



**NOTICE OF ANNUAL GENERAL MEETING**  
**TOP SHELF INTERNATIONAL HOLDINGS LTD ACN 164 175 535**

**TIME:** 2:00pm (AEDT)

**DATE:** Friday, 29 November 2024

**PLACE:** virtually at the Online Platform at  
<https://meetings.lumiconnect.com/300-382-279-240>

**Important notice**

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Top Shelf International Holdings Ltd and to assist shareholders to determine how to vote on the Resolutions set out in this Notice. Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [topshelf@cdplus.com.au](mailto:topshelf@cdplus.com.au)

Contents	Page
Business of the Annual General Meeting	5
Explanatory Memorandum	6
Glossary	8
Voting Form	Attached

## Notice of Annual General Meeting of Shareholders of Top Shelf International Holdings Ltd

Notice is given that the annual general meeting of Shareholders of Top Shelf International Holdings Ltd ACN 164 175 535 (the **Company**) will be held:

- on **Friday, 29 November 2024 at 2:00pm (AEDT)**
- as a virtual meeting, streamed live virtually for Shareholders to view and participate.

Please see Important Information section below for details.

## Important Information

### Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of TSI as at 7:00pm (Sydney time) on 27 November 2024 will be entitled to attend and vote at the Annual General Meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Format of the Meeting

The Company will hold the Meeting as a virtual meeting, in a manner that is consistent with the Corporations Act and the Constitution of TSI. Shareholders can attend virtually by joining the Online Platform at <https://meetings.lumiconnect.com/300-382-279-240>.

Registration for the Annual General Meeting will commence from 1:00pm (AEDT) on 29 November 2024 (one hour before the Annual General Meeting).

### Using the Online Platform

If you wish to attend the Meeting via the Online Platform, we recommend logging in to the Online Platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting using the instructions below:

- Enter <https://meetings.lumiconnect.com/300-382-279-240> into a web browser on your computer or online device;
- Shareholders will need their VAC and postcode; and
- proxyholders will need their proxy code which the Share Registry will provide via email no later than 24 hours prior to the Meeting.

## Voting electronically at the Meeting

Shareholders who wish to vote at the Meeting using the online platform will have the opportunity to lodge a vote on the Resolutions to be considered at the Meeting at any time between the commencement of the meeting and the close of voting at the Meeting as announced by the Chair during the meeting.

More information about how to use the online platform for voting is provided in the Online Meeting Guide. If you intend to use the online platform to submit a vote during the meeting, we suggest that you check that the Online Platform works on your device well in advance of the meeting. Further instructions are provided in the Online Meeting Guide.

## Direct Voting

Alternatively, a Shareholder may vote directly in accordance with the instructions contained on the Voting Form. If a Shareholder who is entitled to vote at the Meeting appoints a proxy, they may specify the way that the proxy is to vote in relation to a Resolution and indicate that the specification is to be regarded as a direct vote. A direct vote will enable Shareholders to vote on the Resolution considered at the Meeting by lodging their votes with the Company prior to the Meeting (and by the deadline set out in the 'Submission of Voting Forms' section below). Direct voting is another way for Shareholders to exercise their voting rights at the Meeting.

If you cast a direct vote prior to the Meeting you may still participate in the Meeting. If you participate in the Meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting.

## Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the Annual General Meeting or to cast a direct vote in advance of the Meeting. A proxy need not be a shareholder of the Company and can be an individual or a body corporate. You may appoint a proxy either online at <https://www.votingonline.com.au/tsiagm2024> or by completing and submitting a Voting Form prior to the Meeting.

If a Shareholder is entitled to cast two or more votes at the Annual General Meeting, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 7.10(m) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you require an additional Voting Form, please contact the Share Registry at [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

## Submission of Voting Forms

To be effective, your completed Voting Form must be received at the Share Registry of the Company no later than 2:00pm on 27 November 2024, being 48 hours before the start of the Annual General Meeting. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to the Share Registry. Proxies must be received before that time by one of the following methods:

Online	By logging onto the website <a href="https://www.votingonline.com.au/tsiagm2024">https://www.votingonline.com.au/tsiagm2024</a> and following the instructions on the Voting Form, or by scanning the QR code on the back of your Voting Form using a mobile device.
By post	By posting the Voting Form to the following address:  Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
By hand	By delivering the Voting Form in person to the following address between the hours of 9:00am to 5:00pm Monday to Friday (excluding public holidays):  Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
By fax	By faxing the Voting Form to +61 2 9290 9655.

