



ASX Announcement
Friday, 24 September 2021

INTEGA GROUP LIMITED (ASX: ITG) – NOTICE OF ANNUAL GENERAL MEETING, NOTICE AND ACCESS LETTER AND PROXY FORM

Pursuant to ASX Listing Rule 3.17.1, please find attached a copy of the Notice of Annual General Meeting 2021, accompanying Notice and Access Letter and Proxy Form.

The Annual General Meeting will be held by virtual means at 10:00am AEST (Brisbane time) on Friday, 22 October 2021.

A printed copy of the 2021 Annual Report is also being mailed today to all shareholders who have elected to receive a printed copy.

Further information on how shareholders may participate in the meeting online, is contained in the Notice of Meeting.

This announcement has been authorised by Courtney Marsden, Company Secretary.

– ENDS –

Authorised Officer and for all media enquiries please contact:
Courtney Marsden, General Counsel & Company Secretary
t: +61 7 3257 0985 | m: 0421 382 119 | e: courtney.marsden@intega.net

For all investor enquiries please contact:
Leigh Whitton, Chief Financial Officer
t: +61 7 3518 2715 | m: 0417 412 650 | e: leigh.whitton@intega.net

About Intega: The Intega Group is a leading engineering services provider, with a focus on Asset and Infrastructure Integrity. Intega is listed on the Australian Securities Exchange (ASX:ITG). www.intega.net





INTEGA GROUP LIMITED
ACN 633 194 920

ITG

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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00AM (AEST) Wednesday, 20 October 2021**.

Notice of Annual General Meeting

Dear Shareholder,

The Annual General Meeting of **INTEGA GROUP LIMITED** will be held on **Friday, 22 October 2021 at 10:00am AEST (Brisbane Time)**. Due to the ever changing Government restrictions relating to the spread of COVID-19, including travel and public gatherings, the Board has decided the meeting will be held as a virtual meeting by electronic means. There will not be a physical meeting where shareholders can attend.

Our virtual AGM will provide you with similar opportunities online as you would have attending an AGM in person. You will be able to view presentations from me, the Managing Director / Chief Executive Officer, Matt Courtney and be given a reasonable opportunity to ask questions during the meeting.

The Notice of Meeting is available on the Company's website <https://www.intega.net/investor-resources/Annual-General-Meetings>.

Shareholders and their proxies, corporate representatives and attorneys may be present online, vote and ask questions through the Lumi AGM Website on their smartphone, tablet or computer, at <https://web.lumiagm.com/373-896-658>.

If shareholders are unable to attend the meeting via the Lumi AGM Website, they are encouraged to cast a vote prior to the meeting or, alternatively, to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in the Notice of Meeting.

Receiving your shareholder communications electronically is the best way to stay informed and keep in touch about your shareholding, so I encourage you to take this opportunity to switch to paperless communications. To receive our shareholder communications electronically, you can update your details at <https://www.computershare.com.au/easyupdate/ITG>.

Should you have any questions, please contact our share registry, Computershare Investor Services, on the telephone number at the top of this letter.

We look forward to engaging with shareholders and hope you will participate in the AGM online.

Neville Buch
Chairman

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

ANNUAL GENERAL MEETING 2021

MEETING DOCUMENTATION

The 2021 virtual AGM will be held on **Friday 22 October**,
commencing at **10:00am (AEST)**



Notice of Annual General Meeting

The Annual General Meeting of **INTEGA GROUP LIMITED** (ABN 72 633 194 920) ('Intega' or 'Company') will be held **on Friday, 22 October 2021 at 10:00am (Brisbane time)**. Due to the ever changing Government restrictions relating to the spread of COVID-19, including travel and public gatherings, the Board has decided that the Meeting will be held as a virtual meeting by electronic means. There will not be a physical meeting where Shareholders can attend in person.

Shareholders and their proxies, corporate representatives and attorneys may be present at the Meeting online and vote through the Lumi AGM Website on their smartphone, tablet or computer. The Online Meeting Guide also contains further information regarding online attendance at the Meeting, including how to vote and ask questions virtually during the Meeting. A copy of the Guide is also available on the Company's website (<https://intega.net/>) under the [Investor Resources](#) tab.

The AGM Online Platform will include the ability to view the Meeting, and, for those who are entitled to do so, the ability to ask questions and to vote in real time, regardless of their location. Shareholders will also have the opportunity to submit their questions in advance.

Due to the ongoing uncertainty of the COVID-19 pandemic, Intega may be required to make changes to the arrangements for the Meeting at short notice (for example, if further restrictions on movements are imposed). Intega will keep Shareholders informed if this becomes necessary and details will be made available at <https://intega.net/>, with any changes also notified by an ASX release.

If Shareholders are unable to attend the Meeting, they are encouraged to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in this Notice. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.

This Notice should be read in conjunction with the notes and Explanatory Memorandum accompanying the resolutions to be put to Shareholders, each of which are incorporated in, and comprise part of, this Notice.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's financial reports and the report of the Directors and the Company's auditor contained in the Company's Financial Report for the financial year ended 30 June 2021.

No resolution is required for this item of business.

OTHER BUSINESS

RESOLUTION 1 - RE-ELECTION OF STEVEN SHERMAN AS DIRECTOR

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

'That, for the purposes of Listing Rule 14.5 and rule 19.3 of Intega's constitution, Steven Sherman, appointed by the Board as a director of the Company on 20 August 2019, and who will retire at the Annual General Meeting in accordance rule 19.3 of Intega's constitution, and being eligible for re-election, be re-elected as a Director of the Company.'

RESOLUTION 2 - REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding advisory resolution in accordance with section 250R(2) of the Corporations Act:

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Company's Financial Report for the financial year ended 30 June 2021 be adopted.'

This resolution is subject to voting exclusions as set out in the "Voting Exclusion Statements" section at the end of this Notice of Meeting.

SPECIAL BUSINESS

RESOLUTION 3 - APPROVAL OF THE GRANTING OF RIGHTS TO A DIRECTOR - MR MATTHEW COURTNEY, MANAGING DIRECTOR

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

“That approval is given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 534,045 Performance Rights to the Managing Director and the Chief Executive Officer of the Company, Mr Matthew Courtney, in relation to FY22 long term variable remuneration (LTVR), under the Intega Group Limited Rights Plan and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.”

