

23 October 2023

Dear Shareholder,

On behalf of the Board of Booktopia Group Limited (**Company**), I am pleased to invite you to attend the 2023 Annual General Meeting (**Meeting**) of the Company. Enclosed is the Notice of Meeting setting out the business of the Meeting.

Attendance at the Meeting

The Company's 2023 AGM will be held in person on **Friday, 24 November 2023** commencing at **midday 12.00pm** (Sydney time) at the Company's office, Level 6, 1A Homebush Bay Drive, Rhodes NSW 2138. If you are unable to attend the Meeting in person, you can still view the Meeting proceedings (but not participate in the Meeting) on our live webcast at meet.google.com/uon-mkxa-gob.

Shareholder questions

If you are attending the Meeting in person, you will be able to ask a question at the Meeting. If you are not able to attend the Meeting in person, you are able to submit your question in advance of the Meeting by logging onto www.linkmarketservices.com.au, selecting 'Voting' then clicking 'Ask a Question'. I will respond to as many questions as possible at the Meeting. Please note individual responses will not be provided.

Voting

If you are attending the Meeting in person, you will be able to vote at the Meeting.

All Proxy Forms must be received by the share registry no later than midday 12.00pm (Sydney time) on Wednesday, 22 November 2023 in one of the ways specified in the Notice of Meeting and Proxy Form.

Proceedings at the Meeting

At the Meeting, the Chief Executive Officer, David Nenke, and I will comment briefly on the performance of the Company during the year ended 30 June 2023. For further information, please also refer to the 2023 Annual Report, which is available on [the Company's website](#).

Thank you for your continued support of the Company and I look forward to your attendance at the 2023 AGM.

Yours sincerely,



Peter George
Chair

Booktopia Group Limited
ABN 14 612 421 388

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Booktopia Group Limited (**Company**) will be held in person as follows:

Date: Friday, 24 November 2023
Time: Midday 12.00pm (Sydney time)
Venue: Booktopia Office
Level 6, 1A Homebush Bay Drive
Rhodes NSW 2138

If you are unable to attend the Meeting in person, you can still view the Meeting proceedings (but not participate in the Meeting) on our live webcast at meet.google.com/uon-mkxa-gob.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Entitlement to Attend and Vote section form part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Company's 2023 Annual Report, which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

All Shareholders can view the Company's 2023 Annual Report on the Company's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

Shareholders are not required to vote on this item.

B. QUESTIONS AND COMMENTS

Following consideration of the Company's 2023 Annual Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about and make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external auditor, Deloitte Touche Tomatsu (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for Shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

C. RESOLUTIONS FOR APPROVAL

Resolution 1. Re-Election of Director – Peter George

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Peter George, who retires and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 2. Re-Election of Director – Abigail Cheadle

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Abigail Cheadle, who retires and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 3. Re-Election of Director – Stephen Ezekiel

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Stephen Ezekiel, who retires and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 4. Re-Election of Director – Paul Welch

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Paul Welch, who retires and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 5. Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That, in accordance with section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s Remuneration Report for the financial year ended 30 June 2023, as set out in the Directors’ Report, be adopted.”

Note: The Remuneration Report is set out in the 2023 Annual Report (available at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by or on behalf of a KMP named in the Remuneration Report for the year ended 30 June 2023, or that KMP’s Closely Related parties, regardless of the capacity in which the vote is cast.

However, the Company will not disregard a vote cast as proxy for a person entitled to vote on Resolution 5:

- a. in accordance with a direction as to how to vote on the proxy form; or
- b. by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy, even though Resolution 5 is connected directly or indirectly with the remuneration of a KMP.

Resolution 6. Appointment of RSM Australia Partners as Auditor

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, RSM Australia Partners having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as the Auditor of Booktopia Group Limited.”

