

# CETTIRE

Level 40/140 William Street  
Melbourne VIC 3000

## NOTICE OF 2023 ANNUAL GENERAL MEETING

**Melbourne, Victoria: 17 October 2023** – Cettire Limited (ASX:CTT) (Cettire or Company), a global luxury online retailer, gives notice that the Annual General Meeting (**AGM**) of Cettire will be held on Thursday 16 November 2023 commencing at 2.30 pm (AEDT). To provide all Shareholders the opportunity to participate in the Meeting, the AGM will be held as a virtual online meeting. Shareholders will be able to ask questions and vote during the AGM.

In accordance with the provisions of the Corporations Act 2001, the Notice of Meeting, accompanying explanatory notes and information on how to attend and vote at the virtual AGM (**AGM Documents**) are being made available to shareholders electronically only and will not be dispatched to shareholders (unless a shareholder requests a copy).

A copy of the AGM Documents are attached and are available for download at:

[https://staff-web.automicgroup.com.au/er/public/api/documents/CTT?fileName=AGM\\_Documents\\_2023.pdf](https://staff-web.automicgroup.com.au/er/public/api/documents/CTT?fileName=AGM_Documents_2023.pdf).

A copy of the FY23 Annual Report is available on the Company's corporate website at:

<http://www.cettireinvestors.com/publications>.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to your nominated email address with a link to an electronic copy of the AGM documents and voting form.

Shareholders who have not yet elected to receive electronic communications from the Company, will receive a copy of this communication and a personalised proxy form by post.

We encourage all shareholders to lodge a directed voting form as soon as possible in advance of the AGM, even if you are planning to attend the AGM online. Voting forms can be lodged online, by mail or in person by following the instructions on the voting form. Voting forms must be received by the Company's share registry, Automic by 2.30 pm (AEDT) on Tuesday 14 November 2023.

Electronic communications are convenient, efficient, cost effective and importantly reduces the impact on the environment. The Company therefore encourages its shareholders to receive all communications electronically. To do this, please update your communication elections online at <https://investor.automic.com.au/#/home>. If you have not yet registered with Automic, you will need your shareholder information including SRN/HIN.

If you are unable to access the AGM documents online, please contact CTT's share registry on [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30 am and 5.30 pm (AEDT) Monday to Friday, for assistance or to arrange a copy.

Yours sincerely



**Kerry Robert East (Bob)**  
**Cettire Limited Chair**  
**17 October 2023**

### About Cettire

Launched in 2017, Cettire is a global online retailer, offering a large selection of in-demand personal luxury goods via its website, [cettire.com](http://cettire.com). Cettire has access to an extensive catalogue of more than 2,500 luxury brands and 500,000 products of clothing, shoes, bags, and accessories. Visit: [www.cettireinvestors.com](http://www.cettireinvestors.com)

**CETTIRE LIMITED**

**NOTICE OF ANNUAL  
GENERAL MEETING**

**THURSDAY 16 NOVEMBER 2023**

**Cettire Limited (ASX:CTT) (CTT or the Company), a global luxury online retailer, gives notice that the Annual General Meeting (AGM) of Shareholders of the Company for purposes of transacting the items of business set out in this Notice of Meeting (NOM), will be held as a virtual online meeting on:**

**Date:** Thursday 16 November 2023

**Time:** 2.30 pm (AEDT)

**Place:** Virtual online

To provide all Shareholders the opportunity to participate in the Meeting, the AGM of the Company will be held as a virtual meeting. Information on how to attend the virtual meeting is included in the Virtual Meeting Registration and Voting Guide, enclosed with this NOM. The Company encourages Shareholders to pre-register for the virtual meeting using the following link: [https://us02web.zoom.us/webinar/register/WN\\_CNNWQ6s4QQiK8x4ya4DfKw](https://us02web.zoom.us/webinar/register/WN_CNNWQ6s4QQiK8x4ya4DfKw).

After registering, you will receive a confirmation email containing information on how to attend the virtual AGM.

In accordance with the provisions of the Corporations Act, the Notice of Meeting, accompanying explanatory statement and AGM Online User Guide (AGM Documents) are being made available to shareholders electronically only and physical copies will not be dispatched to shareholders (unless a shareholder requests a copy).

Shareholders will be able to ask questions and vote during the Meeting.

A copy of the FY23 Annual Report is available on the Company's corporate website:  
<http://www.cettireinvestors.com/publications>.

## Explanatory Notes

All information included in this NOM should be read in conjunction with the Explanatory Notes.

