

NOTICE OF ANNUAL GENERAL MEETING

PREMIER INVESTMENTS LIMITED ACN 006 727 966

Notice is given that the Annual General Meeting (“AGM”) of Shareholders of Premier Investments Limited (the “Company”) will be held at **Pullman Melbourne Albert Park 65 Queens Road Melbourne Victoria 3004** on **Friday, 1 December 2023** at **11:30 am (Melbourne time)**.

Ordinary Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the 52 weeks ended 29 July 2023.

2 Remuneration Report

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

That the Remuneration Report for the 52 weeks ended 29 July 2023 be adopted.

3 Re-election of Directors

To consider and, if thought fit, pass each of the following resolutions as a separate ordinary resolution:

(a) *That Mr Solomon Lew, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company’s Constitution and, being eligible, is re-elected as a Director.*

(b) *That Mr Henry Lanzer AM, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company’s Constitution and, being eligible, is re-elected as a Director.*

(c) *That Mr Michael McLeod, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company’s Constitution and, being eligible, is re-elected as a Director.*

Special Business

4 Increase in maximum Non-Executive Directors remuneration

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

That for the purposes of Listing Rule 10.17 and clause 27.2 of the Company’s Constitution, the maximum total remuneration payable to Non-Executive Directors be increased by A\$500,000.00 from A\$1,500,000.00 per annum to an amount not exceeding A\$2,000,000.00, to be divided between the Non-Executive Directors in such proportions and manner as the Directors determine.

By order of the Board



Marinda Meyer
Company Secretary
31 October 2023

1 Defined terms

Capitalised terms used in this Notice (including those used in the Resolutions set out in this Notice) have, unless otherwise defined, the same meanings as are set out in the Glossary of Terms set out in the Explanatory Statement attached to this Notice.

2 Material accompanying this Notice

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report, including the Remuneration Report, and the Auditor's Report, unless you have elected not to receive these reports and have not withdrawn that election. These reports are also available on the Company's website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>;
- (b) the Explanatory Statement setting out details relevant to the business set out in this Notice; and
- (c) a Proxy Form.

3 Voting and required majority

In accordance with section 249HA of the Corporations Act, for each of Resolutions 2 to 4 (all inclusive) to be effective:

- (a) not less than 28 days' written notice has been given.
- (b) each Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).
- (c) Subject to paragraph 4 and 5 below, on a show of hands every Shareholder has one vote, and, on a poll, every Shareholder has one vote for each Share held.

4 Voting exclusions - Resolution 2

- (a) In accordance with section 250R of the Corporations Act, for Resolution 2, a member of the Premier Group's Key Management Personnel ("KMP") and closely related parties of a KMP, details of whose remuneration are included in the Remuneration Report, will not be eligible to vote on the Resolution except as provided in paragraph 4(b) below.
- (b) In accordance with Listing Rule 14.11, a person described in paragraph 4(a) above may vote on Resolution 2 (if required) if:
 - (i) the vote is not cast on behalf of a person described in that paragraph, and either:
 - (A) the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (B) the person voting is the Chair of the AGM, who votes as a proxy for a person who is entitled to vote, and the appointment of the Chair of the AGM as proxy:
 - (1) does not specify the way the proxy is to vote on the Resolution; and
 - (2) expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; or

- (ii) they are a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) 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
 - (B) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

5 Voting exclusions – Resolution 4

- (a) For Resolution 4, a Director of the Company or any of their associates will not be eligible to vote on the Resolution except as provided in paragraph 5(b) below.
- (b) In accordance with Listing Rule 10.17 and 14.11, for Resolution 4, a person described in paragraph 5(a) above may vote on Resolution 4 (if required) if:
 - (i) the vote is not cast on behalf of a person described in that paragraph, and either:
 - (A) the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (B) the person voting is the Chair of the AGM, who votes as a proxy for a person who is entitled to vote, and the appointment of the Chair of the AGM as proxy:
 - (1) does not specify the way the proxy is to vote on the Resolution; and
 - (2) expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
 - (ii) they are a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) 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
 - (B) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

6 Shareholders eligible to vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that, for the purposes of the AGM (including voting at the AGM), Shareholders are those persons who are registered holders of Shares at **7:00 pm (Melbourne time) on Wednesday, 29 November 2023 (“Effective Time”)**.