This resolution is subject to voting exclusions as set out in the “Voting Exclusion Statements” section at the end of this Notice of Meeting.

By order of the Board

Dated 20 September 2021

A handwritten signature in black ink, appearing to read 'Courtney Marsden', written in a cursive style.

COURTNEY MARSDEN

Company Secretary

NOTES

REQUIRED VOTING MAJORITIES

All of the resolutions to be put to Shareholders at the Meeting require a simple majority of the eligible votes cast by Shareholders present and voting at the Meeting, whether in person (via the AGM Online Platform), by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative, to be cast in favour of the relevant resolution.

HOW TO VOTE

Shareholders can vote on the resolutions by:

- (a) casting a live vote during the meeting (through the AGM Online Platform) at web.lumiagm.com/373-896-658; or
- (b) appointing a proxy (online or using the Proxy Form).

Shareholders who do not plan to attend the Annual General Meeting are encouraged to appoint a proxy.

Further information on how to vote on the resolutions to be put to Shareholders at the Meeting is set out below.

ONLINE VOTING PROCEDURE

The AGM Online Platform will once again allow Shareholders to view the Meeting, vote and ask questions in real-time. As was the case at last year's AGM, Shareholders will have a reasonable opportunity to ask questions during the Meeting via the AGM Online Platform, including the opportunity to ask questions of the Company's auditor, KPMG. Intega will endeavour to address appropriate questions asked via the AGM Online Platform at the Meeting. Shareholders should confine their questions to matters being considered at the Meeting that are relevant to Shareholders as a whole. Please note that only Shareholders and proxyholders will be permitted to submit questions.

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the AGM Online Platform. The Website will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting in real time.

. The Online Meeting Guide also contains further information regarding online attendance at the Meeting, including how to vote and ask questions virtually during the Meeting. A copy of the Online Meeting Guide is also available on the Company's website (<https://www.intega.net/>) under the [Investor Resources](#) tab.

If Shareholders are unable to attend the Meeting via the AGM Online Platform, they are encouraged to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in this Notice. Appointing a proxy will not preclude a Shareholder from attending and voting at the Meeting via the AGM Online Platform should they elect to do so.

POLL

In accordance with rule 16.13 of the Company's constitution and the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), voting on each of the resolutions put to Shareholders at the Meeting will be conducted by poll.

The AGM Online Platform will allow for online voting in real time at the Meeting. The results of the voting on resolutions requiring a Shareholder vote at the Meeting will be announced to the ASX promptly after conclusion of the Meeting.

ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), you will be eligible to vote at the Meeting if you are a registered holder of ordinary shares in the Company as at 7.00pm (Brisbane time) on Wednesday, 20 October 2021 (subject to the applicable voting exclusions set out in the "Voting Exclusion Statements" section below).

JOINT HOLDERS

Where joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the register of members will be counted.

VOTING BY ATTORNEY

Shareholders or their attorneys wishing to vote in person should attend the Meeting (via the AGM Online Platform) and can vote through the AGM Online Platform. The Online Meeting Guide also contains further information regarding online attendance at the Meeting, including how to vote and ask questions virtually during the Meeting. A copy of the Online Meeting Guide is also available on the Company's website (<https://www.intega.net/>) under the [Investor Resources](#) tab.

VOTING BY CORPORATE REPRESENTATIVE

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from Computershare; and
- (b) complete and lodge the form in accordance with the instructions on the form.

APPOINTMENT OF PROXIES AND CORPORATE REPRESENTATIVES

A Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote at the Meeting in the Shareholder's place. If you are a Shareholder and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, please go to www.investorvote.com.au and appoint your proxy. You will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Alternatively, you can scan the QR code with your mobile device and insert your post code. This information is located on the front of your Shareholder letter. A proxy need not be a Shareholder and can be an individual or a body corporate.

If you require a Proxy Form in paper form, then please contact the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), who will supply it on request. Your completed Proxy Form (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by Computershare no later than **10:00am (Brisbane time) on Wednesday, 20 October 2021** (being at least 48 hours before the Meeting) at the address below or submitted electronically:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, 3001
or faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia)

Lodge electronically by going online at:

www.investorvote.com.au

Shareholders are encouraged to submit their Proxy Forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

A proxy may decide whether to vote on any resolution to be considered at the Meeting, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy is not required to vote on that item of business but if the proxy does vote on that item of business they must vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder lodges a Proxy Form but fails to nominate a proxy, the Shareholder will be taken to have appointed the Chairman of the Meeting as the Shareholder's proxy by default.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a resolution at the Meeting, the proxy must not vote as the Shareholder's proxy on that resolution.

A Shareholder entitled to attend and cast two or more votes at the Meeting is entitled to appoint no more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the Shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the Shareholder's votes.

A body corporate Shareholder or proxy may elect to appoint a representative, rather than (in the case of a Shareholder) appoint a proxy, in

accordance with the Corporations Act. Where a body corporate appoints a representative, the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the Meeting. Please contact Computershare to obtain the relevant corporate representative appointment documentation. You will require the shareholding details of the body corporate, including the SRN or HIN and registered address for the shareholding in order to obtain the corporate representative documentation.

If you have any queries about how to cast your votes, you can contact our Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

UNDIRECTED PROXIES

An undirected proxy for any resolution may be voted as the proxy chooses, subject to the following:

- In accordance with the voting exclusion statements below, if a Shareholder appoints a member of Key Management Personnel (other than the Chairman of the Meeting) or any of their Closely Related Parties as a proxy in respect of resolution 2 or resolution 3 and that proxy appointment does not direct the proxy how to vote on the relevant resolution, the proxy will not vote on the relevant resolution. To allow such a proxy to vote on the relevant resolution, the Shareholder appointing the proxy must direct the proxy how to vote on that resolution by marking the relevant 'For', 'Against' or 'Abstain' box on the Proxy Form or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website.
- If a Shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to resolution 2 or resolution 3 and the Shareholder does not mark the 'For', 'Against' or 'Abstain' box opposite the relevant item on the Proxy Form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website), by signing the Proxy Form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), the Shareholder will be authorising the Chairman to vote in favour of the relevant resolution, and the Chairman will vote in this way, even though resolutions 2 and 3 are connected directly with the remuneration of members of Key Management Personnel. If a Shareholder wishes to appoint the Chairman as proxy to vote against or abstain from voting on resolution 2 or resolution 3, the Shareholder must mark the relevant 'Against' or 'Abstain' box on the Proxy Form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website).