Resolution 7. Approval to issue securities under the Long Term Incentive Plan

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of exception 13 of ASX Listing Rule 7.2 and for all other purposes, the issue of securities under the Long Term Incentive Plan, as described in the Explanatory Memorandum, be approved.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a. any person who is eligible to participate in the Long Term Incentive Plan; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way;
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or
- c. a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - ii. the Shareholder votes on Resolution 7 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 7 as a proxy by a person who is a KMP at the date of the Meeting, or a Closely Related Party of those persons where the proxy appointment does not specify the way the proxy is to vote on the Resolution, unless:

- a. the proxy is the Chair of the Meeting; and
- b. the proxy appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP.

Resolution 8. Renewal of Proportional Takeover Provisions

To consider and, if thought fit, pass the following as a **special resolution** of the Company:

“That, the proportional takeover provisions in Rule 6 of the Company’s constitution, as set out in Attachment A of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed.”

BY ORDER OF THE BOARD

A handwritten signature in blue ink, consisting of a vertical line on the left, a horizontal line at the bottom, and a diagonal line on the right that curves upwards.

Alistair Clarkson
Company Secretary
23 October 2023

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered Shareholders as at 7:00 pm (Sydney time) on Wednesday, 22 November 2023 will be entitled to attend and vote at the Meeting as a Shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

Eligible Shareholders are encouraged to attend the Meeting. If unable to attend, Shareholders may appoint a proxy to attend and vote for them.

A proxy may, but need not be, a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

A proxy form and reply-paid envelope have been included for Shareholders with this Notice of Meeting. Proxy voting instructions are provided on the proxy form.

Shareholders who wish to direct a proxy how to vote on a Resolution must place a mark (i.e. a cross 'X') in the appropriate box on the proxy form.

To be effective, the proxy must be received at the Share Registry of the Company no later than **midday 12:00pm (Sydney time) on Wednesday 22 November 2023**. Proxies must be received before that time by one of the following methods:

Online (preferred method): www.linkmarketservices.com.au

By post: Booktopia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: (02) 9287 0303 (within Australia)
+61 2 9287 0303 (from outside Australia)

By delivery in person: Link Market Services Limited*
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150
*during business hours Monday to Friday (9:00am to 5:00pm)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than midday 12:00pm (Sydney time) on Wednesday, 22 November 2023.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should provide the Share Registry with a properly executed letter or other document confirming its authority to act as the company's representative prior to the Meeting. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Share Registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 5 or 7, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of a KMP.

VOTING AT THE MEETING

Voting on each of the proposed Resolutions at the Meeting will be conducted by a poll.

A proxy may decide whether to vote on any motion except where required by law or the Constitution (as amended from time to time) to abstain in their capacity as proxy. If a proxy is directed to vote on an agenda item, he or she may vote only in accordance with the direction. If a proxy is not directed how to vote on an agenda item, he or she may vote as the proxy thinks fit.

If a Shareholder appoints the Chair of the Meeting as that Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Shareholder expressly authorises the Chair to vote, and the Chair will vote, as proxy for that Shareholder, in favour of that item. If the Shareholder wishes to appoint the Chair as proxy with a direction to vote for, against or abstain from voting on an item, the Shareholder should specify this on the proxy form.

To vote in person, you will need to attend the Meeting on the date and at the place set out above.

SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders will be given a reasonable opportunity during the Meeting to ask questions or make comments in relation to the business of the Meeting. Please note that only Shareholders or their appointed proxies may ask questions in person during the Meeting.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question', or alternatively email the Company Secretary at alistairc@booktopia.com.au.

Please submit any questions by 10:00am (Sydney time) on Friday, 17 November 2023 by one of the methods above. Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

CONDUCT OF MEETING

The Company is committed to ensuring that the Meeting is conducted in a manner which provides the Shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally. The Company will not allow conduct at the Meeting which is discourteous to those who are present at the Meeting, or which in any way disrupts or interferes with the proper conduct of the Meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Meeting to be held at midday 12.00pm (Sydney time) on Friday, 24 November 2023.

The Board recommends that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions.

Subject to the abstentions noted below, the Board recommends Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of each Resolution.

