

MILLENNIUM SERVICES GROUP LIMITED 2021 ANNUAL GENERAL MEETING

Dear Shareholder,

You are invited to attend the 2021 Annual General Meeting of Millennium Services Group Limited, which will be held at **11.00am (Melbourne time) on Monday, 29 November 2021 (Meeting)**.

In accordance with the COVID-19 guidelines provided by Commonwealth and State governments, the Federal Treasurer has issued a Determination that permits companies to hold fully virtual annual general meetings. With this in mind, and with the health and safety of our shareholders and employees being of paramount importance, this year's AGM will be conducted online.

Specifically, the AGM will be made accessible to shareholders via a live webcast as well as an online platform which will include a facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting.

In addition, the Determination issued by the Federal Treasurer permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, this year the Millennium Services Group Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Millennium Services Group website at www.millenniumsg.com/investor/annual-general-meeting-2021.

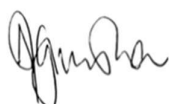
The Meeting will be webcast live via the *Lumi* online platform where you will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You can attend the Meeting online using your computer, mobile phone or device.

If you use your computer to attend the Meeting, you should use the Lumi platform (by entering this link in your browser: <https://web.lumiagm.com/399-054-646>). Further information on how to participate in the Meeting is provided in the Notice of Meeting, and in the Virtual AGM Online Guide, which you can access online on the Millennium Services Group website on the link provided above.

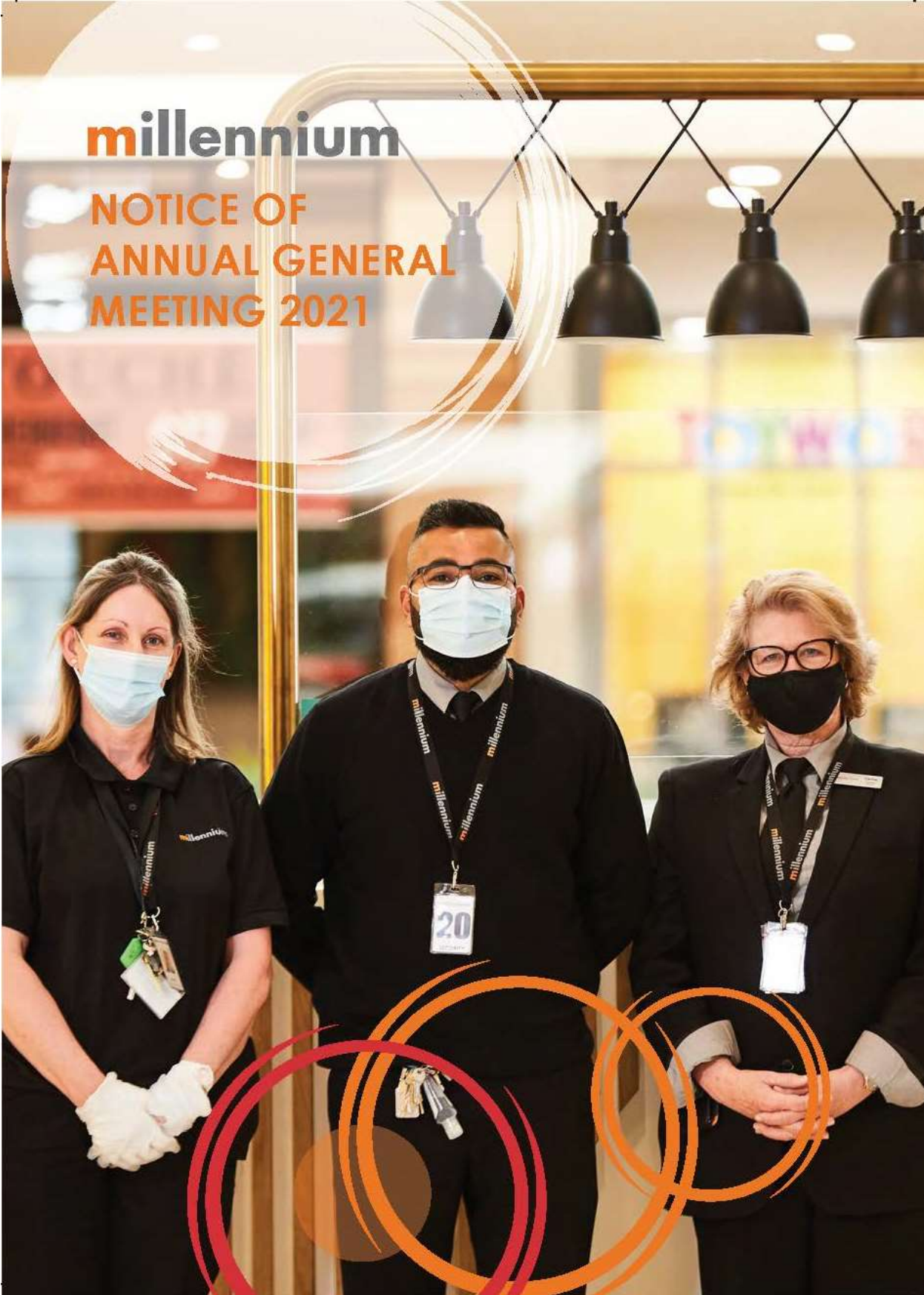
Your participation in the Meeting is important to us but if you are not able to attend the Meeting online at the scheduled time, you can participate by appointing a proxy to attend and vote live at the Meeting. If you intend to appoint a proxy, please lodge a directed proxy vote online at www.investorvote.com.au by 11:00am (AEDT) on Saturday 27 November 2021. Alternatively, you can lodge your signed and directed proxy by mail or fax in accordance with instructions contained in the Notice of Meeting. If you are planning to attend the Meeting online, you are encouraged to cast proxy votes and lodge questions prior to the meeting at www.investorvote.com.au. To use this facility, you will need your six-digit Control Number and Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which are located on the front of your shareholder letter.