The Chairman intends to vote all available proxies (including undirected proxies) in favour of each resolution to be considered at the Meeting, subject to the voting exclusions described below. In exceptional circumstances, the Chairman's intentions may change. If there is a change to how the Chairman intends to vote available (including undirected) proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

VOTING EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, in respect of the below resolutions.

Resolution 2 – Remuneration Report

In accordance with the Corporations Act, Intega will disregard any votes cast on Resolution 2 by or on behalf of:

- (a) a member of the Key Management Personnel, the details of whose remuneration are contained in the Remuneration Report or any Closely Related Party of such a member of Key Management Personnel, regardless of the capacity in which the vote is cast; or
- (b) any person who is a member of Key Management Personnel as at the time the resolution is voted on at the Annual General Meeting, or any of their Closely Related Parties, as a proxy,

However, the Company will not disregard the vote of a person described in paragraph (a) and (b) above on the resolution if the vote is cast by a person described in either paragraph:

- (a) as a proxy for a person otherwise entitled to vote on the resolution and the vote is in accordance with the appointor's express direction; or
- (b) and the person is the Chairman of the Meeting as a proxy for a person otherwise entitled to vote on the resolution and the appointment of the Chairman as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. expressly authorises the Chairman to exercise the proxy in respect of the resolution even though the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Resolution 3 – Approval of the granting of Rights to a Director – Mr Matthew Courtney, Managing Director

The Company will disregard any votes cast on Resolution 3 by or on behalf of Mr Courtney or any of his Associates, regardless of the capacity in which the vote is cast. However, this voting exclusion does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is otherwise entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is otherwise entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on Resolution 3 by or on behalf of any person who is a member of Key Management Personnel as at the time the resolution is voted on at the Annual General Meeting, or any of their Closely Related Parties, as a proxy. However, the Company will not disregard the vote of such a person on the resolution if the vote is cast by the person:

- (a) as a proxy for a person otherwise entitled to vote on the resolution and the vote is in accordance with the appointor's express direction; or
- (b) and the person is the Chairman of the Meeting as a proxy for a person otherwise entitled to vote on the resolution and the appointment of the Chairman as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. expressly authorises the Chairman to exercise the proxy in respect of the resolution even though the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. This may include local technical difficulties experienced by Shareholders, such as poor internet connection. The Chairman of the meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman of the Meeting considers it appropriate, he or she may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

SHARE REGISTRY'S CONTACT DETAILS

Lodge your Proxy Form (as applicable) by:

Mail:	Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria, 3001, Australia
Fax:	(within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Online:	www.investorvote.com.au
Intermediary Online subscribers only:	www.intermediaryonline.com
For all enquiries call:	(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Explanatory Memorandum

These notes form part of the Notice of Meeting and are intended to provide Shareholders of the Company with an explanation of the business of the meeting and proposed resolutions and assist Shareholders in determining how to vote on each proposed resolution.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Company's financial report for the year ended 30 June 2021 (which includes the report of the Directors', the report of the Company's auditor and the financial statements of the Company) be laid before the Annual General Meeting.

This item does not require a formal resolution and, accordingly, no vote will be held on this item.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the financial report and the management of the Company during discussions on this item.

The Company's external auditor, KPMG, will be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions on the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company for the preparation of the financial statements and the independence of the auditor. Shareholders may also submit written questions to the auditor, which should be received by the Company no later than 5:00pm (Sydney time) on Friday, 15 October 2021. Shareholders may do so:

(a) by mail to:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, 3001, Australia; or

(b) by email to:

companysecretary@intega.net

A copy of the Annual Report is available on the Company's website (<https://www.intega.net/>) under the [Investor Resources](#) tab.

RESOLUTION 1 – RE-ELECTION OF STEVEN SHERMAN AS DIRECTOR

Listing Rule 14.5 and rule 19.3 of the Intega constitution requires Intega to hold an election of directors at each Annual General Meeting. If there would otherwise not be a vacancy on the Board, and no director is required to retire under rules 19.2(b) or 19.3(b) of the constitution (as is the case for this year's Annual General Meeting), the director who has been longest in office since last being elected must retire. This excludes Jeffrey Forbes, who was re-elected as a director at last year's Annual General Meeting.

Given each of the remaining three non-executive directors were appointed on the same day (20 August 2019, before Intega was admitted to the Official List of the ASX), in accordance with rule 19.3(d) of the Intega constitution, the non-executive director to retire was determined by agreement between the directors.

Being eligible, Steven Sherman offers himself for re-election as a director at the meeting.

A full summary of Steven Sherman's experience and qualifications is detailed below.

Director	Experience / Independence	Special Responsibilities
Steven Sherman	<p>Steven Sherman joined Intega Group Limited as a Non-Executive Director in August 2019. He is a Chartered Accountant with more than 35 years' experience in corporate restructuring and insolvency. His experience ranges from advising on and facilitating restructuring and turnaround strategies for large listed enterprises, to the re-engineering of entire businesses across multiple international jurisdictions.</p> <p>During his time in private practice Steven was the National Managing Partner of one of Australia's largest independent internationally operating restructuring and corporate advisory firms. He has</p>	<p>Member of Audit, Risk & Compliance Committee, Member of Remuneration Committee</p>

Director	Experience / Independence	Special Responsibilities
	<p>practiced in the area of financial and operational restructuring and provided professional advice to multinational financiers and lending syndicates as well as company boards and executives.</p> <p>Steven is the Non-Executive Director of Cardno Limited.</p> <p>Steven has a Bachelor of Commerce from the University of New South Wales. He is a Fellow of the Institute of Chartered Accountants and a member of the Australian Institute of Company Directors.</p>	

DIRECTORS' RECOMMENDATION

The Directors (with Steven Sherman abstaining) unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – REMUNERATION REPORT

The Corporations Act requires that ASX-listed companies put a resolution to their shareholders to adopt by way of a non-binding advisory vote the Remuneration Report (as found in the Company's Annual Report for the relevant financial year). A copy of the Remuneration Report can be found on pages 9 – 20 of Intega's Annual Report, which is available on the Company's website (<https://intega.net/>) under the [Investor Resources](#) tab.