Resolutions 1 to 4 and Resolutions 6 to 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on these Resolutions.

Resolution 5, relating to the Remuneration Report, is also an ordinary resolution but is advisory only and does not bind the Directors or the Company.

Resolutions 8 is a special resolution which require at least 75% of the votes cast by Shareholders entitled to vote on the Resolution and who vote at the Meeting in person or by proxy, to vote in favour of the Resolution.

Resolution 1. Re-Election of Director – Peter George

Peter George was appointed to the Company's Board as a non-executive Chair on 1 December 2022 pursuant to Rule 8.1(b) of the Company's Constitution (that is, as a casual vacancy). ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Therefore, in accordance with the Constitution, Peter retires from office at the conclusion of the Meeting and is eligible for re-election as a Director of the Company. If Shareholders do not approve the re-election of Peter, then he will cease to be a director at the conclusion of the Meeting.

Prior to Peter's appointment, the Company completed several background and screening checks including in relation to Peter's character, experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Peter is an experienced executive and non-executive Director and public company executive with an extensive background in telecommunications, media and corporate finance.

Peter has a B.Com/LLB degree from the University of New South Wales, Sydney.

He is currently Executive Chairman of ASX-listed Retail Food Group Limited (ASX: RFG), a position he has held since 2018. He will retain this position while undertaking duties for the Company.

As an executive, he led the restructuring and merger of listed print, media and digital services provider PMP Limited as Managing Director from 2012 to 2017 and was Executive Chairman of Nylex Limited from 2004 to 2008.

He was also a non-executive Director and Chair of the Audit and Risk Committee of Asciano Limited from 2007 to 2016 and spent four years on the Board of Optus.

Prior to submitting himself for re-election, Peter has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

If Resolution 1 is passed, Peter George will be re-elected as a Director with effect on and from the conclusion of the Meeting.

If Resolution 1 is not passed, Peter George will not be re-elected as a Director.

The Board supports the re-election of Peter as he will contribute to the Board's significant re-structuring and executive experience, as well as deep capability in leadership, strategy and transformation.

Resolution 1 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Board Recommendation:

The Directors, with Mr Peter George abstaining, unanimously recommend Shareholders vote in favour of this Resolution 1.

Resolution 2. Re-Election of Director – Abigail Cheadle

Abigail Cheadle was appointed to the Company's Board as a Non-Executive Director on 12 December 2022 pursuant to Rule 8.1(b) of the Company's Constitution (that is, as a casual vacancy). ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Therefore, in accordance with the Constitution, Abigail retires from office at the conclusion of the Meeting and is eligible for re-election as a Director of the Company. If Shareholders do not approve the re-election of Abigail, then she will cease to be a director at the conclusion of the Meeting.

Prior to Abigail's appointment, the Company completed several background and screening checks including in relation to Abigail's character, experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Abigail holds a Bachelor of Business from the Queensland University of Technology.

Abigail is a Chartered Accountant, corporate strategist and risk management expert with more than 30 years of experience working across Asia, Europe, the Middle East, and Australia.

She has previously worked as a senior executive with leading advisory firms, including EY, Deloitte, and KordaMentha, and in recent years has become a professional company director working across a range of different sectors and industries, including consumer goods, technology and renewables.

She has been a director of seven ASX-listed boards to date, including former roles with online clothing platform, SurfStitch (ASX: SRF), patent attorneys, Qantm (ASX: QIP), payments platform, Novatti (ASX: NOV) and media intelligence and data technology company, Isentia (ASX: ISD). Her current ASX board appointments include:

- Chair and Non-Executive Director– Shriro Holdings Limited (ASX: SHM)
- Non-Executive Director and Audit and Risk Committee Chair – LGI Ltd (ASX: LGI)

Prior to submitting herself for re-election, Abigail has confirmed that she will continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

If Resolution 2 is passed, Abigail Cheadle will be re-elected as a Director with effect on and from the conclusion of the Meeting.

If Resolution 2 is not passed, Abigail Cheadle will not be re-elected as a Director.

