequences arising under the laws of their country of residence.

Directors' interests

As at the date of this Notice of Meeting, the following Directors have the following direct or indirect interest in shares in the Company:

Director	Number
Abigail Cheadle	-
Tim Hargreaves	278,312
John Murphy	4,960,185
Brian Bunker	18,915,987

No other material information

As required by the Corporations Act, the Company has set out in these Explanatory Notes, and any other information previously disclosed to shareholders, all information known to the Company that is material to the decision on how to vote on Item 3.

Recommendation

The Directors unanimously recommend that the shareholders vote in favour of the capital reduction.

4 Election of Abigail Cheadle

Ms Abigail Cheadle was appointed by the Board as a non-executive director of Shriro on 8 June 2020. ASX Listing Rule 14.4 and clause 8.1(d) of the Constitution, require a director to retire from office at the third AGM following the Company's annual general meeting at which the director was last elected or re-elected. Ms Cheadle will retire at the meeting and offers herself for election as a director.

Ms Cheadle is the chair of the Board and a member of the Remuneration and Nomination Committee and Audit, Risk and Compliance Committee.

Abigail is a Chartered Accountant with over 30 years' experience working in Australia, South East Asia, Jordan and Russia. Prior to her non-executive career, she was Chief Executive Officer of a technology platform and grew practices for KROLL, KordaMentha, Deloitte and Ernst & Young working in the areas of restructuring, (most notably growing a listed Indonesian finance company from US\$29m to US\$400m), forensic accounting, data analytics, and risk

management consulting. Abigail is currently a Non-Executive Director ('NED') and Remuneration and Nominations Committee Chair of Booktopia Group Ltd (ASX:BKG) and a NED and Audit and Risk Committee Chair of LGI Limited. Previously she was a NED of the following ASX listed companies: Novatti Group Limited (ASX:NVO), Isentia Group Limited (ASX:ISD), QANTM Intellectual Property Limited (ASX:QIP) and SurfStitch Group Limited (ASX:SRF).

Independence

Abigail Cheadle is an independent director.

Recommendation

The Directors (with Abigail Cheadle abstaining) unanimously recommend that shareholders vote in favour of Item 4, approving the election of Ms Abigail Cheadle as a director of the Company.

The Chair intends to vote all undirected proxies in favour of this resolution. If you appoint the Chair as your proxy and do not direct her how to vote, you are authorising and Chair to vote as the Chair sees fit. You acknowledge that the Chair may vote your proxy even though the Chair has an interest in the outcome of Item 4.

5 Grant of Performance Rights to Mr Tim Hargreaves

It is proposed that Mr Tim Hargreaves, the Managing Director and the Chief Executive Officer (**CEO**) of Shriro, be granted equity-based incentives in respect of FY24 in the form of performance rights (**Rights**) under Shriro's Equity Incentive Plan (**EIP**), which, if approved, will form the long-term incentive (**LTI**) component of Mr Hargreaves' FY24 remuneration. The Directors are of the view that equity-based incentives ensure there is alignment between satisfactory returns for shareholders and earnings for Mr Hargreaves as CEO.

Proposed FY24 LTI Grant

It is proposed that Mr Hargreaves be granted 372,965 Rights under the EIP.

The formula used to calculate the maximum total number of Rights to be granted to Mr Hargreaves is:

$$\frac{40\% \text{ of Mr Hargreaves' total fixed remuneration as at 1 July 2023 } (\$259,584)}{\text{Volume Weighted Average Price of shares over the consecutive 20 days trading period immediately preceding 1 July 2023 } (\$0.696 \text{ per share})} = 372,965 \text{ Rights.}$$

If certain performance hurdle (**Vesting Conditions**) are met over the three-year Performance Period (1 July 2023 to 30 June 2026) the Rights will vest as set out in the EIP rules and the conditions of the grant letter provided to Mr Hargreaves, the terms of which are outlined in **Annexure A**. The performance hurdle will be based on the compound annual growth rate (CAGR) of the Company's EPS meeting or exceeding an average EPS target over the Performance Period.

The performance hurdle relating to the rights issued to Tim Hargreaves is for the CAGR of the Company's earnings per share (EPS) over the Performance Period to be no less than 9.3 cents for the three years for 50% of the rights to vest (threshold performance) and no less than 10.2 cents for 100% of the rights to vest (target performance).

The percentage of Rights that vest, if any, will be determined by reference to the following vesting schedule.