The resolution of Shareholders is advisory only and **not binding** on the Directors or the Company. However, the Board and its Remuneration Committee will take the outcome of this vote into account when considering future remuneration policy for non-executive Directors and Key Management Personnel. If 25% or more of the votes cast on this resolution are against the adoption of the Remuneration Report and, at the following Annual General Meeting, 25% or more of votes cast on the resolution to adopt the remuneration report for the relevant financial year are against the adoption of that remuneration report, a 'spill resolution' will then be put to Shareholders at that annual general meeting. If at least 50% of the votes cast on that 'spill resolution' are in favour of the 'spill resolution', an extraordinary general meeting of the Company will be held within 90 days at which the Directors in office at the time (other than the Managing Director and Chief Executive Officer) who were in office at the date of issue of the relevant second consecutive remuneration report must stand for re-election.

As the Company's remuneration report for the relevant financial year was approved by Shareholders at the 2020 Annual General Meeting with less than 25% of votes cast against its adoption, the votes cast in respect of this Resolution cannot result in a 'spill resolution' at this Meeting.

The Remuneration Report is contained in the Company's Annual Report, which is available on the Company's website at [Investor Resources](#). It:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and other KMP within the Intega group;
- discusses the link between the Board's policies and the Company's performance;
- sets out the remuneration details for each Director and for each other member of the Company's KMP; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman of the meeting will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report at the Annual General Meeting.

A voting exclusion statement applies to this resolution, as set out in the Notice.

DIRECTORS' RECOMMENDATION

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2 to approve the adoption of the Company's Remuneration Report.

RESOLUTION 3 - APPROVAL OF THE GRANTING OF RIGHTS TO A DIRECTOR – MR MATTHEW COURTNEY, MANAGING DIRECTOR

It is proposed that Mr Matthew Courtney, the Managing Director and Chief Executive Officer of Intega, be issued 534,045 Performance Rights under the Plan in respect of FY22, which, if approved, will form part of Mr Courtney's FY22 remuneration.

ASX Listing Rule 10.14 provides that an ASX-listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without shareholder approval (subject to certain exceptions set out in Listing Rule 10.16):

- 10.14.1 a director of the company;
- 10.14.2 an Associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The proposed issue of Performance Rights to Mr Matthew Courtney falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14. Resolution 3 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.14 and for all other purposes. If Resolution 3 is passed, the Company will be able to proceed with the issue and grant FY22 Performance Rights to Mr Matt Courtney, as set out below.

The Plan has been designed to facilitate the Company moving towards best practice remuneration structures for executives. A key component of effective remuneration for executives is long term variable remuneration to drive shared performance objectives, link remuneration to Company performance and align their interests with sustainable value creation for Shareholders.

In accordance with ASX Listing Rule 10.15, the features of the proposed FY22 invitation to apply for Performance Rights to Mr Matt Courtney, and the material terms of the Plan that will apply to those Performance Rights, are summarised below:

Aspect	Details
Instrument	<p>If this resolution is approved, Mr Matt Courtney will be invited to apply for Performance Rights (which are a type of Right issued under the Plan that are subject to performance-related vesting conditions). These Rights may vest when performance-based vesting conditions are satisfied (Vesting Conditions). The Rights are indeterminate Rights issued under the Plan which are an entitlement to the value of a Share (less any Exercise Price (being the exercise price payable on the exercise of the Rights)) which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares (which may, at the Board's discretion, include Restricted Shares, which are Shares subject to a disposal restriction).</p> <p>A Right may have a notional Exercise Price which does not have to be paid but which is accounted for as part of the exercised rights value determined during settlement of exercised Rights. These are referred to as Share Appreciation Rights.</p> <p>The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of issue of Shares that result from exercising Rights.</p> <p>The type of equity security proposed to be granted has been selected because the Board believes that it creates a strong link between performance and reward.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of invitations to participate in the Plan (Invitations).</p> <p>The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>

Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Grant Date	If Shareholder approval is obtained, the Rights will be granted as soon as practicable after the Annual General Meeting, but in any event, within 3 years of the AGM, and will have an effective grant date of 20 November 2021 (Grant Date).
Term	Rights that are the subject of this resolution have a term of 5 years from the Grant Date and if not exercised within the term the Rights will lapse. However, the Rights will be exercised automatically before this date (see below).
Number of Rights	<p>It is proposed that Mr Matt Courtney will be invited to apply for two Tranches of Rights in relation to this resolution:</p> <p>Tranche 1 – 267,023 Performance Rights with an Indexed Total Shareholder Return (ITSR) Vesting Condition,</p> <p>Tranche 2 – 267,023 Performance Rights with an EBITDA Per Share Growth (EBITDAPSG) Vesting Condition (together, the Tranches).</p> <p>The maximum/stretch number of Rights in each Tranche was calculated by applying the following formula:</p> $\frac{\text{Total Fixed Remuneration} \times \text{Target LTVR\%} \times \text{Tranche Weight at Target}}{\text{Target Vesting \%} \times \text{Right Value}}$ <p>where</p> <p>Total Fixed Remuneration is the Participants fixed remuneration.</p> <p>Target LTVR% is the Participant's Target LTVR value i.e. the value due when Target vesting occurs.</p> <p>Tranche Weight at Target = 50% for Tranche 1, and 50% for Tranche 2.</p> <p>Target Vesting % for both Tranche 1 and 2 is 50% (see Vesting Scales).</p> <p>The Right Value was determined as the volume weighted average price at which Shares were traded on the ASX over a 30 day period ending on 30 June 2021.</p> <p>The Right Value for Tranche 1 – iTSR Performance Rights was \$0.4494.</p> <p>The Right Value for Tranche 2 – EBITDAPSG Performance Rights was \$0.4494.</p> <p>It should be noted that the actual value of the Rights can only be determined for accounting purposes as at the Grant Date, and the actual value of the Rights will depend on the extent to which the Vesting Conditions are achieved, the number of Rights that vest and the Intega Share price at the time of vesting.</p> <p>When added to the other remuneration elements, the FY22 grant of Performance Rights will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the current Intega executive remuneration policy.</p> <p>As 100% of Rights to be granted will only vest when stretch performance goals are achieved, it is expected that a lesser percentage will actually vest unless exceptional performance outcomes occur. The target and expected level of vesting is 50% for both Tranches.</p>

