



Close the Loop GROUP

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CLOSE THE LOOP LIMITED

ACN 095 718 317

NOTICE OF 2023 ANNUAL GENERAL MEETING

Date: Thursday, 23 November 2023

Time: 11:00am (Melbourne time)

Place: Nexia Australia, Level 35, 600 Bourke Street, Melbourne, Victoria

A proxy form is enclosed with this Notice and instructions for its completion and return by post are shown on the form.

This Notice is important and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Investor related questions are welcomed prior to the Meeting. Questions can be directed to the Company Secretary via email: investors@ctlgroup.com.au by no later than 5:00pm (Melbourne time) on Monday, 20 November 2023.

CLOSE THE LOOP LTD
ACN 095 718 317

Notice of Annual General Meeting

Close the Loop Ltd ACN 095 718 317 (**Company**) gives notice that a meeting of its Shareholders will be held at:

Time: 11.00am (Melbourne time)

Date: Thursday, 23 November 2023

Place: Nexia Australia, Level 35, 600 Bourke Street, Melbourne, Victoria

If you are unable to join the Meeting, we encourage you to complete and return the enclosed Proxy Form in accordance with the instructions included in this Notice.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 21 November 2023 at 7.00pm (Melbourne time).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

Agenda Items

Ordinary business

1 Annual Report

To receive the Annual Report of the Company for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve these reports.

2 Resolutions

2.1 Resolution 1: Adoption of the Remuneration Report

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

"That approval be given for the adoption of the Remuneration Report for the financial year ended 30 June 2023."

Please refer to the voting exclusion statement in the Notice.

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

2.2 Resolution 2: Re-election of Director – Greg Toll

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

"That Gregory Leonard Toll, being a Director of the Company who retires from the office of Director by rotation in accordance with clause 63 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Information about Greg Toll is included in the Notice.

2.3 Resolution 3: Election of Director – Sammy Saloum

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

"That, pursuant to and in accordance with clause 64.1(b) of the Constitution, Sammy Saloum be elected as a Director on the terms and conditions in the Explanatory Memorandum."

Information about Sammy Saloum is included in the Notice.

2.4 Resolution 4: Approval of participation in Performance Rights Plan by related party (Joe Foster)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Joseph Patrick Foster in the Company's Performance Rights Plan by the grant to Joseph of 1,500,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

2.5 Resolution 5: Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Marc Lichtenstein in the Company's Performance Rights Plan by the grant to Marc of 1,500,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

2.6 Resolution 6: Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Lawrence Warren Jaffe in the Company's Performance Rights Plan by the grant to Lawrence of 1,500,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

By order of the Board



Marc Lichtenstein
Company Secretary

Dated: 19 October 2023

CLOSE THE LOOP LTD
ACN 095 718 317

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of each resolution contained in the accompanying Notice of Annual General Meeting.

It is recommended that Shareholders read this Explanatory Memorandum in full before making any decisions in relation to the resolutions.

This Explanatory Memorandum is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote at the Meeting.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at Schedule 1 of this Explanatory Memorandum.

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report – Year ended 30 June 2023
Section 4.1:	Resolution 1 – Adoption of Remuneration Report
Section 4.2:	Resolution 2 – Re-election of a Director: Greg Toll
Section 4.3:	Resolution 3 – Election of a Director: Sammy Saloum
Section 4.4:	Resolution 4 – Approval of participation in Performance Rights Plan by related party (Joe Foster)
Section 4.4:	Resolution 5 – Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)
Section 4.4:	Resolution 6 – Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)
Schedule 1:	Glossary

A Proxy Form is enclosed with the Notice and is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) if you require an additional proxy form, the Company will supply it on request;
- (c) a proxy need not be a member of the Company; and
- (d) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11.00 am (Melbourne time) on Tuesday, 21 November 2023, being at least 48 hours before the Meeting.

Proxy Forms must be received by one of the following methods:

- (a) By post:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
- (b) By mobile:
Scan the QR Code on your Proxy Form and follow the prompts
- (c) Online:
Shareholders may submit their proxy instructions online to the Company's Share Registry by visiting www.investorvote.com.au/clg.
- (d) By hand:
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067
Australia
- (e) By fax:
1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at Meeting

If you attend the Meeting, please bring your personalised Proxy Form with you to assist with registration and (if possible) arrive at the venue at least 15 minutes before the start of the Meeting.

Representatives from the Company's share registry, Computershare, will verify your shareholding against the Company's Share register and note your attendance. If you do not bring your Proxy Form with you, you will still be able to attend the Meeting but you will need to verify your identity.

2.3 Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Resolutions 1 to 6 are ordinary resolutions.

A Poll will be held on all resolutions.