Average CAGR of the Company's EPS over the period	% of Rights that Vest
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from 1 July 2023 to 30 June 2026	
Less than 5%	Nil
5% (threshold performance)	50%
Between 5% and 10%	Straight line pro rata Vesting between 50% and 100%
10% or above (target performance)	100%

Testing for achievement of the performance hurdle will occur shortly after the end of the Performance Period and preceding the release of the Company's full year audited results. Determination of achievement against the vesting conditions will be made by the Board or the Remuneration and Nomination Committee in its absolute discretion, having regard to any matters that it considers relevant. Any Rights which do not vest will lapse immediately.

Managing Directors' FY23 Remuneration

Mr Hargreaves' remuneration package for FY23 was:

- Total Fixed Employment Cost (TFEC) of \$624,000;
- Short term incentive of \$130,499; and
- Long term incentives of \$82,370; and
- Long Service Leave accrued of \$19,736.

The details of Mr Hargreaves remuneration are provided in the FY24 remuneration report.

Director Participation in Equity Incentive Plan

Mr Hargreaves is a director of Shiro and, as a result, any issue of Rights which may be satisfied through the issue of securities is required to be approved by the shareholders under the ASX Listing Rules.

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities to a director under an employee incentive scheme, unless certain exceptions apply. Mr Hargreaves is a director and, therefore, an ASX Listing Rule 10.14.1 party. Therefore, shareholder approval is sought for the purpose of Listing Rule 10.14 for Mr Hargreaves to participate in the FY23 LTI Grant under the EIP.

If shareholder approval is obtained, Shiro will proceed with the offer of the FY24 LTI Grant to Mr Hargreaves and, if accepted, proceed to issue the Rights. In addition, an issue of securities made with shareholder approval under Listing Rule 10.14 is excluded from the calculation of a company's placement capacity for the purposes of Listing Rule 7.1 (Listing Rule 7.2 Exception 14). Therefore, if approval is obtained for resolution 4, the issue of the Rights, and any issue of shares upon vesting of those Rights, will not be included in the calculation of the company's 15% placement capacity under Listing Rule 7.1.

If approval is not obtained, the Board will consider alternative approaches to rewarding Mr Hargreaves. This may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Rights would have been subject to, as previously described.

Managing Directors' LTI EIP Partition

Mr Hargreaves has previously been granted the following rights under the Company's EIP, with no consideration payable.

Effective Date of Issue	LTI Performance Rights	Vesting Date	Issue Price	Rights Vested
1 January 2016	66,022	31 December 2018	\$0.8178	Nil

1 January 2017	44,427	31 December 2019	\$1.2274	Nil
1 January 2018	150,000	31 December 2020	\$1.6000	Nil
1 January 2019	415,225	31 December 2021	\$0.5780	415,225
1 January 2020	359,281	31 December 2023	\$0.668	359,281
1 July 2021	208,423	30 June 2024	\$1.1515	tbc
1 July 2022	316,751	30 June 2025	\$0.788	tbc

If item 5 is approved:

- The Rights will be granted as soon as practicable after the AGM, but in any event, within 12 months of the AGM and will have an effective grant date of 1 July 2023;
- No loan will be provided by the Company in relation to the grant or exercise of the performance rights proposed to be provided to Mr Hargreaves;
- Details of any securities issued under the scheme will be published in the annual report of the entity 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; and
- 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 applies to this resolution, as set out in the Notice.

Recommendation

The Directors (with Mr Hargreaves abstaining) unanimously recommend that all shareholders vote in favour of Item 4, approving the grant of Rights to Mr Hargreaves.

