



12 November 2024

ASX RELEASE

Supplementary Notice of Annual General Meeting

The Company refers to its ASX announcement of 5 November 2024 concerning the appointment of Mr John Homewood as a non-executive Chairman, the resignation of Mr James Dack and the withdrawal of Resolutions 2, Resolutions 8-13 and Resolution 17 in the Notice of Annual General Meeting dated 25 October 2024.

As a result of the appointment of Mr Homewood as a director, the Company is required to propose an additional Resolution for consideration at the Annual General Meeting to be held on 29 November 2024, for the re-election of Mr Homewood.

To that end, the Company has issued the attached Supplementary Notice of Annual General Meeting and Explanatory Statement and with it, a replacement proxy form.

The replacement proxy form replaces and supersedes the original proxy form, but if you have already returned a proxy form and do not send the replacement proxy form to the Company, your original will remain valid and voting on the withdrawn Resolutions will not be counted.

This announcement has been approved by the Managing Director

Ends



For further information

Investor & Media Relations

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Dominion Communications

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About The Calmer Co.

The Calmer Co. International Limited (ASX:CCO), provides natural solutions to calm nerves, support mind and muscle relaxation and induce sleep. The product range includes drinking powders, teas, shots, concentrates and capsules. Sold under our house of brands: Fiji Kava, Taki Mai and Danodan Hempworks in markets including USA, Australia, China, New Zealand, and Fiji. The company also distributes the Leilo kava RTD products in the Fiji Islands.

Forward Looking Statements

This ASX release includes certain forward-looking statements that are based on information and assumptions known to date and are subject to various risks and uncertainties. Actual results, performance or achievements could be significantly different from those expressed in, or implied by, these forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, and other factors, many of which are beyond the control of The Calmer Co. These factors may cause actual results to differ materially from those expressed in the statements contained in this announcement.

Supplementary Notice of Annual General Meeting

The Calmer Co International Limited
ACN 169 441 874

Date of Meeting: 29 November 2024

Time of Meeting: 10:00am (AEST)

Venue: Level 19, 480 Queen St, Brisbane QLD 4000

This supplementary Notice of Annual General Meeting and Explanatory Statement relates to The Calmer Co International Limited ACN 169 441 874 (**Company**) Annual General Meeting to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on 29 November 2024 at 10:00am (AEST) (**Supplementary Notice**).

This Supplementary Notice should be read in conjunction with the Company's Notice of Annual General Meeting and Explanatory Statement dated 25 October 2024 (**Original Notice**). Terms used in this Supplementary Notice have the same meaning given to those terms in the Original Notice

The Company inserts the following additional Resolution into the Original Notice:

Resolution 2A - Mr. John Homewood as a Director

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

“That, for the purposes of rule 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Homewood, having been appointed as a Director on 6 November 2024, be re-elected as a Director.”

The Company Inserts the following as Section 3A of the Explanatory Statement:

3A Resolution 2A – Re-Election of Mr John Homewood

3A.1 Background

Rule 14.4 of the Constitution provides that where a Director is appointed to fill a casual vacancy or as an addition to the Existing Directors, such Director holds office only until the next Annual General Meeting, where he is eligible for re-election.

Similarly, ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Homewood was appointed as a non-executive Director and Chairman on 6 November 2024 and accordingly, Mr Homewood retires as a Director under and for the purposes of rule 14.4 of the Constitution and ASX Listing Rule 14.4 at the Meeting, and, being eligible for re-election, offers himself for re-election at the Meeting.

3A.2 **Experience and qualifications**

Mr Homewood is a graduate from The University of Queensland with a Bachelor of Commerce degree and has held various senior cost accounting roles prior to establishing the Ace Waste Group of Companies (**Ace Waste**) in 1988, which has grown over last 35 years to become the largest medical/pharmaceutical/ quarantine and related waste business on the Australian East Coast, with 95 Staff. Ace Waste owns and operates high temperature waste incineration facilities in Brisbane and Melbourne on freehold land.

Apart from being the largest individual shareholder in the Company, Mr Homewood also operates several family-owned professional share trading and property investment entities.

3A.3 **Directors' Recommendation**

Given Mr Homewood's business and financial experience (as outlined above), the Directors (with Mr Homewood abstaining):

- (a) recommend that Shareholders vote in favour of this ordinary resolution and advise that they intend to vote any Shares that they own or control in favour of Resolution 2A; and
- (b) consider that Mr Homewood is not an independent Director.



Proxy Voting Form

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

The Calmer Co International Limited | ABN 40 169 441 874

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 27 November 2024**, 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 Key Management Personnel.

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:

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