## Attendance, Voting Information & Voting Form

Please read all sections of this NOM carefully to understand how to attend and vote at the AGM.

## ORDINARY BUSINESS

### FY23 Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2023.

### Resolution 1 – FY23 Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

*"That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2023 be adopted."*

The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Refer to 'Voting Exclusions' on page 11 for voting restrictions that apply.**

### Resolution 2 – Re-election of Kerry Robert East (Bob East) as Non-Executive Director

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

*"That Bob East who retires in accordance with section 20 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### Resolution 3 – Renewal of the approval of the Cettire Employee Incentive Plan (Plan)

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

*"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, shareholders approve the renewal of the Cettire Employee Incentive Plan (**Plan**), and the issue of Equity Securities as incentives in accordance with the rules of the Plan".*

Material terms of the Plan are summarised in the Explanatory Notes included with this NOM.

**Refer to 'Voting Exclusions' on page 11 for voting restrictions that apply.**

## Information for Shareholders relating to attendance and voting at the AGM

### **Entitlement to attend and vote at the AGM**

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, persons eligible to vote at the AGM are those who are registered shareholders at 7.00 pm (AEDT) on Tuesday, 14 November 2023.

### **Voting**

Voting on each resolution will be on a poll. Each shareholder present in person, by attorney, by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held. In the case of joint shareholders, all holders may attend the AGM but only one holder may vote at the AGM in respect of relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders votes in respect of the relevant shares held, only the vote of the joint holder whose name appears first in the share register, in respect of the relevant shares, will be counted.

Shareholders who wish to attend and vote at the virtual AGM can do so via the Automic website <https://investor.automic.com.au/#/home> (the Company's share registry) using your username and password. Shareholders who do not have an account with Automic will need to create an account as soon as possible and in advance of the AGM to avoid any delays on the day of the AGM.

### **How to create an account with Automic**

To create an account with Automic, please login to <https://investor.automic.com.au/#/home>, click on 'register' and follow the steps. Shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

### **Attending and voting at the AGM**

Shareholders who have an existing account with Automic (with a username and password) will need to follow the steps below to attend and vote at the virtual AGM on the day of the AGM:

- a) Login to the Automic website <https://investor.automic.com.au/#/home> using your username and password.
- b) Once the virtual AGM is open, click on 'View' then 'Register' and follow the steps.
- c) Once the Chair declares voting open, click on 'Refresh' to access your voting card and follow the steps and instructions to completion of the voting process.

Attending the meeting online enables shareholders to ask questions and cast votes while the meeting is in progress.

Further information on attending the AGM and the voting process is included with this NOM.

If you have any questions or are unable to access any of the AGM documents online, please contact Automic on [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) between 8.30 am to 5.30 pm AEDT Monday to Friday, for assistance or to arrange a copy.

## EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

### **Questions**

CTT invites you to submit questions (relevant to the business of the AGM) in writing to the Company or to the Company's auditor, at either of the addresses below. Written questions must be received no later than 5:00 pm (AEDT) on Thursday 9 November 2023:

**Email address:** [investors@cettire.com](mailto:investors@cettire.com)

### **By mail to:**

The Company Secretary  
Cettire Limited  
Level 40/140 William Street, Melbourne VIC 3000

During the AGM, the Chair will endeavour to address as many of the more frequently raised shareholder questions as reasonable. Please note that individual responses will not be sent to shareholders.

## ORDINARY BUSINESS

### FY23 Financial and Other Reports

The Corporations Act 2001 (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023 (**Financial Reports**), be laid before the AGM. The Company's constitution also provides for the Financial Reports to be received and considered at the AGM.

Neither the Corporations Act nor the constitution requires a vote of shareholders at the AGM on the Financial Reports.

At the AGM, shareholders will be given a reasonable opportunity to raise questions on the Financial Reports and to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### Resolution 1 – FY23 Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report as set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. 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 into account the outcome of the vote when considering future remuneration arrangements.

Shareholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Under the Corporations Act, if 25% or more of votes cast are against the remuneration report at two consecutive AGMs (known as the 'two-strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election. No strike was recorded at the Company's last AGM. On this basis, while the vote on the remuneration report at this AGM may be counted towards the two-strikes in the future, no Board spill can occur this year.

The Corporations Act prohibits certain persons from voting on this resolution. The voting exclusion relating to this resolution is set out on page 11 of this notice.