Every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3 Annual Report – Year ended 30 June 2023

The Corporations Act requires each of the Financial Report, the Directors Report and the Auditors Report for the last financial year to be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. Shareholders can access a copy of the annual report on the Company's website at <https://ctlgroup.com.au>.

The Annual Report will be presented to the meeting.

4 Resolutions

4.1 Resolution 1: Adoption of Remuneration Report

(a) Introduction

Section 250R of the Corporations Act requires that a resolution be put to the Shareholders to receive, approve and adopt the Remuneration Report, as it is disclosed in the Annual Report. Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 18 to 32 of the 2023 Annual Report.

The Remuneration Report discusses matters including (but not limited to):

- (i) Board policies in relation to the nature and amount of remuneration paid to Directors and executives;
- (ii) the relationship between the Board policies and the Company's performance; and
- (iii) the remuneration arrangements in place for the directors and key executives of the Company.

Section 250R(2) of the Corporations Act requires the Remuneration Report to be adopted and put to the Shareholders at the Annual General Meeting.

The Chair will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, a vote on this resolution is advisory and does not bind the Directors or the Company. However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Shareholders are encouraged to read the below section of this Explanatory Memorandum for further details on the consequences of voting on this Resolution.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chair at the Meeting.

(b) Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

(c) Voting Exclusion Statement

The Company shall disregard and not count any votes cast on Resolution 1 by or on behalf of either or both of the following persons:

- (i) a member of the Company's Key Management Personnel; or
- (ii) a Closely Related Party of a member of the Company's Key Management Personnel.

For the purposes of this voting exclusion, Key Management Personnel are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report for the financial year ended 30 June 2023 identifies the Company's Key Management Personnel for that financial year.

However, the Company will not disregard a vote if:

- (iii) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a valid proxy form; or
- (iv) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on a valid proxy form to vote as the proxy decides and expressly authorizes the Chair to so vote.

(d) Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, Shareholders are asked to adopt the Remuneration Report and vote in favour of Resolution 1. Shareholders should note that the Chair intends to vote all undirected proxies in favour of adopting the Remuneration Report.

4.2 Resolution 2: Re-election of Director – Greg Toll

(a) Introduction

ASX Listing Rule 14.5 imposes a requirement on the Company to hold an election of Directors at each annual general meeting.

ASX Listing Rule 14.4 and clause 63.1 of the Constitution provide that a Director (other than the Managing Director) may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

Any Director who retires in accordance with clause 63.1 of the Constitution is eligible for re-election.

(b) Retirement by rotation and re-election of Greg Toll

Greg Toll retires in accordance with clause 63.1 of the Constitution and offers himself for re-election.

Greg was appointed as a Director of the Company in November 2017 and became the chairman of Close the Loop in November 2019.

Before joining Close the Loop, Greg was Chief Executive Officer and Executive Chairman of Clean TeQ Holdings Limited (ASX: CLQ) (now known as Sunrise Energy Metals Limited (ASX: SRL)), where he was appointed as Chief Executive Officer in 2007 then to the chair role, which he held until November 2013.

Greg holds a Bachelor of Science (Veterinary) degree with first class honours and is a graduate of the Australian Institute of Company Directors.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Greg has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) Recommendation

The Board (with Greg Toll abstaining) recommends voting in favour of Resolution 2 for the re-election of Greg Toll to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 2.

4.3 Resolution 3: Election of Director – Sammy Saloum

(a) Introduction

Clause 64.1(b) of the Constitution enables the Directors to put forward a person not currently a Director for election as a Director at the Company's Annual General Meeting.

(b) Election of Sammy Saloum

The Directors put forward Sammy Saloum for election as an additional Director under Resolution 3. If elected, Sammy's election as a Director will take effect immediately following the conclusion of the Annual General Meeting.

Sammy is the chief executive of ISP Tek Services, a leading refurbisher and distributor of consumer electronics based in Texas that the Company acquired full ownership of from Sammy and Dania Saloum in April 2023.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Sammy's extensive industry knowledge and experience will be a

valuable contribution to Board discussions and decision making. Sammy's appointment to the Board is also constructive in light of the importance of ISP Tek Services to the broader Close the Loop business.

(c) **Recommendation**

The Board recommends voting in favour of Resolution 3 for the election of Sammy Saloum to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 3.

4.4 Resolutions 4, 5 and 6: Approval of participation in Performance Rights Plan by related party (Joe Foster, Marc Lichtenstein and Lawrence Jaffe)

(a) **Introduction**

The Board proposes to grant under the Performance Rights Plan 1,500,000 Performance Rights to Joe Foster, 1,500,000 Performance Rights to Marc Lichtenstein and 1,500,000 Performance Rights to Lawrence Jaffe (the **Related Parties**), all of whom are directors of the Company.