Measurement Period	<p>The Measurement Period is the period over which Vesting Conditions are assessed.</p> <p>For Tranche 1 – iTSR Performance Rights, the Measurement Period will be from 1 July 2021 to 30 June 2024.</p> <p>For Tranche 2 – EBITDAPSG Performance Rights, the Measurement Period will be from 1 July 2021 to 30 June 2024.</p>
Gates	<p>A Gate is a condition that must be met or exceeded before the Vesting Conditions attached to a Tranche may be assessed for the purposes of vesting.</p> <p>For Tranche 1 – iTSR Performance Rights, the Gate condition is that Intega's TSR must be positive over the Measurement Period.</p> <p>For Tranche 2 – EBITDAPSG Performance Rights, no Gate applies.</p>
Cost of Rights and Exercise Price	<p>No amount is payable by Mr Matt Courtney for the Rights as the value forms a significant portion of the variable remuneration in his total package for FY22.</p> <p>The Exercise Price is nil, being standard market practice for Performance Rights.</p>
Exercise of Vested Rights	<p>Rights are exercised automatically at the latter to occur of the vesting date, or the elapsing of exercise restrictions, in respect of the Rights.</p> <p>Upon exercise of vested Rights the Exercised Rights Value will be calculated as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p>Exercised Rights Value =</p> <p>Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</p> <p>Generally, it is expected that the Exercised Rights Value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Intega securities trading policy, or because of restrictions specified in an Invitation.</p>
Disposal Restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> a) The Company's securities trading policy, and b) The insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. Intega will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate Employee Share Trust.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises during employment with the Company in relation to Rights or Restricted Shares and the exercise restrictions or specified disposal restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>If a Participant (being a participant in the Plan) is classified as 'Bad Leaver', all unvested Rights will be forfeited upon termination. Bad Leaver includes a Participant that has ceased to be an employee of the Intega group, due to termination for cause, fraud, defalcation or misconduct, resignation without Board permission, resignation to join a competitor or otherwise as determined by the Board in its sole discretion.</p> <p>For others, if termination of employment occurs within the first year of the Measurement Period, Performance</p>

Rights will be forfeited in the proportion that the remainder of the first year of the Measurement Period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights will then continue to be held for testing for vesting at the end of the Measurement Period. Any Performance Rights that do not vest following the assessment of the Vesting Conditions will be forfeited.

If Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the Exercised Rights Value will be settled in cash unless otherwise determined by the Board, in order to address potential tax problems.

It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested and unexercised rights equivalent to traditional “Bad Leaver” approaches, but which may apply at any time including during employment.

Change of Control or Delisting

In the event the Board determines that the Company will be subject to a de-listing, the Vesting Conditions specified in an Invitation for Performance Rights will cease to apply and:

- Unvested Performance Rights in each tranche will vest in accordance with the following formula:

$$\text{Number of Performance Rights to Vest} = \text{Unvested Performance Rights} \times \text{\% of First Year of Measurement Period Elapsed} \times \frac{(\text{Share Price at the Effective Date} - \text{Share price at Measurement Period Commencement})}{\text{Share price at Measurement Period Commencement}}$$

- Remaining Performance Rights may vest or lapse as determined by the Board, and
- Exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.

The Plan does not contain an automatic trigger to bring forward vesting upon a change of control event, however the Board has discretion to bring forward vesting under the discretionary powers contained in the Rules.

Major Return of Capital or Demerger

In the event that the Board forms the view that a major part of the Company’s assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights such that Participants are neither advantaged nor disadvantaged by the corporate action.

Restricted Rights will cease to be subject to exercise restrictions prior to the return of capital or demerger, on the date determined by the Board.

Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct

The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period and/or to the contribution of a Participant to outcomes over the Measurement Period.

The Board has sole discretion to determine that some or all unexercised Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company’s stakeholders.

In the case of fraud or misconduct, Participant will forfeit all unvested Rights.

Bonus Issues, Rights Issues, Voting and Dividend Entitlements

The number of Rights held by the Participant will be proportionately adjusted to reflect bonus issues. Right holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue.

Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are

	exercised carry all entitlements of Shares, including voting and dividend entitlements.
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by Mr Matt Courtney.

Mr Matt Courtney is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the Plan as at the date of the Notice. No grants have been made to any Director (other than Matt Courtney) under the Plan as at the date of this Notice. Mr Courtney has previously been granted 960,000 Performance Rights for an acquisition price of nil under the Plan as part of his remuneration package for FY21, which was approved by Shareholders at the Company's Annual General Meeting held on 23 October 2020.

Subject to Shareholders approving this resolution by the requisite majority, the Rights the subject of this resolution must be granted to Mr Courtney within 3 years of the date of the Annual General Meeting, and will be granted within 30 days of the Annual General Meeting.

Mr Matt Courtney's total remuneration package is set out in the Intega's Annual Report, and may be summarised as follows based on the policy at the date of this Notice:

- Fixed Remuneration of \$400,000 per annum plus a car allowance of \$6,000,
- A Short Term Incentive (STI) of up to a maximum of 40% of TFR, subject to certain Intega Group EBITDA thresholds being met,
- A Long Term Variable Remuneration at Target of \$120,000 being 50% of the Stretch/Maximum value of \$240,000,

The Total Remuneration Package at target is therefore \$646,000, with a policy maximum of \$806,000.

This Resolution is not seeking approval for the total remuneration of Mr Courtney. Rather it relates to the issue of Performance Rights to Mr Courtney under the Plan, which is one component of Mr Courtney's total remuneration.

No loan will be provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be provided to Mr Courtney.

Details of any securities issued under the Plan will be published in the subsequent annual report of Intega relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 and not named in this Notice may not participate in the Plan until Shareholder approval is obtained under Listing Rule 10.14.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue and it is intended that all of Mr Courtney's award will be provided in cash.