### **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 Board recommends that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

## Resolution 2 – Re-election of Bob East as Non-Executive Director

In accordance with section 20 of the constitution of the Company, at least one Director of the Company must retire at each AGM, and no Director can hold office for more than three years or past the third AGM following the Director's appointment, whichever is the longest.

Bob, appointed to the Board on 29 October 2020, retires in accordance with section 20 of the Company's constitution and is standing for re-election as a Director of the Company at the AGM. Bob is Chair of the Board and a Member of the Remuneration & Nomination Committee and the Audit and Risk Committee.

### **Experience and Background**

Bob has more than 20 years' experience in ASX listed organisations and government agencies and has significant skill and expertise across a broad range of markets. Bob has proven leadership ability having lead the development and growth of the Mantra Group to become Australia's 2<sup>nd</sup> largest hospitality business comprising over 140 hotels across Australia, New Zealand, USA and Asia. During his tenure, Bob was instrumental in the listing of the Mantra Group on the ASX in 2014 and in May 2018 managed the Group's \$1.3bn acquisition by AccorHotels, one of the world's largest hotel operators. Prior to joining the Mantra Group, Bob held senior management and development roles with Daikyo Australia and Mirvac and spent two years working in Asia.

Bob holds Non-Executive Director Chair roles in Gold Coast Football Club Ltd, Australia Venue Company Pty Ltd, Leisure Accommodation Collective and Experience Co Limited (ASX:EXP). Bob also holds an MBA from the University of New England.

### **Board Recommendation**

*The Directors (other than Bob East) unanimously recommend that Bob be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

## Resolution 3 – Renewal of the approval of the Cettire Employee Incentive Plan (Plan)

The Company's employee incentive plan (**Plan**) was previously adopted on 26 November 2020 in connection with the Company's IPO and ASX listing.

The purpose of Resolution 3 is to seek renewal of the approval of the Plan by Shareholders, principally for the purposes of ASX Listing Rule 7.2 (exception 13(b)).

The terms and conditions of the Plan have recently been updated to align the operation of the Plan with Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth) (**Corporations Act**), which came into effect on 1 October 2022, and which is intended to simplify the employee share scheme process.

A summary of the material terms of the Plan is set out below.

Topic	Summary
<b>Eligibility</b>	The Company may, at the discretion of the Board, offer and issue Awards to any person who is an 'ESS Participant' (as that term is defined in section 1100L of the Corporations Act) in relation to the Company or its Associated Entities (as defined in section 50AAA of the Corporations Act). This includes directors and certain people who provide services under a contract.
<b>Purpose</b>	The purpose of the Plan is to encourage eligible participants to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all participants.
<b>Awards</b>	<p>Under the Plan rules, the Company may offer or issue to eligible participants, the following types of awards (<b>Awards</b>):</p> <ul style="list-style-type: none"> <li>• <b>options:</b> a right to be issued or provided with a Share upon payment of an exercise price and satisfaction of specified vesting conditions;</li> <li>• <b>performance rights:</b> a right to be issued or provided with a Share for nil exercise price upon the satisfaction of specified vesting conditions;</li> <li>• <b>deferred share awards:</b> Shares issued to participants: <ul style="list-style-type: none"> <li>– who elect to receive Shares in lieu of wages, salary, director's fees, or other remuneration; or</li> <li>– by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and</li> </ul> </li> <li>• <b>exempt share awards:</b> Shares issued for no consideration or at an issue price that is a discount to the market price with the intention that up to \$1,000 (or such other amount that is exempted from tax under the <i>Income Tax Assessment Act 1936</i> (Cth) or the <i>Income Tax Assessment Act 1997</i> (Cth) from time to time) of the total value or discount (as applicable) received by each employee will be exempt from tax.</li> </ul>
<b>Issue cap for Awards offered for monetary consideration</b>	<p>If an offer of Awards under the Plan is to be made in respect of which monetary consideration is payable by the participant (either upfront, or on exercise of convertible securities), the offer must comply with applicable law, including the 'issue cap' under Division 1A Part 7.12 of the Corporations Act.</p> <p>An offer of Awards for monetary consideration under the Plan complies with the 'issue cap' if, at the time the offer is made, the Company reasonably believes that:</p> <ul style="list-style-type: none"> <li>• the total number of Shares that may be issued or acquired upon exercise of the Awards the subject of the offer; plus</li> <li>• the total number of Shares issued or that may be issued under offers that were both received in Australia and made in connection with an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the 3 year period ending on the day the offer is made,</li> </ul> <p>does not exceed 5% of the total number of issued Shares before the offer is made or such other limit as may be specified by law (unless the Constitution specifies a different percentage).</p>
<b>Vesting</b>	The Awards held by a participant will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the Plan rules. Vesting conditions may be waived at the discretion of the Board (unless such waiver is excluded by the terms of the Award).
<b>Acquisition Price</b>	The Board has a discretion to determine the issue price and/or exercise price for the Awards.
<b>Exercise</b>	<p>A participant is entitled to exercise an Award only after the Award has vested.</p> <p>Exercise of an Award also requires the participant to pay the aggregate issue price (if any) for the Shares to be issued.</p>



