



SHAPE AUSTRALIA CORPORATION LIMITED
ACN 654 729 352

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the Annual General Meeting of Shareholders of SHAPE Australia Corporation Limited (the **Company**) will be held at the time, date and place specified below:

Date: Thursday 23 November 2023

Time: 2.00pm (AEDT)

Place: SHAPE Australia Corporation Limited, Level 11, 155 Clarence Street, Sydney, NSW, 2000

Shareholders are invited to attend the AGM in person or by joining the live meeting online by registering here https://us02web.zoom.us/webinar/register/WN_dhh4TSzOTrSPuDwmhrxQPw

Shareholders joining the AGM online will have the ability to submit written questions during the meeting or may do so in advance as per the instructions detailed on page 4 of this Notice.

Shareholders attending the AGM online will be unable to vote during the meeting.

The Explanatory Statement to this Notice provides additional information on the matters to be considered at the AGM. The Explanatory Statement and the Proxy Form part of this Notice. The Notice (including the Explanatory Statement and all annexures) should be read in its entirety.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Resolution (Advisory)	<p>To consider and, if thought fit, pass the following Resolution as an advisory resolution:</p> <p><i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2023 be adopted."</i></p> <p>Note: This Resolution is advisory only and does not bind the Company or the Directors.</p>
Voting Exclusion Statement	<p><i>In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Company at the date of the Meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.</i></p> <p><i>However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:</i></p> <ul style="list-style-type: none"> <i>it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or</i> <i>it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.</i> <p><i>If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1.</i></p>

Resolution 2	Re-election of Kathy Parson as a Director
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>"THAT Kathy Parsons who retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and clause 10.2(b) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."</i></p>

Dated: 23 October 2023

By order of the Board of SHAPE Australia Corporation Limited



Laura Newell
Company Secretary

<p>QUESTIONS FROM SHAREHOLDERS</p> <p>In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, SW Audit, in relation to the conduct of the external audit for the year ended 30 June 2023, or the content of its audit report.</p> <p>Please send your questions to the Company Secretary at company.secretary@boardroomlimited.com.au</p> <p>Written questions must be received by no later than 2.00pm (AEDT) on Thursday 16 November 2023.</p> <p>Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.</p> <p>In accordance with the <i>Corporations Act 2001</i> (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.</p> <p>During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.</p> <p>VOTING INFORMATION</p> <p>Voting by proxy</p> <p>(a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the Meeting, two proxies, to attend and vote instead of the Shareholder.</p> <p>(b) Where two proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.</p> <p>(c) A proxy need not be a Shareholder of the Company.</p> <p>(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.</p> <p>(e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than one proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy</p>	<p>of that power of authority by 2.00 pm (AEDT) on Tuesday 21 November 2023:</p> <p>Online www.votingonline.com.au/shaagm2023</p> <p>By post Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001</p> <p>By facsimile +61 9290 9655</p> <p>Voting and other entitlements at the Annual General Meeting</p> <p>A determination has been made by the Board of the Company under regulation 7.11.37 of the <i>Corporations Regulations</i> 2001 that Shares in the Company which are on issue at 7.00pm (AEDT) on Tuesday, 21 November 2023 will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).</p> <p>Proxy voting by the Chairman</p> <p>The <i>Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act</i> 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.</p> <p>However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.</p> <p>The Company's Chairman, Mr Greg Miles, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, they will not vote your proxy on that item of business.</p>
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**EXPLANATORY STATEMENT
TO NOTICE OF 2023 ANNUAL GENERAL MEETING**

Agenda Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of SHAPE Australia Corporation Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available from the Company's website (https://shape.com.au/).</p> <p>The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, SW Audit, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of SW Audit in relation to the conduct of the audit.</p>

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (https://shape.com.au/).</p> <p>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 Directors of the Company.</p> <p>The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2023.</p> <p>A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.</p>

	<p>Voting consequences</p> <p>Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).</p> <p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors 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.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>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%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.</p> <p>Voting Restrictions</p> <p>Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.</p> <p>The Voting Restriction does not apply where:</p> <ul style="list-style-type: none"> A) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or B) B) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so. <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.</p>
<p>Board Recommendation</p>	<p>As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.</p>

Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.
Resolution 2	Re-election of Kathy Parsons as Director
Explanation	<p>Clause 10.2(b) and ASX Listing Rules 14.5 requires at least one Director to stand for re-election at each AGM. The Director who has held office as a Director the longest period of time since his or her last election or appointment to that office should stand for re-election. If two or more Directors have held office for the same period of time, the Director to stand for re-election will be as agreed between the Directors.</p> <p>Kathy Parsons, who was appointed to the Board on 5 November 2021, retires at the 2023 Annual General Meeting, and being eligible under clause 10.2(b) of the Constitution, offers herself for re-election as a Director.</p>
About Kathy Parsons	<p>Kathy has a wealth of experience in accounting, finance, governance, and risk management. Formerly an Audit partner at Ernst & Young, she has extensive international experience through her time as a partner in the firm's US, UK, and Australian practices and has worked in a wide range of industries including real estate and construction. She was part of the firm's Oceania Assurance Leadership team responsible for quality assurance and risk management.</p> <p>Kathy is currently an Independent Non-Executive Director and Chair of the Audit, Risk and Compliance Committee at McMillan Shakespeare Limited (ASX: MMS) and an Independent Non-Executive Director at Nick Scali Limited (ASX: NCK).</p> <p>Kathy has a B. Comm (UNSW) and is a Chartered Accountant.</p> <p>Kathy is Chair of the Audit and Risk Committee and a member of the Nominations, People and Culture Committee.</p>
Board Recommendation	The Board, with Kathy Parsons abstaining, recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

GLOSSARY	
AGM or Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice.
ASX	ASX Limited (ACN 008 624 691) and where the context permits, Australian Securities Exchange operated by ASX Limited.
Board	The Board of Directors of the Company.
Chairman or Chair	Chairman or Chair of the annual general meeting.
Closely Related Party (of a member of KMP of an entity)	<p>A closely related party of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> A) A spouse or child of the member; B) A child of the member's spouse; C) A dependant 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 Corporate Regulations.
Company or SHAPE	SHAPE Australia Corporation Limited ACN 654 729 352.
Constitution	The Constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth) as amended from time to time.
Director	A Director of the Board of SHAPE.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice.
Key Management Personnel or KMP	This 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.
Listing Rules	The Listing Rules of the ASX.
Notice	The notice of meeting of the Company, including the accompanying Explanatory Statement.
Resolution	The resolution(s) set out in this Notice.
Proxy Form	The proxy form attached to this Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	Holder of at least one Share.



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

☎ **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 Tuesday 21 November 2023.**

🖨 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/shaagm2023>

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:

- 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.
- 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 Tuesday 21 November 2023.** 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/shaagm2023>

📠 **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 **SHAPE Australia Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

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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 **physically at the office of SHAPE Australia Corporation Limited, Level 11, 155 Clarence Street, Sydney, NSW, 2000 on Thursday, 23 November 2023 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 intends to vote undirected proxies in favour of each of the items of business.

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 (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Kathy Parson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2023