

ASX RELEASE | Schrole Group Ltd (ASX: SCL)

Annual General Meeting – Notice and Proxy Form

Dear Shareholder,

Annual General Meeting - Notice and Proxy Form

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Schrole Group Ltd (ACN 164 440 859) (**Company**) will be held as follows:

Time and date: 10.30 am (Perth time) on Tuesday, 30 May 2023

Location: Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat, Western Australia

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy.

Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: **https://schrole.edu.au/**

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic Pty Ltd, using any of the following methods:

Online: https://investor.automic.com.au/#loginsah or via a mobile device using the QR code and following the instructions on how to vote online on your enclosed Proxy Form

By mail:

C/- Automic GPO Box 5193 Sydney NSW 2001

By hand:

C/- Automic Level 5, 126 Phillip Street Sydney, NSW, 2000

By fax:

+61 2 8583 3040

Your proxy voting instruction must be received by 10.30am (Perth time) on Sunday, 28 May 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. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Authorised for release by:

Deborah Ho

Company Secretary

For further information, please contact:

Investors

Rob Graham Managing Director Schrole Group Ltd Investors@schrole.edu.au Howard Marks
Automic Markets
+61 402 438 019
howard.marks@automicgroup.com.au



Schrole Group Limited ACN 164 440 859

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 10:30am (AWST) on Tuesday, 30 May 2023

Location: Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat

WA 6014

The Notice of Annual General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on +61 8 9230 7000.

Shareholders are urged to vote by lodging the Proxy Form

Schrole Group Limited ACN 164 440 859 (Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Schrole Group Limited (**Company**) will be held at Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat WA 6014, on Tuesday, 30 May 2023 at 10:30am (AWST) (**Meeting**).

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 Shareholders at 10:30am (AWST) on Sunday, 28 May 2023.

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

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Director - Guy Perkins

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, Guy Perkins, who retires in accordance with Rule 3.6 of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 - Election of Director - Matt Adams

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, Matt Adams, an external candidate, having been nominated by a Shareholder in accordance with Rule 3.5(a)(iii) of the Constitution and being eligible is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Election of Director – Caroline Brokvam

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, Caroline Brokvam, an external candidate, having been nominated by a Shareholder in accordance with Rule 3.5(a)(iii) of the Constitution and being eligible is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 - Spill Resolution

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, in accordance with section 250V(1) of the Corporations Act and for all other purposes, Shareholders approve the following:

- (a) the Company holding another meeting of Shareholders within 90 days of this Meeting (Spill Meeting);
- (b) all Vacating Directors cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated pursuant to Resolution 6(b) being put to the vote at the Spill Meeting,

on the terms and conditions in the Explanatory Memorandum.'

Note: If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution.

Voting exclusions

Resolution 5: Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

- (a) 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;
- (b) the Chair 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
- (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 directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 6: In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the person is appointed as a proxy by writing that specifies the way the proxy is to (a) vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Deborah Ho

Company Secretary Schrole Group Limited

Dated: 21 April 2023

Schrole Group Limited ACN 164 440 859 (Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat WA 6014, on Tuesday, 30 May 2023 at 10:30am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Guy Perkins
Section 6	Resolution 3 – Election of Director – Matt Adams and Resolution 4 – Election of Director – Caroline Brokvam
Section 7	Resolution 5 – Approval of 10% Placement Facility
Section 8	Resolution 6 – Spill Resolution
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with 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 encouraged to vote by completing and submitting the Proxy Form to the Company in accordance with the instructions thereon. Submission of a 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) a proxy need not be a member of the Company; and
- (c) 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution.

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:30am (AWST) on Sunday, 28 May 2023, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 6 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions (except Resolution 6, which the Chair intends to exercise all available proxies against), unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at Deborah.ho@automicgroup.com.au by 10:30am (AWST) on Sunday, 28 May 2023.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at https://schrole.edu.au/ or on the ASX platform for "SCL" at www.asx.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 December 2022 in the 2022 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election. Such a Resolution is set out at Resolution 6. In the event that the Company does not receive a second Strike, Resolution 6 will be withdrawn.