The Chairman's and the Chief Executive Officer's speeches will be uploaded to the Millennium Services Group website at www.millenniumsg.com/millennium-annual-general-meeting-2021 and the ASX platform at www.asx.com.au prior to the Meeting. For a detailed overview of Millennium Services Group's performance and operations for the year ended 30 June 2021, I encourage you to read the 2021 Annual Report prior to the Meeting. The 2021 Annual Report can be found on the Millennium Services Group website at www.millenniumsg.com/investor/reports-and-publications.

Yours sincerely,



Stuart Grimshaw
Chair

A photograph of three Millennium employees standing in a modern office hallway. The employee on the left is a woman with long brown hair, wearing a light blue surgical mask, a black polo shirt with the Millennium logo, white gloves, and a lanyard with a badge. The employee in the center is a man with short dark hair and glasses, wearing a light blue surgical mask, a black sweater over a collared shirt and tie, and a lanyard with a badge that says '20'. The employee on the right is a woman with short blonde hair and glasses, wearing a black face mask, a black blazer over a collared shirt and tie, and a lanyard with a badge. The background shows a hallway with large windows, black pendant lights, and a colorful 'TODAY' sign. The Millennium logo is visible in the top left corner of the image.

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**NOTICE OF
ANNUAL GENERAL
MEETING 2021**

NOTICE OF ANNUAL GENERAL MEETING 2021

Notice is given that the 2021 Annual General Meeting ('AGM') of Millennium Services Group Limited ('MIL' or the 'Company') will be held virtually, on Monday, 29 November 2021 at 11:00am (AEDT).

The Explanatory Notes to Shareholders that accompany and form part of this Notice of Meeting describe the matters to be considered at the Annual General Meeting.

ITEMS OF BUSINESS

Item 1: Consolidated Financial Statements, Directors' Report and Auditor's Report

To receive and consider the consolidated financial statements, directors' report and auditor's report for the period ended 30 June 2021.

Note: this item of business does not require Shareholders to vote on a resolution to adopt the received reports.

Item 2: Election of Director

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

"That Stuart Grimshaw, a Director appointed by the Board prior to this Annual General Meeting who retires in accordance with Rule 61 of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."

Item 3: Election of Director

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

"That Rohan Garnett, a Director appointed by the Board prior to this Annual General Meeting who retires in accordance with Rule 61 of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."

Item 4: Election of Director

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

"That Darren Perry, a Director appointed by the Board prior to this Annual General Meeting who retires in accordance with Rule 61 of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."

Item 5: Adoption of the Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's Remuneration Report for the period ended 30 June 2021 is adopted."

Note: The Remuneration Report is set out on pages 33 to 41 of the Annual Report.

Note: Under the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Item 6: Grant of Performance Rights to Stuart Grimshaw (a director of the Company) under the Long Term Incentive Plan

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, shareholder approval be given to grant Stuart Grimshaw, non-executive Chair of the Company, 850,000 performance rights (Rights) under Millennium’s Long Term Incentive Plan on the terms summarised in the Explanatory Notes accompanying this resolution (and which form part of this resolution).”

Item 7: Grant of Performance Rights to Rohan Garnett (a director of the Company) under the Long-Term Incentive Plan

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, shareholder approval be given to grant Rohan Garnett, non-executive director of the Company, 600,000 performance rights (Rights) under Millennium’s Long Term Incentive Plan on the terms summarised in the Explanatory Notes accompanying this resolution (and which form part of this resolution).”

Item 8: Grant of Performance Rights to Darren Perry (a director of the Company) under the Long-Term Incentive Plan

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, shareholder approval be given to grant Darren Perry, non-executive director of the Company, 600,000 performance rights (Rights) under Millennium’s Long Term Incentive Plan on the terms summarised in the Explanatory Notes accompanying this resolution (and which form part of this resolution).”

Item 9: Approval of additional 10% Placement Capacity

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

‘That Shareholders approve that the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Notes.’

By order of the Board



Jo-Anne Dal Santo
Company Secretary
21 October 2021

INFORMATION FOR SHAREHOLDERS

Voting Entitlement

The Board has determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of that person shown in the register of members as at 11am (AEDT) on Saturday, 27 November 2021.