The Board supports the re-election of Abigail as she will contribute to the Board's significant strategy and risk management expertise.

Resolution 2 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Board Recommendation:

The Directors, with Ms Abigail Cheadle abstaining, unanimously recommend Shareholders vote in favour of this Resolution 2.

Resolution 3. Re-Election of Director – Stephen Ezekiel

Stephen Ezekiel was appointed to the Company's Board as a Non-Executive Director on 12 December 2022 pursuant to Rule 8.1(b) of the Company's Constitution (that is, as a casual vacancy). ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Therefore, in accordance with the Constitution, Stephen retires from office at the conclusion of the Meeting and is eligible for re-election as a Director of the Company. If Shareholders do not approve the re-election of Stephen, then he will cease to be a director at the conclusion of the Meeting.

Prior to Stephen's appointment, the Company completed several background and screening checks including in relation to Stephen's character, experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Stephen is the Chairman and CEO of Hong Kong-based private credit firm Sammasan Capital. He has over 25 years of experience in leadership positions in the financial services, private equity and media/telecom sectors. He serves as an independent board director to luxury crystal manufacturer Baccarat S.A and is a director of private members club 70 North.

As an executive, Stephen was part of the GE Capital Asia leadership team, where he was instrumental in establishing GE Capital's structured lending business in Asia. He was previously the CEO of GE Capital Hong Kong and Singapore & Commercial Distribution Finance. He was also the head of GE Equity Asia, GE Capital's private equity arm.

Stephen founded and led the GE Capital Asia businesses focusing on leveraged & sponsor finance, corporate lending, corporate aircraft finance and commercial distribution finance (i.e. distributor, dealer and channel financing).

Before 2001, Stephen was a lawyer in a variety of private practice and in-house roles in Sydney, Hong Kong and Tokyo, including working for British Telecom from 1997-2001 as lead M&A counsel for Asia. Stephen has a B.Com/LLB degree from the University of New South Wales, Sydney.

Prior to submitting himself for re-election, Stephen has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

If Resolution 3 is passed, Stephen Ezekiel will be re-elected as a Director with effect on and from the conclusion of the Meeting.

If Resolution 3 is not passed, Stephen Ezekiel will not be re-elected as a Director.

The Board supports the re-election of Stephen as he will contribute to the Board's significant re-structuring and finance experience.

Resolution 3 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Board Recommendation:

The Directors, with Mr Stephen Ezekiel abstaining, unanimously recommend Shareholders vote in favour of this Resolution 3.

Resolution 4. Election of Director – Paul Welch

Paul Welch was appointed to the Company's Board as a Non-Executive Director on 27 March 2023 pursuant to Rule 8.1(b) of the Company's Constitution (that is, as a casual vacancy). ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Therefore, in accordance with the Constitution, Paul retires from office at the conclusion of the Meeting and is eligible for re-election as a Director of the Company. If shareholders do not approve the re-election of Paul, then he will cease to be a director at the conclusion of the Meeting.

Prior to Paul's appointment, the Company completed several background and screening checks including in relation to Paul's character, experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Paul is a Commercial, Governance & Strategy Advisor and has over 25 years' of commercial experience in the technology sector having advised a broad array of growing and established businesses in Australia and Silicon Valley. Paul continues to advise a number of businesses and entrepreneurs in both a governance and advisory capacity.

Paul is also a qualified solicitor, a Fellow of the Governance Institute of Australia and a Registered Tax Agent. Paul was previously Chief Executive Officer of JR Richards & Sons, a waste management business until April 2022 and is currently a Non-Executive Director of that company. Paul was previously a partner at PricewaterhouseCoopers Australia, Baker McKenzie and Deloitte Australia.

Paul holds a Masters of Law & Legal Practice and a Master of Laws from the University of Technology, Sydney and a Bachelor of Commerce (Acc) from the University of Western Sydney.