To be valid, a Voting Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### **Power of Attorney**

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the Annual General Meeting. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by the Share Registry no later than 2:00pm (AEDT) on 27 November 2024, being 48 hours before the start of the Annual General Meeting.

### **Corporate Representatives**

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Annual General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should provide to the Company's share registry a properly executed letter or other document confirming its authority to act as the company's representative prior to the Annual General Meeting. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's Share Registry or online at <https://boardroomlimited.com.au/investor-forms/>.

### **Voting and Required Majority**

Each Resolution is an ordinary resolution, which will be passed if a simple majority of votes cast on the Resolution are in favour of the Resolution. Voting on the proposed Resolutions at this Meeting will be conducted by a poll, rather than on a show of hands. Subject to the voting exclusions, on a poll every Shareholder has one vote for each Share held.

### **Chair's Voting Intentions**

If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on the Resolution, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the Resolution. Subject to any voting exclusions or restrictions, the Chair of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by attorney or corporate representative) is conclusive.

### **Shareholder Questions**

Shareholders will be given a reasonable opportunity during the Annual General Meeting to ask questions or make comments in relation to the business of the Meeting. Questions may be asked during the Annual General Meeting via the Online Platform or via telephone.

Shareholders and proxyholders may ask questions via the Online Platform by typing those questions into the Online Platform. Shareholders wishing to ask questions via the Online Platform will need their VAC which is printed at the top of their Voting Form. Proxyholders wishing to ask questions via the Online Platform will need their proxy code, which the Share Registry will provide via email no later than 24 hours prior to the Annual General Meeting.

Dial-in details for the Annual General Meeting and contact details for the Share Registry are included in the Virtual Meeting Online Guide. Even if you plan to ask questions by telephone, you will still need to log into the Online Platform if you wish to vote electronically during the Meeting.

Shareholders who are unable to attend the Annual General Meeting or who may prefer to submit questions in advance may do so by logging onto <https://www.votingonline.com.au/tsiagm2024>, selecting Voting then clicking Ask a Question.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm on 27 November 2024. Questions will be collated and, during the Annual General Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Annual General Meeting to address all topics raised.

Please note that individual responses will not be sent to Shareholders.

## **Conduct of Meeting**

TSI is committed to ensuring that its Shareholder meetings are conducted in a manner which provides Shareholders and proxyholders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. TSI will not allow conduct at any Shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

In the event that technical issues arise during the Meeting, TSI will have regard to the impact of those issues on Shareholders participating and casting votes online and the Chair of the Meeting may, in exercising his powers as Chair, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

## **Responsibility statement**

Boardroom Pty Ltd has had no involvement in the preparation of any part of this Notice of Meeting other than being named as the TSI Share Registry. Boardroom Pty Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Notice of Meeting.

## **Date**

This Notice of Meeting and Explanatory Memorandum is dated 29 October 2024.

# BUSINESS OF THE GENERAL MEETING

## Ordinary business

---

### 1. Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2024 including the financial statements, Directors' Report, the Remuneration Report and the auditor's report (if available).\*\*

\*\*Note: Please refer to the Explanatory Memorandum for further information. There is no requirement for shareholders to approve the Annual Report.

---

### 2. Resolution 1 – Adoption of Remuneration Report

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

***“THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2024.”***

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

**Additionally, this resolution may be withdrawn (or the Meeting may be adjourned and reconvened at a later date) where the Remuneration Report is not made available to Shareholders by the date of the Meeting. Please refer to the Explanatory Memorandum for further information.**

#### **Voting Exclusion Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted KMP Voter and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted KMP 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; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

---

### 3. Resolution 2 – Re-election of Director – Adem Karafili

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

***“THAT Adem Karafili having retired from his office as Director in accordance with rule 8.1(f) of the Constitution and ASX Listing Rule 14.5, and being eligible, having offered himself for election, be re-elected as a Director of the Company.”***

The Chair intends to vote all undirected proxies in favour of this Resolution.

---

### 4. Other Business

To transact any other business which may legally be brought before the Meeting.

**Dated: 29 October 2024**

**By order of the Board**

**Carlie Hodges**  
**Company Secretary**

---

## 1 Financial Statements and Reports

It is the intention of the Directors that the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2024 will be laid before the Meeting.