Voting exclusion statement applicable to resolutions 5:

In accordance with the Corporations Act, no votes may be cast, and MIL will disregard any votes cast, on a resolution set out in Item 5:

- by or on behalf of any of the Company's key management personnel ("KMP") whose remuneration details are included in the Remuneration Report for the year ended 30 June 2021 or a closely related party of any such member of the KMP, in any capacity, or
- as a proxy by any other person who is a member of the KMP at the time of the AGM, or by a closely related party of any such member of the KMP:
 - unless the vote is cast as proxy for a person who is entitled to vote on the relevant resolution and:
 - the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on the resolution, or
 - the vote is cast by the Chairman of the meeting and the proxy form expressly authorises the Chairman to exercise the proxy and vote as the Chairman decides even though the resolution is connected directly or indirectly with the remuneration of members of the KMP.

Please read the information under the heading *Chairman of the meeting as proxy*, on page 7 which deals with the Chairman's voting of proxies on Items 5.

Voting exclusion statement applicable to resolution 6:

The Company will disregard any votes cast in favour for Resolution 6 by or on behalf of Stuart Grimshaw or an associate of Stuart Grimshaw.

Notwithstanding the above:

- (i) the Chairman may cast a proxy where the proxy specifies in writing how the Chairman is to vote; and
- (ii) the Chairman is permitted to vote undirected proxies where the shareholder expressly authorises the Chairman to exercise the proxy.

Accordingly, if you have appointed the Chairman (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chairman to exercise the proxy in respect of the above Resolution notwithstanding that the Chairman may benefit.

Voting exclusion statement applicable to resolution 7:

The Company will disregard any votes cast in favour for Resolution 7 by or on behalf of Rohan Garnett or an associate of Rohan Garnett.

Notwithstanding the above:

- (i) the Chairman may cast a proxy where the proxy specifies in writing how the Chairman is to vote; and
- (ii) the Chairman is permitted to vote undirected proxies where the shareholder expressly authorises the Chairman to exercise the proxy.

Accordingly, if you have appointed the Chairman (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chairman to exercise the proxy in respect of the above Resolution.

Voting exclusion statement applicable to resolution 8:

The Company will disregard any votes cast in favour for Resolution 8 by or on behalf of Darren Perry or an associate of Darren Perry.

Notwithstanding the above:

- (i) the Chairman may cast a proxy where the proxy specifies in writing how the Chairman is to vote; and
- (ii) the Chairman is permitted to vote undirected proxies where the shareholder expressly authorises the Chairman to exercise the proxy.

Accordingly, if you have appointed the Chairman (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chairman to exercise the proxy in respect of the above Resolution.

Voting exclusion statement applicable to resolution 9:

The Company will disregard any votes cast in favour for Resolution 9 by a person who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Important note: The proposed allottees of any Equity Securities under the 10% Placement Capacity are not as yet known or identified. In these circumstances, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as in the case in respect of any Equity Securities issued under the 10% Placement Capacity the subject of this Resolution 5), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Voting by proxy

A shareholder, who is entitled to attend and vote at the AGM of the Company on 29 November 2021, may appoint a proxy to attend and vote for the shareholder at the meeting. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes, they may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If you require an additional proxy form, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If a shareholder does not specify the percentage or number of votes each proxy may exercise, then each proxy may exercise half the shareholder's votes. Fractions of votes will be disregarded.

If a shareholder wishes to appoint an individual or body corporate as a proxy, please complete and return the proxy form distributed with this Notice of Meeting. For an appointment of a proxy to be effective, the Company must receive the proxy form, duly completed and signed, by no later than 11:00am (Melbourne time) on Saturday, 27 November 2021 and if signed by the shareholder's attorney, the authority under which the proxy form is signed or a certified copy of the authority.

A shareholder may lodge a proxy form with the Company by doing one of the following:

- lodge online at www.investorvote.com.au by **11am (AEDT) on Saturday, 27 November 2021**.
To use this facility, you will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). This information is located on the front of your Shareholder letter, which is your Personal Identification Number (PIN) to verify the transmission. You will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website; or
- faxing it to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside of Australia); or
- posting it by using the reply-paid envelope to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia; or
- delivering it to: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not entitled to vote on an item of business, the proxy may vote as he or she thinks fit. If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.

Chairman of the meeting as proxy

If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed by default and you do not direct your proxy how to vote on the proposed resolutions set out in this notice, then by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise the proxy and vote as the Chairman decides on the proposed resolutions (even though the resolutions proposed in Items 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of members of the Key Management Personnel ("KMP") and the Chairman is a member of the KMP).

The Chairman of the meeting intends to vote, as your proxy, in favour of each item of business. If:

- you appoint someone other than the Chairman of the meeting as your proxy and direct them how to vote on the proposed resolutions; and
- your nominated proxy does not attend the meeting, or does not vote on your behalf on the proposed resolutions,

then the Chairman of the meeting will cast your votes on a poll as directed (where permissible).

Other key management personnel as proxy

If you appoint a director (other than the Chairman of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct them how to vote on Item 5 by marking the appropriate boxes. If you do not do so, your proxy will not be permitted to vote on your behalf on Items 5.

Corporate representatives

A body corporate appointed as a proxy will need to appoint a representative to exercise the powers that body corporate may exercise as the member's proxy pursuant to section 250D of the Corporations Act. If a representative of a corporate member or proxy is to attend the meeting, a certificate of appointment of the representative must be produced prior to admission to the meeting.

The form of a certificate of appointment can be obtained from the Share Registry of the Company, Computershare Investor Services Pty Ltd by visiting www.investorcentre.com under the help tab, 'Printable Forms'.