<b>Restrictions on dealing</b>	<p>A participant must not sell, transfer, mortgage, pledge, charge, grant a security interest over or otherwise dispose of any Awards while they remain restricted Awards, or agree to do any of those things, during the applicable restriction period.</p> <p>Without limiting its discretions under the Plan rules, the Board may at any time in its discretion waive or shorten the restriction period applicable to an Award.</p>
<b>Cessation of employment</b>	<p>No person will be entitled to any benefit in connection with their cessation of employment to the extent that the giving of the benefit would give rise to a breach of Part 2D.2 of the Corporations Act or any other provision of any other applicable law that limits or restricts the giving of such termination benefits.</p> <p>If the Corporations Act or any other applicable law limits the amount of the benefit, or the amount of the benefit that may be given without obtaining Shareholder approval, the benefit is capped at that amount and no further benefit is required to be provided to the relevant person. The Company is not required to seek or obtain the approval of its Shareholders for the purpose of overcoming any limitation or restriction imposed by the Corporations Act or any other applicable law, although it may choose to do so.</p>
<b>Change of control and other circumstances which may trigger early vesting</b>	<p>In the event a takeover bid is made to acquire all of the Shares on issue, or a scheme of arrangement, selective capital reduction or other transaction is initiated, or other event occurs or state of affairs exists, which, in the Board's opinion, is likely to result in a change of control (within the meaning of section 50AA of the Corporations Act) of the Company, the Board may, in its discretion, make a determination that all or a specified number of Awards: vest; cease to be subject to some or all vesting conditions and/or restriction period (as applicable); and/or if the relevant Awards are options, are subject to an exercise period as determined by the Board.</p>
<b>Adjustments</b>	<p>If the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of a participant will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.</p> <p>If the Company makes a pro-rata bonus issue to the holders of its Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date.</p> <p>A participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards, or unless the applicable Shares comprising the Award are on issue before the record date for the relevant issue.</p>
<b>Trustee</b>	<p>The Company may appoint a trustee to acquire and hold Shares, options, or other securities of the Company either on behalf of participants or for the purposes of satisfying the Company's obligations under the Plan.</p>
<b>Administration</b>	<p>The Plan is administered by the Board, or a committee of the Board, which has an absolute discretion to determine appropriate procedures for administration of the Plan consistent with the Plan rules; resolve questions of fact or interpretation arising in connection with the Plan or the Plan rules; formulate special terms and conditions (subject to the ASX Listing Rules), in addition to those set out in the Plan rules to apply to participants employed and/or resident in and/or who are citizens of countries other than Australia; and amend the Plan rules.</p>

### **ASX Listing Rules 7.1 and 7.2, exception 13(b)**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of Equity Securities (as defined in the ASX Listing Rules) that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

ASX Listing Rule 7.2, exception 13(b) provides an exception to ASX Listing Rule 7.1 such that issues of securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue securities under the amended Plan to eligible participants over a period of 3 years up to a nominated maximum amount without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

However, any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 3 is not passed, the Company will not be able to issue securities under an amended Plan without using the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of securities the Company can issue or agree to issue without obtaining shareholder approval over the 12 month period following any such issue.

**Specific information required by ASX Listing Rule 7.2, exception 13(b)**

Under and for the purposes of ASX Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- a) a summary of the Plan is set out above;
- b) since 26 November 2020, being the date of adoption of the Plan, the Company has issued 2,500,000 Options and 5,338,948 Service Rights under the Plan;
- c) the maximum number of securities that may be issued under the Plan following approval of Resolution 3 until its next approval by shareholders is 5% of the issued share capital of the Company (a total of 19,061,911 equity securities). It is not envisaged that the maximum number of securities for which approval is sought will be immediately issued. Further, if any securities issued under the Plan lapse or are cancelled (for example due to failure to achieve vesting conditions or cessation of employment) the Company may also issue new securities under the Plan up to the maximum number of securities lapsed or cancelled; and
- d) a voting exclusion applies and is included on page 11 of this NOM.

