



RAPTIS GROUP LIMITED

ABN 43 010 472 858

16 October 2023

Dear Sir/Madam

Raptis Group Limited - Notice to Shareholders
Annual General Meeting

Level 16
1 Market Street
Sydney 2000



PO Box 25
Surfers Paradise
Queensland 4217
Australia
Tel (07) 5628 0474

Thank you for your support of the company.

Attached to this letter is our notice of meeting for our Annual General Meeting to be held via videoconference on 21 November 2023 at 2.30pm (AEST). You will be able to join us from your device by accessing the web address below on that day at that time.

<https://bit.ly/3LRazU0>

If you are unable to attend, you may wish to complete the proxy form which is attached together with instructions and explanations of the business of the meeting.

Yours faithfully
Raptis Group Limited

James Raptis
Chairman



RAPTIS GROUP LIMITED

ACN 010 472 858

Notice of Annual General Meeting

21 November 2023 2.30 pm

Level 3, 25 Elkhorn Avenue

Surfers Paradise 4217

ORDINARY BUSINESS

To consider and if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 1 – Remuneration report

“That the Remuneration Report for the year ended 30 June 2023 be adopted”

Resolution 2 – Re-election of Helen Raptis

“That Mrs Helen Raptis, who retires by rotation in accordance with rule 12.9 of the Constitution, and being eligible, be re-elected as a Director of the Company.”

By order of the Board
Dated 16 October 2023

Malcolm Cory
Company Secretary

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting ("Notice") of Raptis Group Limited ("the Company") to be held at 2.30pm (AEST) on 21 November 2023.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the year ended 30 June 2023 form part of the Annual Report that will be presented to the meeting for review and discussion. The Company's auditor will also be present to answer appropriate questions. Consideration of the Audited Financial Statements does not require a resolution.

RESOLUTION 1 – REMUNERATION REPORT

The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

A resolution for adoption of the remuneration report is required to be considered and voted on in accordance with the Corporations Act. The Corporations Act sets out that this vote is advisory only and does not bind the Directors or the Company. Shareholders will be given reasonable opportunity to ask questions or comment on the Remuneration Report.

The Corporations Act provides that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill" resolution) that another meeting be held within 90 days at which all the directors (other than the Managing Director) who were in office at the date of the approval of the applicable Directors' Report must stand for re-election.

It is noted however that, no remuneration was paid to Directors or Executives in the period.

Directors remuneration

No remuneration has been paid to key management personnel or Directors during the year. Entities associated with Mr James Raptis have provided during the year administration and development personnel at no cost to the company. This arrangement is to continue to 30 November 2023.

Voting Exclusion Statement

The Company will disregard any votes cast by any Director and other key management personnel of the Company and their closely related parties. However, the Company need not disregard a vote if:

It is cast by a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on that resolution but expressly authorises the person chairing the meeting to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The person chairing the meeting intends to vote all available proxies in favour of the resolution.

For the purposes of this voting exclusion, “key management personnel” are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company Remuneration Report for the financial year ended 30 June 2023 identifies the Company’s key management personnel for the financial year. Their “closely related parties” are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Resolution 2 – Re-election of Helen Raptis

Rule 12.9 of the Company’s Constitution requires that one third of the Directors retire at each annual general meeting and may stand for re-election by Shareholders. Accordingly, Mrs Helen Raptis retires at the meeting and being eligible, offers herself for re-election as a Director.

Mrs Helen Raptis (age 66)

Helen has worked with Raptis Group since 2002 she is a qualified teacher and her experience includes property investment, marketing and event management. She was appointed to the board on 19 June 2009.

GLOSSARY

AGM or Annual General Meeting means the meeting convened by the Notice of Meeting.

Company means Raptis Group Limited ACN 010 472 858.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting means the notice of meeting including the explanatory statement.

Remuneration Report means the report on remuneration of Key Management Personnel contained within the Directors' Reports for the year ended 30 June 2023.

Resolution means a resolution set out in the Notice of Meeting.

Shareholder means the holder of a Share.




16 October 2023

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 registrydirect.com.au/investor



PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Raptis Group Limited (ABN 43 010 472 858) to be held at 2:30 p.m. AEDT on Tuesday, 21 November 2023 at Level 3 25 Elkhorn Avenue Surfers Paradise Qld 4217 and at any adjournment or postponement of the meeting. This form must be completed and returned by 2:30 p.m. AEDT on Sunday, 19 November 2023.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Raptis Group Limited and entitled to attend and vote hereby appoint:

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the Chairperson of
the Meeting (mark
box with 'X')

OR

Write here the name of the person (or body corporate)
you are appointing if this person is someone other than
the Chairperson of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairperson of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Raptis Group Limited to be held at 2:30 p.m. AEDT on Tuesday, 21 November 2023 at Level 3 25 Elkhorn Avenue Surfers Paradise Qld 4217 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

I/We acknowledge, if the Chairperson of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairperson of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairperson of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

REMUNERATION REPORT

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairperson's voting intention: **Abstain**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

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Note: Please refer to the attached Explanatory Statement for the Voting Exclusion Statement in relation to this resolution. The Chairman intends to vote all undirected proxies in favour of the resolution.

Resolution 2

RE-ELECTION OF HELEN RAPTIS

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairperson's voting intention: **Abstain**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

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Note: The Chairman intends to vote all undirected proxies in favour of the resolution.

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:


When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:

EMAIL:

 mail@nextregistries.com.au

POST:

 Level 22 2 Market Street
Sydney NSW 2000

FAX:

 +61 2 9251 7138