The Company's Remuneration Report received a Strike at the 2022 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that this may result in the re-election of the Board pursuant to Resolution 6.

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

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Guy Perkins

5.1 General

Rule 3.6 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third) and is eligible for re-election.

Rule 3.7 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

As at the date of this Notice, the Company has three Directors (excluding the Managing Director) and accordingly, one Director must retire.

Guy Perkins was last elected at the 2021 annual general meeting of the Company and has held office the longest since last being elected. Accordingly, Guy Perkins, Non-Executive Director, has agreed to retire at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 2.

5.2 Guy Perkins

Guy Perkins brings a breadth of highly relevant experience to the Company's Board, having held roles at several startups, and ultimately very successful, Software as a Service (SaaS) companies. In 2015, Mr Perkins was the founding director/strategic sales and business development of Spookfish Pty Ltd (**Spookfish**), a geospatial and 3D imagery business that was listed on the ASX prior to being acquired by US-based Eagleview Technologies in 2018

with a valuation of \$122m. Prior to Spookfish, Mr Perkins held the role of Chief Operating Officer at NearMap Ltd (ASX:NEA), which currently has a market capitalisation in excess of \$1.2 billion. Mr Perkins is currently a non-executive director of Soar.

Mr Perkins also holds directorships with My Foodie Box Ltd (ASX:MBX).

Mr Perkins does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Mr Perkins is considered by the Board (with Mr Perkins abstaining) to be an independent Director. Mr Perkins is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Perkins has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (with Mr Perkins abstaining) recommends that Shareholders vote in favour of Resolution 2. Mr Perkins is a suitably qualified long standing board member, brings valuable experience to the Board and will continue to be instrumental in the growth of the Company at an important stage of development.

5.4 Additional information

Resolution 2 is an ordinary resolution.

If Resolution 2 is passed, Mr Perkins will be re-elected as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr Perkins will not be re-elected as a Non-Executive Director of the Company.

6. Resolution 3 – Election of Director – Matt Adams and Resolution 4 – Election of Director – Caroline Brokvam

6.1 General

Rule 3.4 of the Constitution provides that, subject to the Constitution, section 201E of the Corporations Act and the number of Directors not exceeding the fixed number under Rule 3.1 of the Constitution, the Company may elect Directors by resolution passed a meeting of Shareholders by a majority of Shareholders present and voting at the meeting.

Rule 3.5(a)(iii) of the Constitution provides that the Company in general meeting can validly elect a person as a Director if a notice of the Director's candidature and consent to act as a Director signed by the nominated person is given to the Company at least 35 business days before the meeting at which the relevant resolution will be considered.

The Company confirms that it has received:

- (a) a nomination of Matt Adams to be elected as a Director and a consent to act as a Director signed by Matt Adams; and
- (b) a nomination of Caroline Brokvam to be elected as a Director and a consent to act as a Director signed by Caroline Brokvam.

Accordingly:

- (a) pursuant to Resolution 3, Matt Adams; and
- (b) pursuant to Resolution 4, Caroline Brokvam,

being eligible, each seek approval to be elected as a Non-Executive Director.

6.2 Matt Adams

Matt Adams is an experienced financial advisory professional specialising in restructuring, governance, risk and transactional matters. Mr Adams has in excess of 25 years experience and has completed operational and financial restructurings ranging from small and mid-market businesses to large, listed corporates and across many industries and geographical jurisdictions. These restructuring assignments have often included raising sufficient capital (debt and equity) to properly capitalise the underlying business. Mr Adams currently serves as director on several listed boards in the technology and hospitality sectors where his experience is utilised to strengthen the underlying business's operations, financial position and governance.