The Directors (with Mr Matt Courtney abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

A voting exclusion statement applies to this resolution, as set out in the Notice.

Glossary

Intega Group Limited ABN 72 633 194 920

AGM Online Platform	means the online platform accessible via the Lumi AGM Website.
Annual General Meeting or Meeting	means the annual general meeting convened by this Notice of Meeting.
Annual Report	means the annual report of the Company for the year ended 30 June 2021.
Associate	has the meaning given to it in the Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.
Board	means the board of Directors of the Company.
Chairman	means the person appointed to chair the Annual General Meeting. The Company intends to appoint Mr Neville Buch, the Company's current non-executive chair, to act as chair at this meeting.
Closely Related Party	<p>in relation to a member of 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 of the member's spouse;(d) anyone in the member's family who may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or(e) a company which the member controls.
Company or Intega	means Intega Group Limited (ABN 72 633 194 920).
Computershare	means Computershare Investor Services Pty Limited (ACN 078 279 277).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means the directors of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Financial Report	means the financial report of the Company set out in the Annual Report for the year ended 30 June 2021.
FY22	means the financial year ended 30 June 2022.
Key Management Personnel or KMP	means the key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. It includes all Directors (executive and non-executive). The Key Management Personnel during the year ended 30 June 2021 are listed in the Remuneration Report.
Listing Rules	means the listing rules of ASX.
Notice of Meeting or Notice	means this notice of meeting and includes the Explanatory Memorandum.

Online Meeting Guide or Guide	means the online meeting guide attached to this Notice of Meeting.
Performance Right	means a Right granted under the Plan that is subject to performance-related vesting conditions.
Plan	means the ‘Intega Group Limited Rights Plan’, which was approved by Shareholders at the Company’s annual general meeting on 23 October 2020.
Remuneration Report	means the remuneration report for the Company set out in the Annual Report for the year ended 30 June 2021.
Right	means a “Right” (as that term is defined in the rules governing the Plan) granted under the Plan.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.

Virtual Participation in the Annual General Meeting

FREQUENTLY ASKED QUESTIONS

1. When is Intega's virtual AGM? Intega's virtual AGM will be held on Friday 22 October 2021 and start at 10:00am (AEST).

2. What is the website for Intega's virtual AGM? <https://web.lumiagm.com/373-896-658>. You will be able to access the website from 9:00am (AEST) on Friday 22 October 2021.

3. Why is Intega not holding a physical meeting for its AGM this year? Due to the ever changing Government restrictions relating to the spread of COVID-19, including travel and public gatherings, the Board has decided the meeting will be held as a virtual meeting by electronic means. There will not be a physical meeting where shareholders can attend.

4. How do I attend the virtual AGM?

Meeting ID: 373-896-658

To log in, you must have the following information:

Australian Residents	Username (SRN or HIN) and Password (postcode of your registered address)
Overseas Residents	Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.
Appointed Proxy	To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Proxyholders: If you are an appointed proxy, you will need your proxy number which will be provided by Computershare prior to the meeting.

Online registration will open 1 hour before the start of the meeting.

5. I don't know my SRN/HIN – do I need this for attending the virtual AGM? No. You do not need your SRN/HIN to attend the virtual AGM. However, you will need your SRN/HIN if you wish to vote and ask a question at the virtual AGM.

6. What is the pre-AGM deadline for lodging online votes and questions?

Right to vote	Shareholders registered as at 7.00pm (AEST) on 20 September 2021.
Website to lodge your vote and ask questions before the virtual AGM	https://www.investorvote.com.au
Deadline for lodging your questions before the virtual AGM	10.00am (AEST) on 20 October 2021.
Deadline for lodging your vote before the virtual AGM	10.00am (AEST) on 20 October 2021.

7. If I vote prior to the AGM can I still attend the AGM? Yes, you can login to the virtual AGM from 9:00am (AEST) on Friday 22 October 2021 at <https://web.lumiagm.com/373-896-658>. However, if you wish to ask a question you will need to register with your SRN/HIN to submit a question.

8. If I am a few minutes late logging into the virtual AGM site, am I still allowed entry? You can login at any time during the course of the meeting at <https://web.lumiagm.com/373-896-658>.

9. How do I watch the AGM as a non-voting shareholder or member of the public? Members of the public can login to the virtual meeting and register from 9:00am (AEST) on Friday 22 October 2021 at <https://web.lumiagm.com/373-896-658>. However, only registered shareholders will be able to vote or ask a question. See Section 4.

Virtual Participation in the Annual General Meeting

10. How will I vote or ask a question if you are not sending me a Voting Form or a Question Form? You will be able to vote on resolutions and ask questions in advance of the AGM online from 4.00pm 20 September 2021 at <https://www.investorvote.com.au>.

If you have elected to receive shareholder communications electronically before 20 September 2021, we will send you an email when the Notice of Meeting and 2021 Annual Report are released on the [InvestorVote](#) and [Intega](#) websites. This email will also include your personalised shareholder link to vote online and the latest details of our AGM, including instructions on how to participate.

We encourage you to update your method of communication to receive shareholder communications electronically, at www.computershare.com.au/easyupdate/ITG.

11. Can you send me a Voting Form so I can vote? As a result of temporary modifications made by the Commonwealth Treasurer to deal with the impacts of the COVID-19 pandemic, Intega will not be mailing shareholders a hard copy Notice of Meeting or a Voting Form this year. We encourage shareholders to vote (and submit questions) online before the AGM, from 20 September 2021 at <https://www.investorvote.com.au>. To login you will need to enter your SRN/HIN and your postcode or country code.

12. I can't attend the virtual AGM, can I view it later? A recording of the virtual AGM will be available to view at <https://www.intega.net/investor-resources/>, after the conclusion of the AGM.