Prior to submitting himself for re-election, Paul has confirmed that he will continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

If Resolution 4 is passed, Paul Welch will be re-elected as a Director with effect on and from the conclusion of the Meeting.

If Resolution 4 is not passed, Paul Welch will not be re-elected as a Director.

The Board supports the re-election of Paul as he will contribute to the Board significant re-structuring and finance experience.

Resolution 4 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Board Recommendation:

The Directors, with Mr Paul Welch abstaining, unanimously recommend that Shareholders vote in favour of this Resolution 4.

Resolution 5. Remuneration Report

In accordance with section 250R(2) of the Corporations Act, listed entities are required to put to Shareholders at the annual general meeting a resolution that the Company's Remuneration Report be adopted. Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the 2023 Annual Report which is available on the Company's website at <https://investors.booktopia.com.au/investor-centre/?page=annual-reports>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting exclusion statement:

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

Board Recommendation:

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of this Resolution 5.

Resolution 6. Appointment of RSM Australia Partners as Auditor

RSM Australia Partners will be appointed auditor of the Company on a date to be determined. ASIC consented on 17 October 2023 to the resignation of Deloitte Touche Tomatsu, the Company's current

auditor with its resignation to take effect at the next AGM held by the Company. Under section 327B(1)(b) of the Corporations Act, Deloitte Touche Tomatsu holds office until the Meeting and requires the Company to appoint an auditor to fill any vacancy in the office of the auditor at each subsequent AGM. RSM Australia Partners has given, and has not withdrawn, its consent to act as external auditor of the Company.

In accordance with section 328B(1) of the Act, notice in writing nominating RSM Australia Partners as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment B to this Notice.

Board Recommendation:

The Directors unanimously recommend Shareholders vote in favour of this Resolution 6.

Resolution 7: Approval to issue securities under the Long Term Incentive Plan

ASX Listing Rule 7.1 and exception 13 of ASX Listing Rule 7.2

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to issue, without the approval of its shareholders, over any 12-month period to 15% of the Shares it had on issue at the start of that period.

Exception 13 of ASX Listing Rule 7.2 provides an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme is not calculated as part of the 15% limitation if, within three years before the issue date:

- in the case of an employee incentive scheme established before the entity was listed, a summary of the terms of the employee incentive scheme and the maximum number of equity securities proposed to be issued under the employee incentive scheme were set out in the prospectus; or
- the Shareholders approved the issue of equity securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

The Long Term Incentive Plan is an “employee incentive scheme” for the purposes of exception 13 of ASX Listing Rule 7.2. A summary of the terms of the Long Term Incentive Plan was set out in the Company’s prospectus released to ASX on 2 November 2020. The Company was admitted to the official list of the ASX on 2 December 2020 and this is the first time since the Company’s listing on the ASX that Shareholders are being asked to approve the issue of equity securities under the Long Term Incentive Plan.

If Resolution 7 is passed, any issue of equity securities under the Long Term Incentive Plan during the three-year period after the Meeting will be excluded from the calculation of the maximum number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1. Any issue of equity securities under the Long Term Incentive Plan to Directors and their Associates, who are deemed to be Related Parties of the Company, will require separate Shareholder approval under ASX Listing Rule 10.14.

If Resolution 7 is not passed, the issue of equity securities under the Long Term Incentive Plan will be included in the calculation of the Company’s 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the issue of the equity securities.

To this end, Shareholder approval is being sought for the issue of equity securities under the Long Term Incentive Plan over the three-year period from the date of the Meeting.

Information required by ASX Listing Rule 7.2

The Long Term Incentive Plan seeks to assist in the motivation, retention and reward of senior executives and other employees that may be invited to participate in the Long Term Incentive Plan from time to time. The Long Term Incentive Plan is designed to align the interests of employees with the interests of Shareholders by providing an opportunity for employees to receive an equity interest in the Company.

The Long Term Incentive Plan provides flexibility for the Company to grant Options or Performance Rights as incentives, subject to the terms of individual offers and the satisfaction of vesting conditions determined by the Board from time to time.