Mr Adams holds directorships with Good Spirits Hospitality Ltd (NZX: GSH).

Mr Adams does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks Mr Adam's background and experience and that these checks did not identify any information of concern.

If elected, Mr Adams is considered by the Board to be an independent Director. Mr Adams is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Adams has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Caroline Brokvam

Dr Brokvam is currently the Principal of International School of Western Australia and has over 20 years' experience in diverse and community-minded international schools. Most recently she was the Director of the American School of Antananarivo, an International Baccalaureate World School in Madagascar, and has previously held administrative and teaching posts at International School Stavanger, International School Manila and Copenhagen International School. Dr Brokvam brings extensive international school industry domain knowledge to the Company.

Dr Brokvam does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Dr Brokvam's background and experience and that these checks did not identify any information of concern.

If elected, Dr Brokvam is considered by the Board to be an independent Director. Dr Brokvam is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Dr Brokvam has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

6.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3. Mr Adams is a suitably qualified board member and brings valuable capital markets, risk and governance experience to the Board.

The Board recommends that Shareholders vote in favour of Resolution 4. Dr Brokvam is a suitably qualified board member, brings extensive international school experience and networks within the target global education community.

6.5 Additional information

Resolution 3 and Resolution 4 are ordinary resolutions.

If Resolution 3 is passed, Mr Adams will be elected as a Non-Executive Director of the Company.

If Resolution 4 is passed, Dr Brokvam will be elected as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Adams will not be elected as a Non-Executive Director of the Company.

If Resolution 4 is not passed, Dr Brokvam will not be elected as a Non-Executive Director of the Company.

7. Resolution 5 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

7.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$11.75 million, based on the closing price of Shares (\$0.330) on 20 April 2023.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of this Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- **A** = is the number of Shares on issue at the commencement of the Relevant Period:
 - (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- (C) plus the number of fully paid shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4:
- (D) plus the number of partly paid shares that became fully paid shares in the Relevant Period;
- (E) plus the number of fully paid shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

- D = is 10%.
- **E** = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.
- (d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, (Minimum Issue Price).
- (f) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) What is the effect of Resolution 5?

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

(b) Minimum issue price

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) Purposes of issues under the 10% Placement Facility

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) Risk of economic and voting dilution

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares	Dilution				
(Variable A in Listing Rule 7.1A.2)	Issue price per Share	\$0.165 50% decrease in Current Market Price	\$0.330 Current Market Price	\$0.660 100% increase in Current Market Price	
35,593,995 Shares	10% Voting Dilution	3,559,400 Shares	3,559,400 Shares	3,559,400 Shares	
Variable A	Funds raised	\$587,301	\$1,174,602	\$2,349,204	
53,390,993 Shares	10% Voting Dilution	5,339,099 Shares	5,339,099 Shares	5,339,099 Shares	
50% increase in Variable A	Funds raised	\$880,951	\$1,761,903	\$3,523,806	
71,187,990 Shares	10% Voting Dilution	7,118,799 Shares	7,118,799 Shares	7,118,799 Shares	
100% increase in Variable A	Funds raised	\$1,174,602	\$2,349,204	\$4,698,407	

Notes:

- 1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.330), being the closing price of the Shares on ASX on 20 April 2023, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 35,593,995 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible Securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

- (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- 3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- 4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) Issues in the past 12 months

The Company did not obtain Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 Additional information

Resolution 5 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

8. Resolution 6 - Spill Resolution

8.1 General

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution. Section 250V(1) of the Corporations Act requires Resolution 6 to be put to vote as set out in Section 4.1.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days of this Meeting. All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director, cease to hold office immediately before the end of the Spill Meeting. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Shareholders should be aware that the convening of a spill meeting will result in the Company incurring material additional expense in conducting a meeting (including legal, printing, mail out and registry costs) as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources.