**Board Recommendation**

*The Directors are of the view that the Plan is appropriate for the business and is in the best interests of shareholders and therefore recommends that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

## OTHER ATTENDANCE AND VOTING INFORMATION

### **Majority Required**

All resolutions proposed at this AGM are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

### **Voting Methods**

Shareholders are encouraged to lodge a directed voting form as soon as possible in advance of the AGM, even if you are planning to attend the AGM online. Shareholders can vote in one of the following ways:

- By lodging a direct vote in advance of the AGM electronically by visiting <https://investor.automic.com.au/#/home>; or
- By appointing a proxy to attend and vote at the meeting on your behalf electronically by visiting <https://investor.automic.com.au/#/home>;
- By attending the meeting online and voting using the online voting facility as outlined on page 4 of this NOM.

### **Voting Deadline**

Shareholders who wish to lodge a direct vote in advance of the AGM or appoint a proxy to attend and vote at the meeting on their behalf, must do so by 2.30 pm (AEDT) on Tuesday 14 November 2023 or if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Direct votes or proxy appointments received after this time will be invalid.

### **Proxy Voting**

If a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies and may specify the proportion or number of votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company.

The Corporations Act provides the following for the processing of proxy votes.

### **Directed Proxy Votes**

If you appoint someone other than the Chair of the meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chair of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

### **Undirected Proxy Votes**

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of CTT's Key Management Personnel (except the Chair of the Meeting) or their closely related parties voting as a proxy on resolutions number 1 and 3, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any resolution, other than those specified in this NOM, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chair) or other member of CTT's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on resolutions 1 and 3 by completing the "For", "Against" or "Abstain" boxes.

The Chair will be able to exercise your vote on your behalf on all resolutions (including those directly or indirectly relating to the remuneration of Directors and other Key Management Personnel) as he sees fit, if you appoint the Chair as your proxy, but do not direct him how to vote (in which case the Chair intends to vote *in favour* on each item of business).

### **Revocation of proxies**

Any revocation of proxies must be made at <https://investor.automic.com.au/#/home> before the time of commencement of the meeting.

### **Voting by Corporations**

In order to vote at the AGM (other than by proxy), a corporation that is a shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation, including any authority under which it is signed, must be lodged with CTT's share registry, Automic prior to the commencement of the AGM.

### **Proxy Voting by Chair**

The Chair of the AGM intends to vote all undirected proxies *in favour* on all resolutions.

### **Voting Exclusions**

#### **Resolution 1 – Adoption of Remuneration Report**

##### **Voting Prohibition Statement**

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) of such a member. However, a person (the **voter**) described above may cast a vote on resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on resolution 1; or
- b) the voter is the Chair of the AGM and the appointment of the Chair of the AGM as proxy does not specify the way the proxy is to vote on resolution 1; and expressly authorises the Chair to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### **Resolution 3 – Renewal of the approval of the Cettire Employee Incentive Plan (Plan)**

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of resolution 3 by anyone who is eligible to participate in the Plan or any associate of any person who is eligible to participate in the Plan.

However, the Company need not disregard a vote cast in favour of resolution 3 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides.
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - ii. The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

##### **Voting Prohibition Statement**

The Company will disregard any proxy votes cast in favour of resolution 3 by any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) of such a member. However, a person (the **voter**) described above may cast a vote on resolution 3 as a proxy if:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on resolution 3; or
- b) the voter is the Chair of the AGM and the appointment of the Chair of the AGM as proxy does not specify the way the proxy is to vote on resolution 3; and expressly authorises the Chair to exercise the proxy even though resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**Further Information**

Shareholders should direct any questions in relation to this NOM to Automic (contact details on page 4 of this NOM) or to the Company Secretary on +61 434 189 506.