The Board believes the Performance Rights Plan will:

- (i) encourage participants to focus on creating value for Shareholders;
- (i) link reward with the achievement of long-term performance in the Company;
- (ii) encourage participants to remain with the Company by providing them with the opportunity to hold a financial stake in the Company; and
- (iii) assist in the Company attracting and retaining high calibre Directors and employees.

(b) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolutions 4, 5 and 6 by or on behalf of:

- (i) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the Performance Rights Plan (which includes each of Joe Foster, Marc Lichtenstein and Lawrence Jaffe); or
- (ii) any associates of those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) 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; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (iv) 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
- (v) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolutions 4, 5 and 6 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This

restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

(c) Approval for the purposes of the ASX Listing Rules

ASX Listing Rule 10.14 provides that an entity must only allow Directors or their associates to acquire securities under an employee incentive scheme with the approval of shareholders and provided the Notice of Meeting complies with the requirements set out in ASX Listing Rule 10.15.

Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.14 do not require approval under ASX Listing Rule 7.1. The Performance Rights Plan is an employee incentive scheme for the purposes of the ASX Listing Rules.

The Board proposes to invite the Related Parties to be granted Performance Rights under the Performance Rights Plan and therefore seeks shareholder approval under ASX Listing Rule 10.14.

Pursuant to ASX Listing Rule 10.15.4, the Related Parties' current base remuneration (excluding superannuation and incentives) is:

Joe Foster	\$400,000
Marc Lichtenstein	\$350,000
Lawrence Jaffe	\$350,000

Pursuant to ASX Listing Rules 10.15.6 and 10.15.9, a summary of the material terms of the equity securities and the value attributed to them by the Company are listed in Table A and Table B below.

The effect of passing Resolutions 4, 5 and 6 will be to allow the Company to issue an aggregate of 4,500,000 Performance Rights without using up the Company's 15% placement capacity under ASX Listing Rule 7.1.

As Shareholder approval is sought under ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required. Accordingly, the grant of Performance Rights to Joe Foster, Marc Lichtenstein and Lawrence Jaffe pursuant to Resolutions 4, 5 and 6 will not reduce the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

(d) Terms on which Performance Rights will be granted to Directors

TABLE A: The key terms of the Performance Rights to be granted under the Performance Right Plan to the Directors are set out in the following table:

Terms	Details
Number of Performance Rights	<ul style="list-style-type: none"> Joe Foster will be offered 1,500,000 Performance Rights; Marc Lichtenstein will be offered 1,500,000 Performance Rights; and Lawrence Jaffe will be offered 1,500,000 Performance Rights, being a total of 4,500,000 Performance Rights.
Price payable to acquire Performance Rights	Nil
Exercise Price	Nil (i.e. no amount is payable to exercise a Performance Right to acquire a Share in the Company once the Vesting Conditions are

	satisfied)												
Term or Expiry Date	5 years from the date of grant												
Minimum Vesting Period	3 years from the date of grant												
Vesting Conditions	<p>The Performance Rights to be granted to Directors will vest in the manner set out in the tables below, provided the following conditions are met:</p> <table border="1"> <thead> <tr> <th>No. of Performance Rights</th> <th>Performance Condition</th> <th>Service Condition</th> </tr> </thead> <tbody> <tr> <td>600,000 Performance Rights, being 40% of the total Performance Rights granted to the Director (Tranche A Performance Rights)</td> <td>Not Applicable</td> <td rowspan="4">The Director is continuously employed or continue to provide services to the Company from the Grant Date up to the date the Board makes a determination that the Vesting Conditions are met.</td> </tr> <tr> <td>300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche B Performance Rights)</td> <td>The volume weighted average market price (VWAP) of the Shares being equal to or more than \$0.70 for 20 consecutive trading days.</td> </tr> <tr> <td>300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche C Performance Rights)</td> <td>The VWAP of the Shares being equal to or more than \$0.85 for 20 consecutive trading days.</td> </tr> <tr> <td>300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche D Performance Rights)</td> <td>The VWAP of the Shares being equal to or more than \$1.00 for 20 consecutive trading days.</td> </tr> </tbody> </table> <p>If the above Vesting Conditions are not satisfied, or if the Board determines that they cannot be satisfied, the relevant Director/s will forfeit Performance Rights (unless the Board exercises its discretion to permit those Performance Rights to vest in accordance with the terms of the Performance Rights Plan rules).</p>	No. of Performance Rights	Performance Condition	Service Condition	600,000 Performance Rights, being 40% of the total Performance Rights granted to the Director (Tranche A Performance Rights)	Not Applicable	The Director is continuously employed or continue to provide services to the Company from the Grant Date up to the date the Board makes a determination that the Vesting Conditions are met.	300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche B Performance Rights)	The volume weighted average market price (VWAP) of the Shares being equal to or more than \$0.70 for 20 consecutive trading days.	300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche C Performance Rights)	The VWAP of the Shares being equal to or more than \$0.85 for 20 consecutive trading days.	300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche D Performance Rights)	The VWAP of the Shares being equal to or more than \$1.00 for 20 consecutive trading days.
No. of Performance Rights	Performance Condition	Service Condition											
600,000 Performance Rights, being 40% of the total Performance Rights granted to the Director (Tranche A Performance Rights)	Not Applicable	The Director is continuously employed or continue to provide services to the Company from the Grant Date up to the date the Board makes a determination that the Vesting Conditions are met.											
300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche B Performance Rights)	The volume weighted average market price (VWAP) of the Shares being equal to or more than \$0.70 for 20 consecutive trading days.												
300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche C Performance Rights)	The VWAP of the Shares being equal to or more than \$0.85 for 20 consecutive trading days.												
300,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche D Performance Rights)	The VWAP of the Shares being equal to or more than \$1.00 for 20 consecutive trading days.												