Moreover, Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to the existing major Shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

In the Board's view it would be inappropriate to remove all of the non-executive Directors in the circumstances. However, the Board recognises that Shareholders can remove a Director by a majority Shareholder vote at any time for any reason.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three Directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the Resolution for their appointment (even if less than half the votes cast on the Resolution were in favour of their appointment).

8.2 Additional information

Resolution 6 is an ordinary resolution.

Given the personal interests of all Vacating Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility has the meaning in Section 7.1.

10% Placement Period has the meaning in Section 7.2(f).

\$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report,

in respect to the year ended 31 December 2022.

ASX means the ASX Limited (ACN 008 624 691) and, where the context

permits, the Australian Securities Exchange operated by ASX Limited.

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

AWST means Western Standard Time, being the time in Perth, Western

Australia.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company

convened by the Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Schrole Group Limited (ACN 164 440 859).

Constitution means the Constitution of the Company.

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

Director means a director 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.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum

means the explanatory memorandum which forms part of the Notice.

Key Management

Personnel

has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the

Company is part of a consolidated entity, of an entity within the

consolidated group.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning in Section 7.2(e).

Notice means this notice of annual general meeting.

Option means an option, giving the holder the right, but not an obligation, to

acquire a Share at a predetermined price and at a specified time in the

future.

Proxy Form means the proxy form made available with the Notice.

Remuneration Report means the remuneration report of the Company contained in the

Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company (including Shares, Options

and/or Performance Rights).

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

Shareholder means the holder of a Share.

Spill Meeting means, subject to the Remuneration Report receiving a Strike at this

Meeting, the meeting of Shareholders to held within 90 days of this

Meeting.

Strike means a 'no' vote of 25% or more on the resolution approving the

Remuneration Report.

Vacating Directors means all Directors of the Company who:

(a) were directors when the resolution to approve the Remuneration Report for the year ended 31 December 2022 was passed; and

(b) were not a managing director who may, in accordance with the Listing Rules, continue to hold office indefinitely without being

re-elected.



Schrole Group Limited | ACN 164 440 859

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by 10.30am (AWST) on Sunday, 28 May 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

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)

STEP 1 - How to vote									
APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Schrole Group Limited, on Tuesday, 30 May 2023 at the Boulevard Centre (Oceanic Room), 99 The Boulevard, Floreat WA 6014		d at 10.30ar	n (AWST)						
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your provided below the name of the person or body corporate you are appointing as your proxy or failing the per is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no direction to the relevant laws as the proxy sees fit and at any adjournment thereof.	son so no	amed or, if r	no person						
The Chair intends to exercise all available proxies in favour of all Resolutions (except Resolution 6, which the Chair intends to exercise all available proxies against), unless the Shareholder has expressly indicated a different voting intention. Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention. AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.									
STEP 2 – Your voting direction									
Resolutions	For	Against	Abstain						
1 Demunaration Depart									
1. Remuneration Report									
2. Re-election of Director – Guy Perkins									
2. Re-election of Director – Guy Perkins									
2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams									
2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams 4. Election of Director – Caroline Brokvam									
2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams 4. Election of Director – Caroline Brokvam 5. Approval of 10% Placement Facility 6. Spill Resolution									
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2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams 4. Election of Director – Caroline Brokvam 5. Approval of 10% Placement Facility 6. Spill Resolution STEP 3 – Signatures and contact details Individual or Securityholder 1 Securityholder 2 Securityholder 3									
2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams 4. Election of Director – Caroline Brokvam 5. Approval of 10% Placement Facility 6. Spill Resolution STEP 3 – Signatures and contact details									
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2. Re-election of Director – Guy Perkins 3. Election of Director – Matt Adams 4. Election of Director – Caroline Brokvam 5. Approval of 10% Placement Facility 6. Spill Resolution STEP 3 – Signatures and contact details Individual or Securityholder 1 Securityholder 2 Securityholder 3 Sole Director and Sole Company Secretary Director Director / Company Sec									

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).