13. Will Intega have a virtual AGM next year? The Board is yet to determine the location and format of the 2022 AGM.

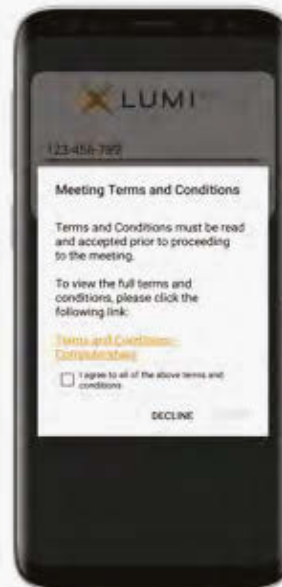
14. What browser can I use to attend the virtual AGM online? Before you access the virtual AGM, please ensure your browser is compatible. You can easily check what your current browser is by visiting www.whatismybrowser.com. Compatible browsers are:

- > Chrome – Version 44 & 45 and after
- > Firefox – 40.0.2 and after
- > Safari – OS X v10.9 "Mavericks" & OS X v10.10 "Yosemite" and after

Logging in via Lumi

a. To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID provided above.

b. To proceed into the meeting, you will need to read and accept the Terms and Conditions.

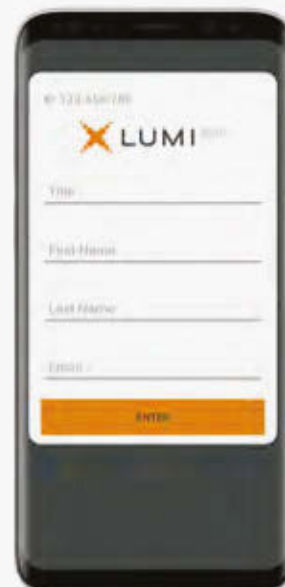


OR

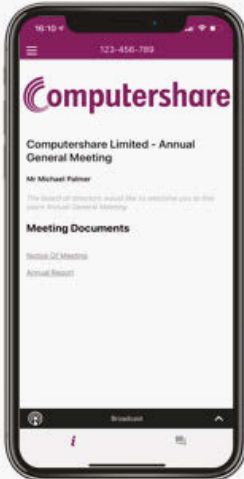


c. To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code)

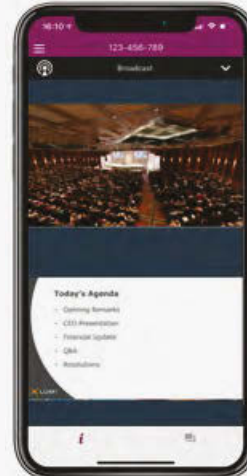
If you are a visitor, or don't have your SRN or HIN, select 'I am a guest' and enter your name and email details. Please note visitors will not be able to ask questions or vote at the meeting.



d. Home page Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



e. To view proceedings, you must tap the broadcast arrow on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds*. Toggle between the up or down arrow to view another screen. (*Dependant on the speed of your internet)



	Broadcast	The broadcast bar allows you to view and listen to the proceedings
		Home page icon, displays meeting information
		Questions icon, used to ask questions
		Voting icon, used to vote. Only visible when the chairman opens poll

How do I vote at the virtual AGM?

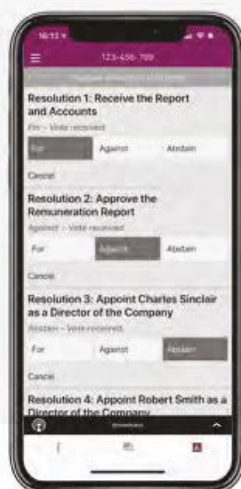
How do I ask a question at the virtual AGM?

- f. To Vote** When the Chairman declares the poll open:
- > A voting icon will appear on your device and the Meeting Resolutions will be displayed.
 - > To vote tap one of the voting options. Your response will be highlighted.
 - > To change your vote, simply press a different option to override.

- g. To Ask Questions** Tap on the Questions icon to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon. Confirmation that your message has been received will appear.

On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

The number of items you have voted or yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the chairman closes the poll.



h. For Assistance If you require assistance prior to or during the Meeting, please call Computershare +61 3 9415 4024.



COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

AFG	AFGHANISTAN	COL	COLOMBIA	HUN	HUNGARY	MOZ	MOZAMBIQUE	SVK	SLOVAKIA
ALA	ALAND ISLANDS	COM	COMOROS	ISL	ICELAND	MMR	MYANMAR	SVN	SLOVENIA
ALB	ALBANIA	COG	CONGO (BRAZZAVILLE)	IND	INDIA	NAM	NAMIBIA	SLB	SOLOMON ISLANDS
DZA	ALGERIA	COD	CONGO, (KINSHASA)	IDN	INDONESIA	NRU	NAURU	SOM	SOMALIA
ASM	AMERICAN SAMOA	COK	COOK ISLANDS	IRN	IRAN, ISLAMIC REPUBLIC OF	NPL	NEPAL	ZAF	SOUTH AFRICA
AND	ANDORRA	CRI	COSTA RICA	IRQ	IRAQ	NLD	NETHERLANDS	SGS	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS
AGO	ANGOLA	CIV	CÔTE D'IVOIRE	IRL	IRELAND	ANT	NETHERLANDS ANTILLES	SSD	SOUTH SUDAN
AIA	ANGUILLA	HRV	CROATIA	IMN	ISLE OF MAN	NCL	NEW CALEDONIA	ESP	SPAIN
ATA	ANTARCTICA	CUB	CUBA	ISR	ISRAEL	NZL	NEW ZEALAND	LKA	SRI LANKA
ATG	ANTIGUA AND BARBUDA	CYP	CYPRUS	ITA	ITALY	NIC	NICARAGUA	SDN	SUDAN
ARG	ARGENTINA	CZE	CZECH REPUBLIC	JAM	JAMAICA	NER	NIGER	SUR	SURINAME
ARM	ARMENIA	DNK	DENMARK	JPN	JAPAN	NGA	NIGERIA	SJM	SVALBARD AND JAN MAYEN ISLANDS
ABW	ARUBA	DJI	DJIBOUTI	JEY	JERSEY	NIU	NIUE	SWZ	SWAZILAND
AUS	AUSTRALIA	DMA	DOMINICA	JOR	JORDAN	NFK	NORFOLK ISLAND	SWE	SWEDEN
AUT	AUSTRIA	DOM	DOMINICAN REPUBLIC	KAZ	KAZAKHSTAN	MNP	NORTHERN MARIANA ISLANDS	CHE	SWITZERLAND
AZE	AZERBAIJAN	ECU	ECUADOR	KEN	KENYA	NOR	NORWAY	SYR	SYRIAN ARAB REPUBLIC (SYRIA)
BHS	BAHAMAS	EGY	EGYPT	KIR	KIRIBATI	OMN	OMAN	TWN	TAIWAN, REPUBLIC OF CHINA
BHR	BAHRAIN	SLV	EL SALVADOR	PRK	KOREA (NORTH)	PAK	PAKISTAN	TJK	TAJIKISTAN
BGD	BANGLADESH	GNQ	EQUATORIAL GUINEA	KOR	KOREA (SOUTH)	PLW	PALAU	TZA	TANZANIA, UNITED REPUBLIC OF
BRB	BARBADOS	ERI	ERITREA	KWT	KUWAIT	PSE	PALESTINIAN TERRITORY	THA	THAILAND
BLR	BELARUS	EST	ESTONIA	KGZ	KYRGYZSTAN	PAN	PANAMA	TLS	TIMOR-LESTE
BEL	BELGIUM	ETH	ETHIOPIA	LAO	LAO PDR	PNG	PAPUA NEW GUINEA	TGO	TOGO
BLZ	BELIZE	FLK	FALKLAND ISLANDS (MALVINAS)	LVA	LATVIA	PRY	PARAGUAY	TKL	TOKELAU
BEN	BENIN	FRO	FAROE ISLANDS	LBN	LEBANON	PER	PERU	TON	TONGA
BMU	BERMUDA	FJI	FIJI	LSO	LESOTHO	PHL	PHILIPPINES	TTO	TRINIDAD AND TOBAGO
BTN	BHUTAN	FIN	FINLAND	LBR	LIBERIA	PCN	PITCAIRN	TUN	TUNISIA
BOL	BOLIVIA	FRA	FRANCE	LBY	LIBYA	POL	POLAND	TUR	TURKEY
BIH	BOSNIA AND HERZEGOVINA	GUF	FRENCH GUIANA	LIE	LIECHTENSTEIN	PRT	PORTUGAL	TKM	TURKMENISTAN
BWA	BOTSWANA	PYF	FRENCH POLYNESIA	LTU	LITHUANIA	PRI	PUERTO RICO	TCA	TURKS AND CAICOS ISLANDS
BVT	BOUVET ISLAND	ATF	FRENCH SOUTHERN TERRITORIES	LUX	LUXEMBOURG	QAT	QATAR	TUV	TUVALU
BRA	BRAZIL	GAB	GABON	MKD	MACEDONIA, REPUBLIC OF	REU	RÉUNION	UGA	UGANDA
VGB	BRITISH VIRGIN ISLANDS	GMB	GAMBIA	MDG	MADAGASCAR	ROU	ROMANIA	UKR	UKRAINE
IOT	BRITISH INDIAN OCEAN TERRITORY	GEO	GEORGIA	MWI	MALAWI	RUS	RUSSIAN FEDERATION	ARE	UNITED ARAB EMIRATES
BRN	BRUNEI DARUSSALAM	DEU	GERMANY	MYS	MALAYSIA	RWA	RWANDA	GBR	UNITED KINGDOM
BGR	BULGARIA	GHA	GHANA	MDV	MALDIVES	BLM	SAINT-BARTHÉLEMY	USA	UNITED STATES OF AMERICA
BFA	BURKINA FASO	GIB	GIBRALTAR	MLI	MALI	SHN	SAINT HELENA	UMI	US MINOR OUTLYING ISLANDS
BDI	BURUNDI	GRC	GREECE	MLT	MALTA	KNA	SAINT KITTS AND NEVIS	URY	URUGUAY
KHM	CAMBODIA	GRL	GREENLAND	MHL	MARSHALL ISLANDS	LCA	SAINT LUCIA	UZB	UZBEKISTAN
CMR	CAMEROON	GRD	GRENADA	MTQ	MARTINIQUE	MAF	SAINT-MARTIN (FRENCH PART)	VUT	VANUATU
CAN	CANADA	GLP	GUADELOUPE	MRT	MAURITANIA	SPM	SAINT PIERRE AND MIQUELON	VEN	VENEZUELA (BOLIVARIAN REPUBLIC)
CPV	CAPE VERDE	GUM	GUAM	MUS	MAURITIUS	VCT	SAINT VINCENT AND GRENADINES	VNM	VIET NAM
CYM	CAYMAN ISLANDS	GTM	GUATEMALA	MYT	MAYOTTE	WSM	SAMOA	VIR	VIRGIN ISLANDS, US
CAF	CENTRAL AFRICAN REPUBLIC	GGY	GUERNSEY	MEX	MEXICO	SMR	SAN MARINO	WLF	WALLIS AND FUTUNA ISLANDS
TCO	CHAD	GIN	GUINEA	FSM	MICRONESIA, FEDERATED STATES OF	STP	SAO TOME AND PRINCIPE	ESH	WESTERN SAHARA
CHL	CHILE	GNB	GUINEA-BISSAU	MDA	MOLDOVA	SAU	SAUDI ARABIA	YEM	YEMEN
CHN	CHINA	GUY	GUYANA	MCO	MONACO	SEN	SENEGAL	ZMB	ZAMBIA
HKG	HONG KONG, SAR CHINA	HTI	HAITI	MNG	MONGOLIA	SRB	SERBIA	ZWE	ZIMBABWE
MAC	MACAO, SAR CHINA	HMD	HEARD AND MCDONALD ISLANDS	MNE	MONTENEGRO	SYC	SEYCHELLES		
CXR	CHRISTMAS ISLAND	VAT	HOLY SEE (VATICAN CITY STATE)	MSR	MONTserrat	SLE	SIERRA LEONE		
CCK	COCOS (KEELING) ISLANDS	HND	HONDURAS	MAR	MOROCCO	SGP	SINGAPORE		



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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00AM (AEST) on Wednesday, 20 October 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Intega Group Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Intega Group Limited is to be held as a virtual meeting via web.lumiagm.com/373896658 on Friday, 22 October 2021 at 10:00 AM (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Steven Sherman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Granting of Rights to a Director - Mr Matthew Courtney, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ITG

280231A



Computershare