For the purposes of ASX Listing Rule 7.2 exception 13, the following information is provided:

- A total of 2,734,068 equity securities have been issued under the Long Term Incentive Plan since the Company listed on the ASX in 2 December 2020.
- Subject to Shareholder approval of Resolution 7, the maximum number of equity securities proposed to be issued under the Long Term Incentive Plan over the three-year period following the date of the Meeting is 11,410,255 equity securities. This maximum number is not intended to be a prediction of the actual number of equity securities to be issued under the Long Term Incentive Plan, rather it is intended to be a ceiling on the number of equity securities approved to be issued under the Long Term Incentive Plan and for the purposes of exception 13 of ASX Listing Rule 7.2 without further Shareholder approval.
- A voting exclusion statement with respect to Resolution 7 is included in the Notice of Meeting.

A summary of the key terms of the Long Term Incentive Plan is set out in Attachment C.

Board Recommendation:

The Directors unanimously recommend Shareholders vote in favour of this Resolution 7.

Resolution 8: Renewal of Proportional Takeover Provisions

Rule 6 of the Constitution, as set out in Attachment A, provides that the Company must not register a transfer of Shares which would give effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid unless the Shareholders approve the offer at a general meeting.

Under the Corporations Act and Rule 6.4 of the Constitution, Rules 6.1 to 6.4 cease to have effect at the end of three years commencing, where those rules have not been renewed, on the date that those rules were adopted by the Company or, where those rules have been renewed, on the date that those rules were last renewed. Rule 6 has not been renewed since the Company listed on the ASX on 3 December 2020.

Accordingly, a special resolution is being put to Shareholders to renew Rule 6 of the Constitution.

If Resolution 9 is passed, Rule 6 will be renewed and will operate on the same basis as the existing Rule 6 for a period of three years from the date of the Meeting.

The Corporations Act requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

Why are the proportional takeover approval provisions required?

A proportional takeover bid means that control of a company may pass without shareholders having the chance to sell all of their shares to the bidder. In addition, this means the bidder may take control of a company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Corporations Act permits a company, in certain circumstances, to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote at a general meeting on whether to accept or reject the offer.

The majority decision of shareholders present and voting at the meeting will be binding on all shareholders.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle, and it may ensure that any partial offer is appropriately priced.

If the offer does proceed, individual shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, Rule 6 of the Constitution requires the Directors to convene a meeting of Shareholders to vote on a resolution to approve the bid at least 14 days before the last day of the bid period. The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote, but the bidder and its Associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the bid is approved (or taken to have been approved), the transfers must be registered provided they comply with the Corporations Act and the Constitution.

If the resolution is not voted on before the 14-day deadline specified in the Corporations Act, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years after the date of their renewal which is sought under Resolution 9. The provisions may be renewed or reinserted upon expiry of the initial three-year period, but only by way of a special resolution passed by Shareholders.

No present acquisition proposals

At the date this Notice of Meeting was prepared, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

While the renewal of Rule 6 of the Constitution will allow the Board to ascertain Shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Shareholders include:

- the provisions give all Shareholders (other than the offeror and its Associates) an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables Shareholders to decide whether or not to accept the offer;

- the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- the provisions may assist Shareholders in not being locked-in to a minority interest in the Company;
- the provisions may increase Shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent Shareholders; and
- knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the bid and whether to approve or reject that bid.

The potential disadvantages for shareholders include:

- proportional takeover bids for Shares in the Company may be discouraged and may reduce any speculative element in the market price of the Company's Shares arising from a takeover offer being made;
- Shareholders may lose an opportunity of selling some of their Shares at a premium;
- the chance of a proportional takeover bid being successful may be reduced due to the delay, cost and uncertainty in convening a general meeting; and
- the renewal of Rule 6 of the Constitution may also be considered an additional restriction on the ability of Shareholders to deal freely with their Shares.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Board Recommendation:

The Directors unanimously recommend Shareholders vote in favour of this Resolution 8.