Participating at the Meeting

You will be able to participate in the Meeting online using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser:

<https://web.lumiagm.com/399-054-646>.

Further information about how to log in to the Lumi platform or the Lumi AGM app, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the Virtual AGM Online Guide, which you can access online on the Millennium Services Group website at www.millenniumsg.com/investor/annual-general-meeting-2021.

EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes have been prepared with a view to providing the shareholders of MIL with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company to be held on 29 November 2021.

All shareholders should read this explanatory statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

Item 1 – Consolidated Financial Statements and Results

The *Corporations Act 2001 (Cth)* ('Corporations Act') requires the financial report (which includes financial statements, notes to the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the AGM.

There is no requirement either in the Corporations Act or the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders will, however, be given a reasonable opportunity to ask questions and make comments on these reports, and on the operations and management of MIL.

Shareholders will have a reasonable opportunity at the AGM to ask questions about or make comments on the reports and on the business, operations and management of the Company.

By law, the Auditor (Moore Australia) is required to attend the AGM. Prior to the AGM, Shareholders who are entitled to cast a vote at the AGM may forward written questions to the Auditor for response by the Auditor at the AGM if such questions are relevant to:

- the content of the Auditor's Report; or
- the conduct of the audit of the Financial Report.

All such written questions for the Auditor must be submitted to the Company by no later than **5:00pm on Thursday, 25 November 2019** (pursuant to section 250PA of the Corporations Act).

The Company is required by section 250PA(3) of the Corporations Act to forward all such written questions to the Auditor, and the Auditor will prepare a list of questions that the Auditor considers to be relevant to the content of the Auditor's Report and the conduct of the audit of the Financial Report. The Auditor may omit questions that are the same in substance as other questions and questions that are not received in a timely manner. At the AGM, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. At the AGM, the Auditor will be available to take Shareholders' 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.

Item 2 – Election of Director Stuart Grimshaw

Stuart Grimshaw was appointed to the Board as a Non-Executive Director on 24 November 2020 and was appointed Chair on 1 March 2021.

Mr Grimshaw has had a long and distinguished career in financial services. Most recently he was Chief Executive Officer and Board Member of EZCORP, a Nasdaq listed company which he originally joined in 2014 as Executive Chair. Prior to joining EZCORP, he was Managing Director and Chief Executive officer of Bank of Queensland Limited.

During his 30-year career in financial services, Mr Grimshaw has held a wide variety of senior executive roles at various banking and finance companies including Caledonia Investments Pty Ltd, Commonwealth Bank of Australia, National Australia Bank and ANZ Bank. He has also served as non-executive chair of the board of directors of Cash Converters International Limited.

Mr Grimshaw has a Bachelor of Commerce and Administration from Victoria University in Wellington, New Zealand, an MBA from Melbourne University and has completed the Program for Management Development at Harvard Business School. He is also a former Olympian representing New Zealand in Field Hockey at the 1984 Olympics.

*The Board, with Mr Grimshaw abstaining, recommends you vote **in favour** of the Election of Mr Grimshaw.*

Item 3 – Election of Director Rohan Garnett

Rohan Garnett was appointed to the Board as a Non-Executive Director on 24 November 2020.

Mr Garnett is presently Executive Manager, Government and Public Affairs, at Qantas Airways.

Mr Garnett has held senior Australian and international management positions with Qantas, Jetstar and British Airways. He has an Honours degree in economics from Sydney University, has served as a non-executive director on a number of boards and is an experienced company director.

Mr Garnett brings significant organisational and marketing skills that will assist the Millennium Board in its planned expansion of the Millennium business.

*The Board, with Mr Garnett abstaining, recommends you vote **in favour** of the Election of Mr Garnett.*

Item 4 – Election of Director Darren Perry

Darren Perry was appointed to the Board as a Non-Executive Director on 1 March 2021.

Mr Perry is a leading corporate lawyer, specialising in corporate governance, employment and industrial relations. He is currently Department Chair – International and Managing Partner – Australia at Seyfarth Shaw LLP, an AMLA 100 international law firm with 17 offices globally and over 900 lawyers. Mr Perry brings with him significant expertise across a wide range of human resources, legal and compliance issues.

Mr Perry has worked extensively with companies around corporate governance, executive contracts and remuneration and handling disputes relating to senior executives. He has been at the forefront of advising major employers on collective bargaining strategies, responses to industrial action, and major workplace projects including automation and compliance reviews. Mr Perry regularly works with major corporations and sponsors on planning and implementing the people aspects of mergers and acquisitions.

Mr Perry is an experienced company director, both in the private and not-for-profit sectors.

*The Board, with Mr Perry abstaining, recommends you vote **in favour** of the Election of Mr Perry.*

Item 5 – Remuneration Report

Shareholders will be given the opportunity to comment on and ask questions about the Remuneration Report, which is included in MIL's Annual Report 2021.

The 2021 Remuneration Report highlights the remuneration policy and structure adopted by the Board and discloses the elements of remuneration of the non-executive Directors and those senior executives required to be disclosed for the period ended 30 June 2021.

The vote on this item is advisory only and will not bind the Directors of MIL. However, the Board will take into account the feedback from shareholders in relation to remuneration strategy, including the discussion and vote on this resolution, when considering the future remuneration arrangements of the Company.