TABLE B: In accordance with ASX Listing Rules 10.14 and 10.15 and the Corporations Act, the following additional information is provided in relation to the proposed participation in the Performance Right Plan by the Directors:

Maximum number of securities to be issued	<ul style="list-style-type: none"> • 1,500,000 Performance Rights are approved for issue to Joe Foster; • 1,500,000 Performance Rights are approved for issue to Marc Lichtenstein; and • 1,500,000 Performance Rights are approved for issue to Lawrence Jaffe, <p>with a total of 4,500,000 Performance Rights proposed to be issued subject to shareholder approval.</p>
Price at which the securities will be issued	Nil (refer to above table).

The date by which the Company will issue the Performance Rights	The Board will grant the Performance Rights as soon as practicable following the Meeting, subject to Shareholders approving the Resolution, and in any case not later than 1 month after the date of the Meeting.
Terms of any loan in relation to the issue of Performance Rights	No loan terms applicable.
Number of Performance Rights previously issued to each director	<p>In 2022, the following Performance Rights were issued to the Related Parties under the Performance Rights Plan:</p> <ul style="list-style-type: none"> • 1,000,000 Performance Rights were issued to Joe Foster; • 1,000,000 Performance Rights were issued to Marc Lichtenstein; and • 1,000,000 Performance Rights were issued to Lawrence Jaffe.
Information required under ASX Listing Rule 10.15.11	<p>Each Related Party is entitled to participate in the Performance Rights Plan.</p> <p>Subject to Shareholders approving Resolutions 4, 5 and 6, details of any Performance Rights granted to a Director under the Performance Rights Plan will be published in the Company's annual report for the year in which the grant is made noting that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Performance Rights Plan after approval of these Resolutions and who were not named in this Notice will not participate until separate approval is obtained under Listing Rule 10.14.</p>

(e) **What if Shareholder approval is not obtained?**

If Shareholder approval is not obtained, the Board may proceed with the grant of Performance Rights to Joe Foster, Marc Lichtenstein and Lawrence Jaffe under the Performance Rights Plan by requiring in the offer terms that the offer will be satisfied by Shares acquired on-market, or may consider alternative long term variable remuneration arrangements such as deferred cash upon fulfillment of the relevant performance requirements. If deferred cash is granted, this will diminish the alignment of the remuneration of the Related Parties with that of other executives and Shareholders.

(f) **Recommendation**

The Board, as members of the Key Management Personnel, abstain from making a recommendation in relation to Resolutions 4, 5 and 6.

Schedule 1

Glossary

In this Notice, the following items have the following meanings unless the context requires otherwise:

\$ means Australian Dollars.

Annual Report means the Annual Report to Shareholders for the period ended 30 June 2023.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the official listing rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Close the Loop Ltd ACN 095 718 317.

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum accompanying and forming part of this Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Meeting or **Annual General Meeting** means the 2023 Annual General Meeting of Shareholders to be held at Nexia Australia, Level 35, 600 Bourke Street, Melbourne, Victoria on Thursday, 23 November 2023 at 11.00 am (Melbourne time).

Notice means this Notice of Annual General Meeting (including the Explanatory Memorandum and the Proxy Form).

Performance Rights Plan means the Company's performance rights plan.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report as set out in the Annual Report.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

VWAP means volume weighted average price.



**Close the Loop
GROUP**

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Close the Loop Limited
ABN 91 095 718 317

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 21 November 2023.**

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:

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:
	SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 N D

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Close the Loop 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 Close the Loop Limited to be held at Nexia Australia, Level 35, 600 Bourke Street, Melbourne, VIC 3000 on Thursday, 23 November 2023 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 Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are 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 Resolutions 1, 4, 5 and 6 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
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Greg Toll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Sammy Saloum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of participation in Performance Rights Plan by related party (Joe Foster)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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