The Annual Report has not yet been finalised or released as at the date of this Notice. Accordingly, the Annual Report is not currently available for shareholder consideration along with this Notice. The Annual Report will be accessible online at <https://www.topshelfgroup.com.au/investors> if it is released by the date of the Meeting. If for any reason the Annual Report is not made available to shareholders before the date of the Meeting, the Annual Report will not be considered and Resolution 1 will either be withdrawn or the Meeting will be adjourned and re-convened at a later date. In the event this occurs, it is the intention of the Directors that, once the Annual Report is finalised and released, the Meeting will be reconvened or a further Shareholders' meeting will be called so that the Annual Report can be tabled and considered by the Shareholders. There is no requirement for Shareholders to approve the Annual Report. If the Auditor's Report has been prepared and released by the date of the Meeting, the Chair of the Meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

---

## 2 Resolution 1 – Adoption of Remuneration Report

### 2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

This Resolution will be withdrawn (or the Meeting will be adjourned after the remaining Resolutions have been put to the vote and re-convened at a later date) if the Annual Report is not finalised and made available to Shareholders before the date of the Meeting, as shareholders will not have been provided the opportunity to consider the Remuneration Report contained therein.

### 2.2 Voting consequences

Under the Corporations Act, 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 two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a 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. If a Spill Resolution is put to shareholders, 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 CEO 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 each person whose election or re-election as a director of the company was approved will continue as a director of the company.

### 2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of votes cast. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

**Notes:**

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

<sup>4</sup> The Voting Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

### **3 Resolution 2 – Re-Election of Director**

#### **3.1 General**

Pursuant to Rule 8.1(f) of the Constitution, to the extent that the Listing Rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election, the director to retire is any director who wishes to retire or otherwise it is the longest standing, excluding the Managing Director.

ASX Listing Rule 14.5 requires an entity that has directors to hold an election of directors in each annual general meeting. There is no director who is required to stand for election or re-election and Rule 8.1(j) of the Constitution allows a Director who retires to be eligible for re-election at that meeting.

Accordingly, Adem Karafili will retire as a Director at the Meeting and being eligible, will stand for election. The Board (other than Adem Karafili) recommends that members vote in favour of this resolution.

Personal particulars for Mr Karafili are set out below.

#### **3.2 Adem Karafili**

Adem was appointed Non-Executive Director and Chair of the Company in April 2018 and Executive Director to Top Shelf in September 2020. Adem is the current chair of Hydration Pharmaceuticals Pty Ltd and chairs the 2030 Greater Victoria Commonwealth Games Taskforce and the National Institute of Integrated Medicine (NIIM).

Prior to these appointments Adem spent seven years establishing Swisse Wellness before it's sale to Biostime International for nearly \$1.8 billion USD in 2015. Adem held senior positions of CFO, COO and MD at Swisse Wellness.

#### **3.3 Board Recommendation**

The Board (other than Mr Karafili, who has abstained from making a recommendation on Resolution 2 due to his personal interest) recommends that you vote in favour of Resolution 2.

Each Director currently intends to vote their respective shareholdings in favour of each Resolution.

## Glossary

**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

**Annual Report** means the annual financial report of the Company for the year ended 30 June 2024.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report contained in the Annual Report.

**Board** means the current board of Directors.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **Top Shelf** means Top Shelf International Holdings Ltd ACN 164 175 535.

**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 directors' report contained in the Annual Report.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Meeting** or **Annual General Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Annual General Meeting** means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.

**Ordinary Resolution** means that at least 50% of votes cast by Shareholders eligible to vote and present at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

**Related Party** has the meaning given to it in ASX Listing Rule 19.12.

**Remuneration Report** means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

**Resolution** means a resolution set out in the Notice.

**Restricted KMP Voter** is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

**Share Registry** means the share registry of the Company, being Boardroom Pty Limited.

**Shareholder** means a holder of a Share.

**Spill Meeting** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Spill Resolution** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Voting Form** means the proxy form accompanying the Notice.



Top Shelf International Holdings Ltd

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday, 27 November 2024.**

### 🖨 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/tsiagm2024>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEDT) on Wednesday, 27 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** <https://www.votingonline.com.au/tsiagm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Top Shelf International Holdings Ltd (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting by accessing <https://meetings.lumiconnect.com/300-382-279-240> on Friday, 29 November 2024 at 2:00pm (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<div></div>	<div></div>	<div></div>
Resolution 2	Re-election of Adem Karafili	<div></div>	<div></div>	<div></div>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024