Under the Corporations Act, if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report at two consecutive annual general meetings are against the resolution, shareholders must be given the opportunity to vote on a "spill resolution" at the second meeting. This is known as the "two strikes" rule.

If you intend to appoint a proxy to vote on your behalf on the resolution for adoption of the Remuneration Report, please read the information on page 7 under the heading *Chairman of the meeting as proxy*.

*The Board recommends you vote **in favour** of this non-binding ordinary resolution.*

Items 6, 7 and 8 – Approval of the issue of Performance Rights to Directors

General

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme.

Accordingly, shareholders are asked to approve the grant of Performance Rights to the Non-Executive directors under the Company's existing Omnibus Equity Plan (**Plan**).

The Performance Rights have a nil issue price and will vest upon the achievement of certain milestones during the period of 1 January 2022 to 31 December 2024 (**Performance Period**). The milestones are a combination of total shareholder return (**TSR**) over the performance period (40%), relative TSR over the Performance Period (30%) and annual threshold performance goals (30%).

The Board believes that it is in shareholders' interests to provide non-executive directors and executive managers with equity based long-term incentives to ensure there is alignment between the returns of shareholders and the rewards of participants.

A summary of the material terms and conditions of the Performance Rights is set out in Schedule 1.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Performance Rights are proposed to be issued to all of the current Non-Executive Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Performance Rights. Accordingly, Shareholder approval for the issue of Performance Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 6, 7 and 8 seek the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

Technical information required by Listing Rule 14.1A

If Resolutions 6, 7 and 8 are passed, the Company will be able to proceed with the issue of the Performance Rights to the Related Parties under the Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6, 7 and 8 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Related Parties under the Plan and the Company will need to consider other potential incentive awards to align the interests of the Related Parties with those of Shareholders. These alternatives may not be as cost effective for the Company as the proposed issue of the Director Performance Rights (for example, the Company may be required to consider incentive packages which would require the Company to spend a greater proportion of its cash reserves on alternative cash forms of performance-based remuneration).

Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6, 7 and 8:

1. The Performance Rights will be issued to the following persons:
 - (i) Stuart Grimshaw (or his nominee), pursuant to Resolution 6;
 - (ii) Rohan Garnett (or his nominee), pursuant to Resolution 7; and
 - (iii) Darren Perry (or his nominee), pursuant to Resolution 8.
2. Each of whom falls within the category set out in Listing Rule 10.14 by virtue of being a director.
3. The maximum number of Performance Rights to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 2,050,000 comprising:
 - (i) 850,000 Performance Rights to Stuart Grimshaw (or his nominee), pursuant to Resolution 6;
 - (ii) 600,000 Performance Rights to Rohan Garnett (or his nominee), pursuant to Resolution 7; and
 - (iii) 600,000 Performance Rights to Darren Perry (or his nominee), pursuant to Resolution 8.
4. Current total remuneration packages for each of the Related Parties:

Related Party	Cash salary & fees \$	Super- annuation \$	Total \$
Stuart Grimshaw	144,000	14,400	158,400
Rohan Garnett*	100,000	-	100,000
Darren Perry	100,000	10,000	110,000

** Fees are paid to Garnett Brothers Pty Ltd, a company associated with Mr Garnett*

5. No Performance Rights have previously been issued to the Related Parties
6. The purpose of the issue of Performance Rights is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.

The Performance Rights are unquoted securities. The Company has chosen to issue Performance Rights to the Related Parties for the following reasons:

- (i) the Performance Rights are unquoted; therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
- (ii) the milestones attaching to the Performance Rights will align the interests of the Related Parties with those of Shareholders (including because they require growth in absolute and relative total shareholder return over the performance period); and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.

The number of Performance Rights to be issued to each of the Related Parties has been determined based upon a consideration of:

- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
- (ii) the remuneration of the Related Parties; and
- (iii) providing a sufficient incentive to attract and ensure continuity of service/retain the service of the Related Parties who are high quality company directors, and have appropriate knowledge, skills and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

7. The Performance Rights will be issued to the Related Parties no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date.
8. The issue price of the Performance Rights will be nil, as such no funds will be raised from the issue of the Performance Rights.
9. A summary of the material terms of the Plan is set out in Schedule 1.
10. No loans are being made to the Related Parties in connection with the granting of the Performance Rights.
11. Details of any Performance Rights issued under the Plan will be published in the annual report of the Company 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.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

*Each Non-Executive Director has a material personal interest in the outcome of Resolutions 6, 7 and 8 on the basis that all the Non-Executive Directors (or their nominees) are to be issued Performance Rights should Resolutions 6, 7 and 8 be passed. For this reason, the Board does not believe that it is appropriate to make a recommendation on Resolutions 6, 7 and 8 of this Notice. However, Royce Galea, who is an Executive Director, advises that he recommends that you vote **in favour** of Resolutions 6, 7 and 8 of this Notice.*

Item 9 – Approval of Additional 10% Placement Capacity

ASX Listing Rule 7.1A enables an eligible entity to seek the approval of holders of its ordinary securities by special resolution at its annual general meeting to issue ordinary securities up to 10% of its issued capital through placements over a 12-month period after the date of the annual general meeting (**10% Placement Capacity**). The

10% Placement Capacity is in addition to the entity's 15% placement capacity without member approval under ASX Listing Rule 7.1.