7 Proxies, representatives and attorneys

- (a) All Shareholders at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the AGM unless you appoint your proxy online as set out in paragraph 7(h) below.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
- (e) Shareholders wishing to appoint a proxy should read the instructions on the Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in paragraph 7(h) below.
- (f) Any Shareholder may appoint an attorney to act on its behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in paragraph 7(h) below.
- (g) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as set out in paragraph 7(h) before the time of the AGM (or adjourned meeting) or at the meeting.
- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **11:30 am (Melbourne time)** on Wednesday, 29 November 2023 by:
 - (i) mail, to the Share Registry to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or hand delivered to 452 Johnson Street, Abbotsford, Victoria 3067; or
 - (ii) fax, to the Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - (iii) electronically, via the electronic proxy voting instructions, which can be recorded on the internet at www.investorvote.com.au; or
 - (iv) for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com

Please refer to the Proxy Form accompanying this Notice for more information.

EXPLANATORY STATEMENT

PREMIER INVESTMENTS LIMITED ACN 006 727 966

1 General

This Explanatory Statement contains information relevant to the business referred to in the Notice of AGM of Premier Investments Limited (the “**Company**”) which it accompanies and should be read carefully by Shareholders prior to the AGM.

All capitalised terms used in this Explanatory Statement have the meanings set out in the Glossary of Terms located at the end of this document.

Further details relating to each item in the Notice are set out below.

2 Ordinary Business

2.1 Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors’ Declaration), the Directors’ Report and the Auditor’s Report for the Premier Group to be considered at the AGM.

While this item does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the Auditor’s Report or the conduct of the audit. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may submit questions relevant to the content of the Auditor’s Report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to the Auditor by Shareholders.

The Financial Report, Directors’ Report and Auditor’s Report are available for Shareholders to access and download from the Company’s website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>.

2.2 Item 2 - Remuneration Report

Shareholders are asked to adopt the Remuneration Report.

The Remuneration Report (which forms part of the Directors’ Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Premier Group’s performance.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under the Corporations Act, if 25% or more of the votes cast on this resolution are against the adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders’ concerns at next year’s annual general meeting. Depending on the outcome of next year’s voting on the Company’s Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors’ Report (excluding the Managing Director) will be required to seek re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the 2022 Remuneration Report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this AGM.

Directors' Recommendation

The Board **unanimously recommends** that Shareholders vote in favour of the adoption of the Remuneration Report.

As stated in the Notice, each of the Premier Group's KMPs whose remuneration is included in the Remuneration Report and closely related parties of those KMPs are not eligible to vote on the Resolution, except as stated in the Notice.

The Chair intends to vote all available proxies in favour of the adoption of the Remuneration Report.

2.3 Item 3 - Re-election of Directors

Each election resolution will be conducted as a separate resolution.

Information on the skills and experience for each of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod can be found in the Directors' Report, which is included in the Annual Report.

Directors' Recommendation

The Directors who are not standing for re-election **unanimously support** the re-election of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod.

The Directors (other than the Directors standing for re-election) consider that Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod have all played important roles and contributed substantially to the Board's process to initiate a formal review of the Company's corporate, operating and capital structure, as announced to the market on 21 August 2023. The Directors (other than the Directors standing for re-election) also consider that their respective detailed corporate knowledge of the Company will be a significant asset in the successful conduct of the review and that continuity of the current Board should be maintained pending the outcome of that review.

The Chair intends to vote all available proxies in favour of the re-election of Mr Solomon Lew, Mr Henry Lanzer AM and Mr Michael McLeod.