**By order of the Board**



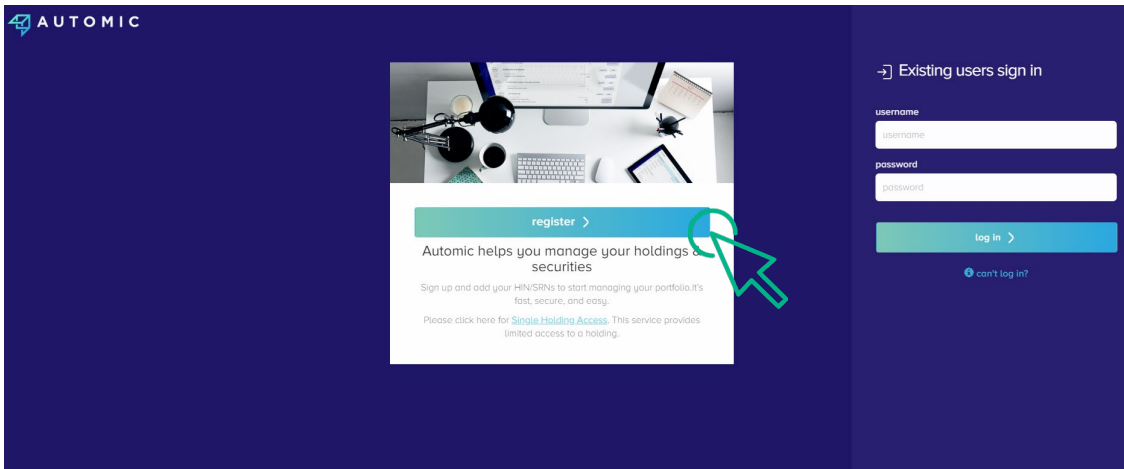
**Fiona van Wyk  
Company Secretary  
17 October 2023**

# Virtual Meeting Registration and Voting

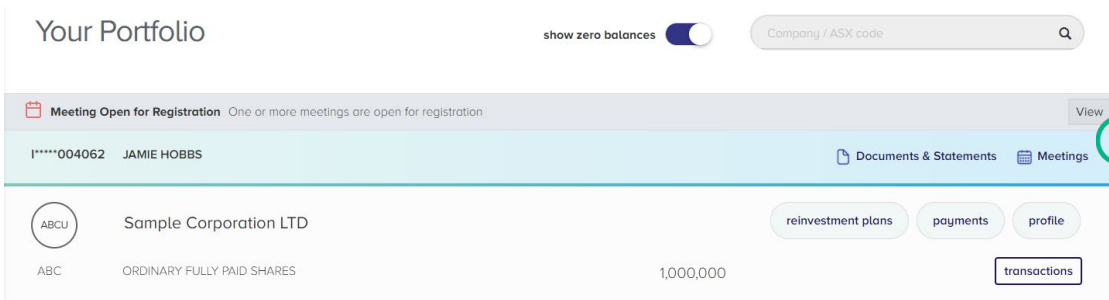


## REGISTRATION

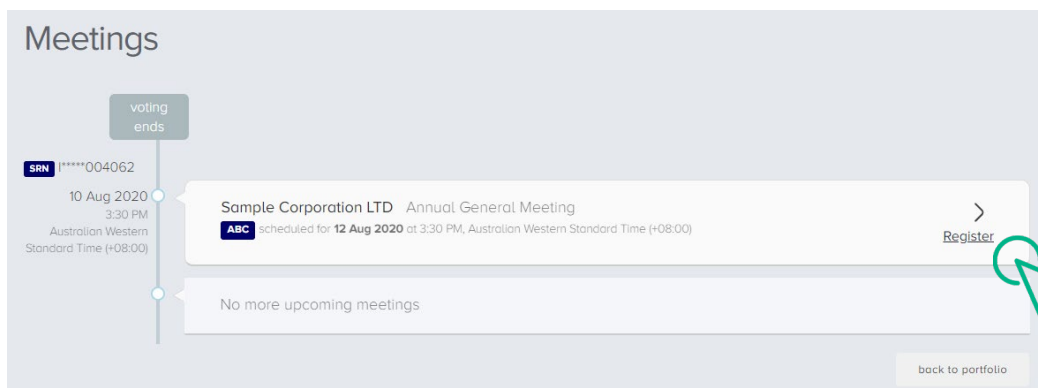
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.



- Click on “register” to register your attendance for the meeting.



## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two instructions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. A green mouse cursor is pointing at the "next" button, and another green mouse cursor is pointing at the "YES, I would like to vote" radio button.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right of the form. A green mouse cursor is pointing at the "Refresh" button. At the bottom of the page, there is a light blue box containing the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. A green mouse cursor is pointing at the URL.



# VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYzJlNkQd2xVWXdIMGgwZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.  
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

# VOTING COMPLETE

- Your vote is now lodged and is final.

## Voting

Sample Corporation LTD - Annual General Meeting

Progress: Poll (0) — Review (1) — Complete (2)

Complete - Step 3 of 3

**Complete**

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzF3bUUQT09;>

Cettire Limited | ABN 75 645 474 166

Your proxy voting instruction must be received by **02.30pm (AEDT) on Tuesday, 14 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