An 'eligible entity' for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice of Meeting, Millennium Services Group Limited is an eligible entity.

The Company previously obtained shareholder approval at the 2020 AGM to make issues under ASX Listing Rule 7.1A, but no shares were issued under ASX Listing Rule 7.1A as a result of this approval.

Formula for calculating 10% Placement Capacity: Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

A is the number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement (relevant period):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved the holders of ordinary securities under Listing Rule 7.4. **Minimum price:** The minimum price at which the Shares may be issued is 75% of the volume weighted average price of Shares, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price of the shares are to be issued is agreed; or
- if the shares are not issued within 15 ASX trading days of that date, the date on which the shares are issued.

- i. **Risk of dilution:** Economic and voting dilution risk to existing shareholders may result from an issue of securities under the 10% Placement Capacity including the risk that:
- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below illustrates the impact of dilution in various scenarios.

		DILUTION		
Number of shares on issue (variable 'A' in formula) *	Dilution variable	\$0.29 (50% decrease in market price)	\$0.58 (Market price on 29/09/21)	\$1.16 (100% increase in market price)
48,428,259 (Current)	Additional 10% shares issued	4,642,826	4,642,826	4,642,826
	Funds Raised	\$1,346,419	\$2,692,839	\$5,385,678
69,642,389 (50% increase)	Additional 10% shares issued	6,964,239	6,964,239	6,964,239
	Funds Raised	\$2,019,629	\$4,039,258	\$8,078,517
92,856,518 (100% increase)	Additional 10% shares issued	9,285,652	9,285,652	9,285,652
	Funds Raised	\$2,692,839	\$5,385,678	\$10,771,356

* The number of Shares on issue (variable 'A' in the formula) could increase as a result of an issue of Shares that does not require Shareholder approval (such as under a pro rata entitlement issue) or an issue of Shares with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- The current number of shares on issue is the Shares on issue as of 29 September 2021.
 - The current issue price is the closing price of the Shares on the ASX on 29 September 2021.
 - The Company issues the maximum possible number of Shares under the 10% Placement Capacity.
 - The table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 or under an exception under ASX Listing Rule 7.2
 - The calculations above do not show the dilution that any one particular Shareholder will be subject to. All shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances.
 - The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- ii. **Date of issue:** The Shares may be issued under the 10% Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:
- the date that is 12 months after the date of this Meeting;
 - The time and date of the Company's next annual general meeting; and
 - the time date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.
- iii. **Purpose of issue under 10% Placement Capacity:** The Company may issue Shares under the 10% Placement Capacity for various purposes, including to raise cash as consideration for the acquisition of or investment in additional assets (including associated expenses), continued expenditure on the Company's current assets and general working capital.

- iv. **Allocation under the 10% Placement Capacity:** The allottees of the Shares to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of the Shares could consist of current Shareholders or new investors (or both). The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:
- the purpose of the issue;
 - alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
 - the effect of the issue of the Shares on the control of the Company;
 - the circumstances of the Company, including, but not limited to, the financial position of the Company;
 - prevailing market conditions; and
 - advice from corporate, financial and broking advisors (if applicable).
- v. **Voting exclusion:** A voting exclusion statement applies to this Resolution and is set out in the Notice of Meeting. At the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in the issue of Shares under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's vote will be excluded under the voting exclusion in the Notice of Meeting.

*The Board recommends that Shareholders vote **in favour** of Resolution 9.*

SCHEDULE 1 - TERMS OF THE PERFORMANCE RIGHTS

The terms of the Performance Rights are set out below:

- 1 The Performance Rights are issued under the Omnibus Equity Plan Rules (**Rules**) of Millennium Services Group Limited (ABN 86 607 926 787) (**Company**). Terms not otherwise defined herein have the meanings given in the Rules.
- 2 Each Performance Right gives the recipient the right to acquire one fully paid ordinary share in the Company (**Share**).
- 3 The issue price for each Performance Right is \$Nil and no amount will be payable on the exercise of a Performance Right.
- 4 Shares issued on exercise of the Performance Rights will rank equally with all existing Shares from the date of issue. The Company will apply for quotation on ASX of the Shares issued on the vesting of each Performance Right.
- 5 Except in the circumstances set out in the Rules, the Performance Rights are non-transferrable.
- 6 Unvested Performance Rights will expire on 31 January 2025 (**Expiry Date**) unless otherwise agreed by the Company.
- 7 The Performance Rights issued to the recipient will vest and convert into Shares if, over the 3-year measurement period of 1 January 2022 to 31 December 2024 inclusive (**Performance Period**), the performance measures set out below are achieved (**Milestones**):

Total Shareholder Return ("TSR")

Vesting of the Performance Rights issued to recipients will be based on a TSR calculation. The TSR calculation for the Performance Period will be determined by comparing TSR at the end of the Performance Period (**End TSR**) as compared to a volume weighted average price over 60 days on which trades in Shares occurred prior to the date on which invitations for the Performance Rights are sent to recipients (**Base TSR**).