3 Special Business

3.1 Item 4 - Increase in maximum Non-Executive Directors remuneration

In accordance with Listing Rule 10.17 and clause 27.2 of the Company's Constitution, Shareholders are asked to approve the increase in maximum remuneration payable to Non-Executive Directors of the Company by A\$500,000.00, from A\$1,500,000.00 per annum to an amount not exceeding A\$2,000,000.00, to be divided between the Non-Executive Directors in such proportions and manner as the Directors determine. The Company has issued no securities to Non-Executive Directors under Listing Rule 10.11 or 10.14 with the approval of Shareholders at any time in the last three preceding years.

The maximum remuneration which may currently be paid to Non-Executive Directors of the Company was last approved by Shareholders in 2016. The Company then had eight Non-Executive Directors and the amount set for all fees for all services by Non-Executive Directors, including committee fees and superannuation contributions, was A\$1,500,000.00 per annum.

The Company currently has eight Non-Executive Directors and increasing the total maximum remuneration to A\$2,000,000.00 will allow the Company to retain these existing Non-Executive Directors and provide it with scope to appoint other suitably qualified and experienced directors and to pay fees which are consistent with market benchmarks.

The total fees for which approval is sought may not be fully expended in the current year but the Board believes that it will provide the flexibility, capacity and resources needed over the next few years to attract and retain candidates for appointment to the Board with the necessary competencies to maintain and complement the Board's effectiveness and the Company's growth strategies.

If shareholder approval is not obtained, the amount paid to each Non-Executive Director will be adjusted so the amount paid in aggregate will not exceed the previously approved maximum remuneration payable to Non-Executive Directors of the Company of A\$1,500,000.00 per annum, if required.

The Board's approach to the remuneration of Non-Executive Directors is set out in more detail in the Remuneration Report.

Director's recommendation

As the Directors have an interest in the outcome of this resolution, they make **no recommendation** about this resolution to Shareholders.

As stated in the Notice, any votes cast in respect of this resolution by a Director or by any associate of that Director will be disregarded, except as stated in the Notice.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 11:30 am (Melbourne time) on Friday, 1 December 2023.
Annual Report	means the annual report of the Company.
ASX	means ASX Limited ACN 008 624 691.
Auditor	means the auditor of the Company.
Auditor's Report	means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.
Board	means the board of Directors of the Company.
Chair	means the person who chairs the AGM.
Company	means Premier Investments Limited ACN 006 727 966.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the report of the Directors, which accompanies the Financial Report.
Effective Time	means 7:00 pm (Melbourne time) on Wednesday, 29 November 2023.
Explanatory Statement	means this statement which provides details of the business of the AGM.
Financial Report	means the consolidated annual financial report of Premier Investments Limited for the 52 weeks ended on 29 July 2023 that accompanies the Notice of AGM.
Key Management Personnel (or "KMP")	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director.
Listing Rules	means the listing rules of the ASX, as amended from time to time.
Managing Director	means the Executive Director.
Notice	means the notice of the AGM of the Company accompanying this Explanatory Statement.
Premier Group	means the Company and its controlled entities.
Proxy Form	means the proxy form accompanying the Notice of AGM.
Remuneration Report	means the remuneration report of the Premier Group that forms part of the Directors' Report.
Resolution	means the resolutions provided for Shareholder approval in the Notice of AGM.
Share Registry	means the Company's share registry.
Shareholder	means a holder of one or more Shares.
Shares	means fully paid ordinary shares in the capital of the Company.

PMV

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

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 **11:30am (AEDT) on Wednesday, 29 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:

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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: I999999999
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.

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.

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

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I/We being a member/s of Premier Investments 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 Premier Investments Limited to be held at Pullman Melbourne Albert Park, 65 Queens Road, Melbourne VIC 3004 on Friday, 1 December 2023 at 11:30am (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 2 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 4 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 2 and 4 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 2	Remuneration Report	☐	☐	☐
Resolution 3a	Re-election of a Director – Mr Solomon Lew	☐	☐	☐
Resolution 3b	Re-election of a Director – Mr Henry Lanzer AM	☐	☐	☐
Resolution 3c	Re-election of a Director – Mr Michael McLeod	☐	☐	☐
Resolution 4	Increase in maximum Non-Executive Directors remuneration	☐	☐	☐

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



PMVRM

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 Premier Investments 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

Premier Investments Limited