GLOSSARY

2023 Annual Report	means the 2023 Annual Report to Shareholders for the period ended 30 June 2023, as lodged by the Company with the ASX on 23 October 2023.
ASIC	means the Australian Securities Investments Commission.
Associate	has the meaning given to that term in ASX Listing Rule 19.12.
ASX	ASX Limited ACN 008 624 691 or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the official listing rules of the ASX, as amended or waived from time to time.
Board	means the Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Chair	means the chairperson of the Meeting.
Closely Related Party	has the meaning given to that term in section 9 of the Corporations Act.
Company	means Booktopia Group Limited ACN 612 421 388.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum accompanying this Notice of Meeting.
Group	means the Company and each of its Subsidiaries.
Invitation Letter	means an invitation letter to an employee of the Group made by the Board to participate in a grant of Options or Performance Rights in accordance with the Long Term Incentive Plan.
KMP	means a member of the key management personnel of the Company named in the Company's Remuneration Report for the year ended 30 June 2023.
Long Term Incentive Plan	means the Company's Long Term Incentive Plan as announced to the ASX on 2 December 2020, the terms of which are set out in the Explanatory Memorandum.
Meeting	means the annual general meeting of Shareholders of the Company convened by this Notice of Meeting.
Notice of Meeting	means this notice of annual general meeting, including the Explanatory Memorandum.
Option	means an option to acquire one Share in accordance with the Long Term Incentive Plan.
Performance Right	means the right to acquire one Share in accordance with the Long Term Incentive Plan, including a share right which is conditional only on time and continued service and not on achievement of any performance condition.
Related Party	has the meaning to that term in the Corporations Act or the ASX Listing Rules (as appropriate).
Remuneration Report	means the remuneration report as set out in the 2023 Annual Report.
Resolution	means a resolution referred to in this Notice of Meeting.
Reports	means the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Link Market Services Limited.
Shareholder	means a person who holds Shares in the Company.

Subsidiary has the meaning given to that term in section 9 of the Corporations Act.
Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Extract of Rule 6 of Constitution**6 Plebiscite to approve proportional takeover bids**

6.1 Definitions

The meanings of the terms used in this rule 6 are set out below.

Term	Meaning
Approving Resolution	in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 6.3.
Approving Resolution Deadline	in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	a takeover bid that is made or purports to be made under section 618(1)(b) of the Act in respect of securities included in a class of securities in the company.
Relevant Class	in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

6.2 Transfers not to be registered

Despite rules 5.1(c) and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 6.3.

6.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the Board must:
- (1) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
 - (2) ensure that the resolution is voted on in accordance with this rule 6.3, before the Approving Resolution Deadline.
- (b) The provisions of this constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 6.3(a), as if that meeting were a general meeting of the company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.

- (d) Subject to rule 6.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on in accordance with this rule 6.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 6.3 on the Approving Resolution Deadline.

6.4 Sunset

Rules 6.1, 6.2 and 6.3, cease to have effect at the end of 3 years beginning:

- (a) where those rules have not been renewed in accordance with the Act, on the date that those rules were adopted by the company; or
- (b) where those rules have been renewed in accordance with the Act, on the date those rules were last renewed.

Notice of Nomination of Auditor

9 October 2023

The Directors
Booktopia Group Limited
Level 6, 1A Homebush Bay Drive
Rhodes NSW 2138

Dear Directors,

Nomination of RSM Australia Partners as Auditor of Booktopia Group Limited (ABN 14 612 421 388)

I, Fiona Levens, being a shareholder of Booktopia Group Limited, nominate RSM Australia Partners for the appointment as auditor of Booktopia Group Limited at its 2021 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2023 Annual General Meeting of Booktopia Group Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



Fiona Levens

Key Terms of the Long Term Incentive Plan

The key terms of the Long Term Incentive Plan are as follows:

Term	Description
Eligibility	The Board may, from time to time, invite employees of the Group (including a Director employed in an executive capacity) (Participant) to participate in a grant of Options or Performance Rights in accordance with the Long Term Incentive Plan rules and upon such additional terms as the Board determines.
Award	<p>An award under the Long Term Incentive Plan is the grant of an Option or a Performance Right to a Participant on the terms and conditions of the Invitation Letter.</p> <p>The Board has discretion to set out in the Invitation Letter the terms and conditions on which it will offer the Options and/or Performance Rights under the Long Term Incentive Plan rules, including any vesting conditions, the exercise date, amount payable on exercise and details of when the Options and/or Performance Rights may lapse.</p>
Restrictions on dealing	An Option or Performance Right granted under the Long Term Incentive Plan is only transferable with the prior consent of the Board or as required by law to the Participant's representative upon death of the Participant, or to the Participant's trustee upon the Participant's bankruptcy.
Vesting	Each Option or Performance Right will vest on the date specified in the Invitation Letter, subject to satisfaction or waiver of any vesting conditions attaching to the relevant Option or Performance Right.
Exercise	Once vested, Options may be exercised by the Participant during the exercise period specified in the Invitation Letter. In the case of Performance Rights, once vested, the Participant will be automatically allocated Shares.
Lapse	<p>An unvested Option or Performance Right issued under the Long Term Incentive Plan will lapse upon the earliest of:</p> <ul style="list-style-type: none"> • the date or circumstance specified in the Invitation Letter; • the Participant dealing with the Option or Performance Right, which is prohibited under the Long Term Incentive Plan; • the Option or Performance Right lapsing in accordance with clause 4 of the Long Term Incentive Plan; • the Participant's failure to meet the vesting conditions attaching to the Option or Performance Right within the specified period; or • where, in the opinion of the Board, a Participant has acted fraudulently or dishonestly.
Shares	<p>On vesting of a Performance Right or exercise of an Option, the Company must, at the discretion of the Board, allocate a Share to the Participant or, if permitted by the terms of the Option or Performance Right specified in the Invitation Letter, make a cash payment to the Participant in lieu of an allocation of Shares.</p> <p>Any Shares issued under the Long Term Incentive Plan will rank equally in all respects with other Shares, except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.</p>
Cessation of employment	<p>Subject to the terms and conditions in the Invitation Letter:</p> <ul style="list-style-type: none"> • if the Participant ceases employment within the Group due to resignation or dismissal, then: <ul style="list-style-type: none"> ○ the Participant's unvested Options and/or Performance Rights lapse; and ○ any Option or Performance Right which has vested will not lapse, unless the Board determines otherwise;

- if the Participant ceases employment within the Group for any reason other than resignation or dismissal, then:
 - a pro-rata number of the Participant's Options and/or Performance Rights will not vest or lapse and the terms and conditions under the Long Term Incentive Plan and Invitation letter will continue to apply, except that any continuous service requirement will be waived;
 - the balance of the Participant's unvested Options and/or Performance Rights will lapse; and
 - any Option and/or Performance Right which has vested will not lapse.

Takeovers and
change of control
events

In the event of a takeover event (i.e., a takeover bid made for Shares, the Board recommending that Shareholders accept a takeover bid for Shares, or a takeover bid for Shares being unconditional), the Board must consider whether, and in its discretion determine that, all or a specified number of a Participant's unvested Options and Performance Rights vest or be exercised (if applicable) having regard to all relevant circumstances.

In the event of a control event (e.g., court-ordered scheme of arrangement, members approve any compromise or arrangement, resolution proposed to Shareholders of a voluntary winding up, among other things), the Board may determine that all or a specified number of the Participant's unvested Options and Performance Rights vest or be exercised (if applicable) having regard to all relevant circumstances.

Amendments

The Board may, at any time by resolution, amend all or any of the provisions of the Long Term Incentive Plan or amend the terms and conditions of any Option or Performance Right granted under the Long Term Incentive Plan.

The Board may not exercise this discretion in a manner which adversely affects the existing rights of the Participant in respect of any granted Option or Performance Right or Share already allocated except for the consent of the Participant.