TSR Calculation

TSR at the end of the Performance Period is calculated as follows:

$$\text{End TSR} = (B - A + C) / A$$

Where:

A = Base TSR

B = the Share price at the end of the Performance Period (closing price quoted on ASX on 31 December 2024)

C = Dividends paid over the Performance Period

Absolute TSR – 40% weighting

The vesting scale for Performance Rights subject to the Absolute TSR is as follows:

Absolute TSR Milestone	Performance Rights Vesting
50% increase in End TSR to Base TSR	10%
75% increase in End TSR to Base TSR	10%
100% increase in End TSR to Base TSR	10%
125% increase in End TSR to Base TSR	10%

Relative TSR – 30% weighting

The Company's End TSR calculated above must be positive over the Performance Period in order for the Performance Rights to vest. If the End TSR is positive, the End TSR will then be compared against the TSR of companies within the S&P/ASX 200 Industrials Index [XNJ] (**Industrials Index**) at the end of the Performance Period to determine if the following vesting conditions have been met and if the vesting scales outlined below apply (**Relative TSR**).

The vesting scale for the Performance Rights subject to the Relative TSR is as follows:

Relative TSR Criteria	Performance Rights Vesting
Less than 50% percentile	Nil
At 50%	Nil
Between 50% and 75%	10%
Greater than 75%	20%

Annual Financial Targets – 30% weighting

If, in each year of the Performance Period, the following milestones are met, 10% of the Performance Rights will vest for each such year:

- (a) the Company reaching and continuing to achieve a normalised EBITDA figure (as determined by the board, acting reasonably) of at least \$8,000,000 for the year;
- (b) the Company recording a positive net asset figure in its audited accounts for the relevant financial year; and
- (c) the Company being and remaining in compliance with all banking covenants during the year.

8 If, at the expiry of the Performance Period:

- (a) there is at least a 150% increase in the End TSR compared to the Base TSR; and
- (b) the Company's Relative TSR is in the top quartile relative to the Industrials Index,

then the recipient will be entitled to receive additional Performance Rights totalling 25% of the TSR-weighted Performance Rights already received (that is, 25% of 70%), which will be deemed vested, subject to any required regulatory or shareholder approvals. If the above hurdles are not met at the expiry of the Performance Period, this right lapses.

- 9 When a Performance Right vests, the Company will issue a vesting notification to the holder of the Performance Right.
- 10 Any Shares issued to a recipient upon the vesting of a Performance Right are Restricted Shares for a period of 6 months from the date of issue of the Shares (unless the recipient requests that the Company waives those restrictions and that request is approved by the Company).
- 11 The Performance Rights shall lapse on the Expiry Date. In addition, the Board will have the power to 'clawback' Performance Rights or any Shares issued on the vesting of the Performance Rights in the sole and absolute discretion of the Board, if the recipient of the Performance Rights has engaged in fraud or dishonesty or upon misconduct if any results that lead to the Performance Rights vesting are subsequently shown to have been materially misstated.
- 12 The recipient of the Performance Rights must be either employed or engaged by the Company (which may be as a Director) at the time of satisfaction of the Milestone in order for the Performance Rights to vest (an **Eligible Participant**), other than as set out in item 13.

- 13 If the recipient ceases to be an Eligible Participant prior to the end of the Performance Period, any unvested Performance Rights held by that recipient:
- (a) remain on foot until the earlier of the expiry of the Performance Period or vesting as if the recipient had continued to be an Eligible Participant if the recipient is a Good Leaver, subject to the Board in its discretion determining that the number of Performance Rights held by the recipient be adjusted to a pro rata amount not less than the proportion of the Performance Period that has elapsed at the date the recipient ceased to be an Eligible Participant; and
 - (b) are immediately forfeited if the recipient is not a Good Leaver.

For the purposes of this item 12, a 'Good Leaver' means:

- (c) where a recipient's employment with the Company or any Group Company ceases due to a Qualifying Event (as defined in the Rules);
 - (d) where a recipient has been removed or resigns from their position with the Company or any Group Company other than due to misconduct; or
 - (e) such other circumstances as determined by the Board.
- 14 Performance Rights do not give holders any right to participate in new issues of securities in the Company made to Shareholders generally or to participate in dividends unless the Performance Rights vest and the resultant Shares are issued prior to the record date to determine entitlements to the securities or dividend (as applicable).
- 15 Performance Rights do not give holders any right:
- (a) to vote; or
 - (b) to participate in a new issue of Shares or other securities of the Company to holders of Shares, unless the Performance Right has been exercised in accordance with its terms before the record date for determining entitlements to the issue.
- 16 If prior to the end of the Performance Period the Company completes a pro rata issue (except a bonus issue) to holders of Shares, the 60-day VWAP requirement of a Milestone of an unvested Performance Right may be reduced according to the following formula:

$$M' = M - \frac{E [P - (S + D)]}{N + 1}$$

Where:

M' = the new 60-day VWAP of the Milestone.

M = the old 60-day VWAP of the Milestone.

E = the number of underlying Shares into which one Performance Right is exercisable.

P = the VWAP per Share calculated over the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a Share under the capital raising.

D = the dividend due but not yet paid on existing Shares (other than those to be issued under the pro rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- 17 If prior to the end of the Performance Period the Company raises capital by way of the issue of Shares at an issue price lower than the 60-day VWAP requirement of a Milestone of an unvested Performance Right, 60-day VWAP requirement of a Milestone of that Performance Right may be reduced according to the following formula:

$$M' = M - \{E [P - (S + D)] \times (I \div O)\}$$

Where:

M' = the new 60-day VWAP of the Milestone.