Annexure A: Summary of the Terms of the FY24 LTI under the EIP

Term	Details										
Eligibility	<p>The Board determines the employees who are eligible to participate.</p> <p>Currently the EIP is open to executive KMP including Tim Hargreaves and the CFO.</p>										
Entitlement	<p>For the MD and CEO, 372,965 Rights, each being a Right to receive, subject to Vesting Conditions and upon exercise, the market value of one share which may be settled in shares or cash.</p> <p>If the Board elects to settle the Rights in shares, they may do so through the issue of new shares or purchase of shares on-market. The Rights do not carry voting or dividend rights unless and until settled in shares.</p>										
Grant date	<p>If shareholder approval is obtained, the Rights will be granted as soon as practicable after the AGM, but in any event, within 12 months of the AGM and will have an effective grant date of 1 July 2023.</p>										
Opportunity	<p>The number of Rights proposed to be granted to Mr Hargreaves for FY23 was determined by dividing the dollar value of Mr Hargreaves' long-term incentive (LTI) opportunity (being 40% of Mr Hargreaves' total fixed remuneration as at 1 July 2023 of \$648,960 by the Volume Weighted Average Price (VWAP) of shares over the consecutive 20 day trading period immediately preceding 1 July 2023.</p>										
Performance Period	<p>The FY24 LTI performance period is 3 years, commencing 1 July 2023 and ending 30 June 2026.</p>										
Vesting Conditions	<p>Vesting of Rights under the EIP will be subject to the satisfaction of specified vesting conditions.</p> <p>The vesting condition applicable to the proposed FY24 LTI Grant is based on the CAGR of the Company's EPS (defined as the earnings (net profit after tax (NPAT) generated by the Company attributable to each share on issue) target over the Performance Period.</p>										
Vesting schedules	<p>The proportion of Rights that may vest is to be determined by the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Board in its discretion considers appropriate:</p> <table border="1" data-bbox="582 1310 1342 1697"> <thead> <tr> <th>Average CAGR of the Company's EPS over the period from 1 July 2023 to 30 June 2026</th> <th>% of Rights that Vest</th> </tr> </thead> <tbody> <tr> <td>Less than 5%</td> <td>Nil</td> </tr> <tr> <td>5% (threshold performance)</td> <td>50%</td> </tr> <tr> <td>Between 5% and 10%</td> <td>Straight line pro rata Vesting between 50% and 100%</td> </tr> <tr> <td>10% or above (target performance)</td> <td>100%</td> </tr> </tbody> </table>	Average CAGR of the Company's EPS over the period from 1 July 2023 to 30 June 2026	% of Rights that Vest	Less than 5%	Nil	5% (threshold performance)	50%	Between 5% and 10%	Straight line pro rata Vesting between 50% and 100%	10% or above (target performance)	100%
Average CAGR of the Company's EPS over the period from 1 July 2023 to 30 June 2026	% of Rights that Vest										
Less than 5%	Nil										
5% (threshold performance)	50%										
Between 5% and 10%	Straight line pro rata Vesting between 50% and 100%										
10% or above (target performance)	100%										
Vesting	<p>Based on the applicable Vesting Conditions, the relevant number of Rights will vest and on exercise the Board will decide whether to settle the exercised Rights in cash or shares. It may be expected that exercised Rights will generally be settled in shares.</p> <p>No loan will be provided by the Company in relation to the grant or exercise of the performance rights proposed to be provided to Mr Hargreaves.</p>										
Restrictions on dealing	<p>Mr Hargreaves must not sell, transfer, encumber, hedge or otherwise deal with the Rights.</p> <p>shares allocated on vesting may be dealt with subject to the</p>										

	requirements of the Company's Policy for Dealing in Securities.
Cessation of employment	<p>The Board will determine, subject to compliance with applicable law, the treatment of Rights if a participant ceases to be employed by Shriro prior to the vesting of a Right.</p> <p>Generally, if a participant ceases to be an employee of the Group due to termination for cause or resignation and the notice period will not be served, Rights which are not yet vested will be forfeited.</p> <p>If Mr Hargreaves ceases to be an employee of the Shriro Group due to resignation and the notice period will be served or due to redundancy, Rights which are not vested will be forfeited on a pro-rata basis (calculated by reference to the portion of the Performance Period that has elapsed) subject always to the Board's discretion to determine otherwise.</p>
Change of control	In the event of a change of control event as defined in the EIP Rules, all unvested Rights which were granted in the first year of the Performance Period will lapse based on the proportion that the remainder of the first year of the Performance Period bears to a full year from that event. Other Rights may lapse or vest at the Board's discretion.
EIP Rules	The Equity Incentive Plan rules (EIP Rules) are available in the corporate governance section of the Shriro website (https://www.shriro.com.au/investor/corporate_governance)



Shriro Holdings Limited

ACN 605 279 329

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Shriro Holdings 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: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Shriro Holdings Limited and entitled to participate in 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 of the person or body corporate you are appointing as your proxy

STEP 1

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 Thursday, 26 October 2023 at Hall Chadwick Level 40, 2 Park Street Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 & 5: 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 2 & 5, 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

STEP 2

Resolutions

For Against Abstain*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Approval of Capital Reduction

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Election of Director – Abigail Cheadle

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Grant of Performance Rights to Mr Tim Hargreaves, CEO

<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).

STEP 3

SHM PRX2301C



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 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 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 according to the instructions set out 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 participate in 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:

- 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
- 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 Tuesday, 24 October 2023**, 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

<https://investorcentre.linkgroup.com>

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Shriro Holdings 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)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**