

---

## RAPTIS GROUP LIMITED

ABN 43 010 472 858

17 October 2024

Dear Sir/Madam

### **Raptis Group Limited – Notice to Shareholders**

### **Annual General Meeting**

Level 3  
25 Elkhorn Avenue  
Surfers Paradise  
4217



PO Box 25  
Surfers Paradise  
Queensland 4217  
Australia  
Tel (07) 56280474  
Fax (07) 56464317

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 19 November 2024 at 2.30pm (AEST/Qld time). You will be able to join us from your device by accessing the Teams web address below on that day at that time.

#### **[Join the meeting now](#)**

Meeting ID: 419 446 347 529

Passcode: 5siTjd

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**

19 November 2024 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 2024 be adopted”

#### **Resolution 2 – Re-election of James Raptis**

“That Mr James 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 17 October 2024

Malcolm Cory  
Company Secretary



17 October 2024

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](https://registrydirect.com.au/investor)



HIN/SRN: <SRN/HIN>

## 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) (the Company) to be held at 2:30 p.m. AEST on Tuesday, 19 November 2024 at Level 3, 25 Elkhorn Avenue Surfers Paradise 4217 and at any adjournment or postponement of the meeting. This form must be completed and returned by 2:30 p.m. AEST on Sunday, 17 November 2024.

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:

☐

the Chair 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 Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair 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. AEST on Tuesday, 19 November 2024 at Level 3, 25 Elkhorn Avenue Surfers Paradise 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

**The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.**

## Step 2 - Direct how your votes are to be cast

### Resolution 1

REMUNERATION REPORT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

### Resolution 2

RE-ELECTION OF JAMES RAPTIS

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

## 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](http://www.registrydirect.com.au/investor).

You can return the Proxy Form by:



### EMAIL:

[registry@registrydirect.com.au](mailto:registry@registrydirect.com.au)



### POST:

PO Box 572  
Sandringham Vic 3191



### FAX:

+61 3 9111 5652

# **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 19 November 2024.

## **PRESENTATION OF AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements for the year ended 30 June 2024 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

### **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 2024 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 James 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, Mr James Raptis retires at the meeting and being eligible, offers himself for re-election as a Director.

Mr James Raptis (age 78)

Mr James Raptis is the founder, Chief Executive Officer and Chair of the Board of Directors.

James is a registered builder in Queensland and has over 40 years’ experience in the construction and property development industries. He has been responsible for the completion of many distinctive buildings on the Gold Coast. His experience ranges from the design and development of residential buildings to the construction and property management of commercial and retail properties.

## **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.