M = the old 60-day VWAP of the Milestone.

E = the number of underlying Shares into which one Performance Right is exercisable.

P = the VWAP per Share calculated over the 5 trading days ending on the day before the announcement of the raising, as the case may be.

S = the subscription price for a Share under the capital raising.

D = the dividend due but not yet paid on existing Shares (other than those to be issued under the capital raising).

I = the number of Shares issued under the capital raising.

O = the total number of Shares on issue prior to the capital raising.

- 18 In the event of any adjustment to the Company's capital structure (including a bonus issue consolidation, subdivision, reduction or return) prior to the vesting of any Performance Rights:
- (a) the terms of Performance Rights will be reconstructed or adjusted (as appropriate) in a manner consistent with the ASX Listing Rules but with the intention that such reconstruction will not result in any advantage or disadvantage being conferred on the Performance Right holder which is not conferred on Shareholders; and
 - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Performance Rights will remain unchanged.
- 19 If there is a change in control event in relation to the Company (as set out in clause 7.4 of the Rules) at any time prior to the end of the Performance Period then:
- (a) all restrictions on Shares referred to in item 10 will cease to have effect;
 - (b) any unvested Performance Rights automatically vest; and
 - (c) End TSR and Relative TSR as at the date of the change of control event will be used for the purposes of determining whether the recipient is entitled to any additional Performance Rights under item 8.
- 20 In lieu of issuing Shares to a recipient upon the vesting of a Performance Right, the Board may in its absolute discretion determine to pay to the recipient the amount represented by that vested Performance Right calculated based on the value of the Share that would otherwise be issued at a deemed issue price of the relevant Milestone.
- 21 The Performance Rights are otherwise governed by the terms of the Plan. In the event of an inconsistency between these terms and the rules of the Plan, these terms prevail.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

MIL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Millennium Services Group Limited Annual General Meeting

The Millennium Services Group Limited Annual General Meeting will be held on Monday, 29 November 2021 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Saturday, 27 November 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/399054646

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Saturday, 27 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Millennium Services Group Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Millennium Services Group Limited to be held as a virtual meeting on Monday, 29 November 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 5 (except where I/we have indicated a different voting intention in step 2) even though Resolution 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Election of Director - Stuart Grimshaw	☐	☐	☐
Item 3 Election of Director - Rohan Garnett	☐	☐	☐
Item 4 Election of Director - Darren Perry	☐	☐	☐
Item 5 Adoption of Remuneration Report	☐	☐	☐
Item 6 Approval of the issue of Performance Rights to Stuart Grimshaw (Director)	☐	☐	☐
Item 7 Approval of the issue of Performance Rights to Rohan Garnett (Director)	☐	☐	☐
Item 8 Approval of the issue of Performance Rights to Darren Perry (Director)	☐	☐	☐
Item 9 Approval of Additional 10% Placement Capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

M I L

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Computershare



MIL

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SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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IND

 For your security keep your SRN/HIN confidential.

GO ONLINE TODAY TO REDUCE YOUR ENVIRONMENTAL IMPACT AND RECEIVE YOUR SHAREHOLDER COMMUNICATIONS FASTER AND MORE SECURELY

Dear Shareholder,

Our records show that you have not provided your email address for the above shareholding.

Our company is committed to both its shareholders and the wider community. To that end, we are asking all our shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need in the fastest, most cost effective manner possible, while also significantly reducing our environmental impact.

Shareholder communications available online include Annual Report, Voting Forms, Notice of Meeting, Issuer Sponsored Holding Statements, Payment Advices and other company related information. You can view, download or print your shareholding information as you choose.

WHY GO ONLINE?

Receiving shareholder communications electronically, instead of by post, means:

- > Faster access to important shareholder and company information
- > Reduced environmental impact
- > Secure access to your shareholder documents online, reducing clutter in your home or office
- > Convenient access to all your documents, 24/7



PROVIDE YOUR DETAILS ONLINE

1. Go online to www.investorcentre.com
2. Select 'Login' for existing users (New users select 'Create Login' and follow the prompts)
3. Enter your 'User ID'
4. Enter your 'Password'
5. Click on 'My Profile' and select 'Communications Preferences' to enter your email address and update your securityholder communication methods.

OR



PROVIDE YOUR DETAILS BY POST

My email address is:

By providing my email address above I am electing to receive all my shareholder communications via email rather than by post. This includes notifications by email (where offered) of Annual Reports, Voting Forms, Notice of Meeting, Issuer Sponsored Holding Statements, Payment Advices and replaces any prior election I may have made. I acknowledge and agree that I have read and understood Computershare's Terms and Conditions of Use which I can obtain from the Computershare website (www.computershare.com.au/investor), or alternatively by calling the Computershare Helpdesk on 1300 850 505 (within Australia) or +61 3 9415 4000 (if outside Australia).

If you do not wish to receive shareholder communications electronically you do not need to take any action. You can change your election at any time by accessing www.investorcentre.com/au or by calling the Computershare Helpdesk on 1300 850 505.

MILRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Millennium Services Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Millennium Services Group Limited